

Listing Of Additional Shares Notification Form

Record Id:

The user may elect to complete this online form all at once or in stages, entering and updating information over a period of time. The program will permit users to update the form and upload additional documents as long as the Form Status is "Open" (i.e., pending review by Nasdaq Staff)

GENERAL INFORMATION

Company Name *

Contacts

Please provide contacts for the purposes of processing this form. In addition, Nasdaq recommends that you share access to this form with at least one other company or legal representative by entering their email address on our Share Your Form page.

**Note that the system will immediately send an email to any contacts with whom you have shared this form, even if the form has not yet been submitted.

Company Contact *

Outside Legal Counsel

Name *	<input type="text"/>	<input type="text"/>
Title/Firm	<input type="text"/>	<input type="text"/>
Phone *	<input type="text"/>	<input type="text"/>
Email *	<input type="text"/>	<input type="text"/>
Primary Contact *	<input type="checkbox"/>	<input type="checkbox"/>

Security Information

CUSIP Symbol Security Class and Description *

Pre-Transaction Total Shares Outstanding(TSO), excluding Treasury Shares * As Reported on the Company's *

as of (mm/dd/yyyy) *

Other General Information

1. Provide a brief description of the transaction *

2. Select the box(es) below that best describe the nature of the transaction. *

- Acquisition/Merger
- Adoption/Amendment to Equity Compensation Plan
- Dividend Reinvestment Plan
- Employee Savings, Stock Purchase or 401(k) Plan
- Equity Award Repricing or Similar Action
- Exchange Offer

- Inducement Grant
- Litigation Settlement
- Private Placement
- Professional Services Agreement
- Public Offering
- Recapitalization
- Rights Offering (other than a Poison Pill)
- Other(provide separate detailed explanation)

3. List all filings made or expected to be made with the SEC related to the transaction, including the form type and the date filed on EDGAR.

4. Shares offered by company (including shares underlying convertible securities)

Shares sold by selling shareholders

Maximum number of shares to be offered *

5. Are there any contingencies that would result in the issuance of additional shares not included above (such as earn-out payments, anti-dilution adjustments, price protection, reset or other similar provision)? *

Yes No

6. Are any of the securities to be issued convertible or exercisable into common stock? *

Yes No

a. Are the securities future priced securities?

Refer to [IM-5635-4](#), for a definition of future priced securities

Yes No

7. Does any officer, director, employee or consultant of the company have a direct or indirect interest in the transaction (including as a selling shareholder)? *

Yes No

8. Does any shareholder who owns 5% or more of the company have a direct or indirect interest in the transaction (including as a selling shareholder)? *

Yes No

9. In connection with the transaction, will any party receive board nomination or designation rights? *

Yes No

If you answered Yes to any of questions 5-9, Please Explain. *

10. Provide the name and percentage ownership of the largest shareholder (if greater than 5%) before and after the transaction, assuming the maximum number of shares is issued.

****Before Transaction****

****After Transaction****

Largest shareholder's name

Percentage

%

%

11. Date of board approval *

12. Date of shareholder approval (if applicable)

13. Date or expected date of issuance *

Acquisition/Merger

1. Describe the company or assets being acquired: *

2. Can any shares or convertible securities be issued to any party other than the target or its shareholders in connection with the transaction? *

Yes No

Please explain: *

3. Will the company assume any equity compensation plans of the target? *

Yes No

a. Will future equity awards be issued under assumed plans? Yes No

b. Were the assumed plans approved by target shareholders? Yes No

4. Will the company assume any additional equity compensation awards issued outside of the assumed plans referred to in Question 3? *

Yes No

Please explain: *

Please make sure you included those shares in the maximum number of shares to be offered listed in General Information, Question 4.

1. Name of plan or plan amendment: *

2. For an amendment that increases the number of authorized shares in an existing plan, please provide:

Plan shares before this amendment

Shares added by this amendment

Total plan shares *

3. If the plan or amendment was not approved by shareholders, upon which exception to [Listing Rule 5635\(c\)](#) is the company relying? *

4. For an inducement grant, provide the date the offer of employment was accepted, or other agreement made, pursuant to which the inducement grant will be issued: *

5. For a repricing or other action that would have a similar effect ([See instructions](#)), provide the reference in the plan or other governing document that gives the company specific authority to act or indicate the date when shareholder approval was obtained:

Private Placement/Public Offerings ⓘ

1. Date and time (or expected date) of definitive agreement or underwriting agreement: *

2.

a. Provide the book value per share from the most recent SEC filing:

\$

b. Provide the sale price per share or conversion price:

\$

c. Will the sale price or conversion price be at least equal to the Minimum Price (as defined in Listing Rule 5635

(d) of the common stock on the date and time provided in Question 1? Please note that the Nasdaq Official Closing Price is different from the Closing Price. For purposes of Listing Rule 5635(d), the "closing price" means the Nasdaq Official Closing Price, available at <https://www.nasdaq.com/market-activity/stocks/ndaq/historical-nocp>: *

Yes No

3. What is the use of proceeds? *

4. Are any proceeds from the private placement being used to fund the acquisition of the stock or assets of another company? *

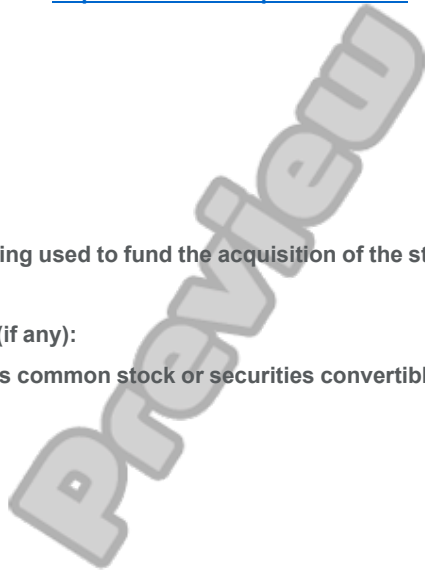
Yes No

5. Name of the brokerage firm or placement agent (if any):

6. Will any placement fees be paid in the company's common stock or securities convertible into common stock? *

Yes No

Please explain: *



PRE-OFFERING PUBLIC FLOAT

The Securities and Exchange Commission's Regulation M governs the activities of underwriters, issuers, selling security holders and others in connection with offerings of securities. Regulation M is designed to prohibit activities that could artificially influence the market for the offered security, based on measures such as the dollar value of the average daily trading volume and the company's public float. A company conducting a public offering should complete this section to update its public float, in order to avoid unnecessary trading restrictions being placed on the distribution of its securities.

For purposes of this section, a company should determine its public float by subtracting from the non-diluted total shares outstanding shares owned by officers, directors, and persons or entities with a 5% or greater ownership position ("affiliates"). Shares owned by affiliates do not include any convertible securities such as options, warrants, convertible notes and convertible preferred stock.

1. CUSIP*/CINS number:

*CUSIP Service Bureau can be reached at +1 212 438 6565 or www.cusip.com

2. Shares held by affiliates pre-offering: *

3. Shares in the public float pre-offering: *

4. Date of public float calculation: *

ATTACH SUPPORTING DOCUMENTS

To facilitate the review process, please submit supporting documentation electronically. You can submit additional documentation for your form at any time during the LAS review process.

Uploading documents is easy:

Select document using the "Browse" button. To attach multiple documents, hold CTRL key while making the selection. Documents should be provided using one of the following formats: **MS Word, MS Excel or PDF**

AFFIRMATION

User Id

Name *

Title/Firm *

Date *

Initials * I have been authorized by the company and have the legal authority to provide information on the company's behalf; to the best of my knowledge and belief, the information provided is true and correct as of this date; and I will promptly notify Nasdaq of any material changes.

Form Created By: on ; Form Last Updated By on , Form Owned By:

* Indicates a field required for submission.

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