

Listing Of Additional Shares Notification Form – Companies Listed on Nasdaq Texas

Record Id:

The Listing Rules require a Company to notify Nasdaq Texas prior to issuing common stock, or a security convertible into common stock, in connection with:

- certain public offerings;
- the acquisition of the stock or assets of another Company;
- equity-based compensation of officers, directors, employees or consultants (other than an equity grant to induce an individual to accept employment, as permitted by the exception contained in [Rule 5635\(c\)\(4\)](#));
- a change of control;
- transactions other than public offerings; or
- a transaction that implicates Nasdaq's Voting Rights Rule. See [Rules 5250\(e\)\(2\)](#), [5635](#) and [5640](#).

Upon submission of this new form, Nasdaq Texas will promptly notify the company that the obligation to notify Nasdaq Texas is completed.

Please note that while submission of the form will satisfy your notification obligation under [Rule 5250\(e\)\(2\)](#), we may subsequently contact you as part of our existing process for reviewing SEC filings with questions or comments regarding the transaction's compliance with the Nasdaq Texas Listing Rules.

GENERAL INFORMATION

Company Name

 Contacts

Please provide contacts for the purposes of processing this form. In addition, Nasdaq Texas 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 *

Name

Title/Firm

Title/Firm

Phone *

Phone

Email *

Email

 Primary Contact *

Foreign Private Issuer

 FPI * Yes No

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 one paragraph description of the transaction below, including the use of proceeds (if applicable). Please do not attach a description as a separate document. *

*

Is there a shareholder that beneficially owns 5% or more of the company's outstanding shares before or after the transaction? * Yes No NA

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.

Largest shareholder's name

Before Transaction *

After Transaction *

% beneficial ownership as calculated pursuant to Section 13(d) of the Exchange Act

Before Transaction *

After Transaction *

Is this a change of control under [Listing Rule 5635\(b\)](#): * Yes No

Is any officer, director, employee, or consultant of the company participating in the transaction (including as a selling shareholder or through an affiliated entity)?

* Yes No

List the names, respective breakdowns of securities, and price paid in the transaction.

Provide the name of the placement agent or underwriter (if any) as well as any fees paid to them in common stock or securities convertible into common stock in the transaction.

Are there any contingencies that may result in the issuance of additional shares (such as earn-out payments, anti-dilution adjustments, price protection, reset, or other similar provision)? * Yes No

Is the maximum number of shares issuable under the contingency calculable? Yes No

Is the company obtaining Shareholder approval or limiting the maximum number of shares issuable (otherwise note this could be a Future Priced Security)? Refer to [IM-5635-4](#), for a definition of future priced securities *

Yes No

Please explain and reference the relevant sections containing the limitations on maximum issuance. *

Please provide the Maximum Shares Issuable. *

If applicable, please include the breakdown of all common stock or equivalents that can be issued as consideration, including any shares underlying each security that is convertible/exercisable into common stock and any shares assumed under equity compensation plans (inducement awards issued in accordance with [5635\(c\)\(4\)](#) are excluded from this calculation), shares issued under new or amended equity compensation plans, and any shares issuable in connection with the transaction as a result of contingencies such as earn-out payments, anti-dilution adjustments, price protection, reset or similar provisions as reflected above.

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

Acquisition/Merger

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: *

Is this a change of control resulting from a business combination under [Listing Rule 5110\(a\)](#)? * Yes No

Has the company submitted an initial listing application for the post-merger entity? * Yes No

Does any officer, director, or any shareholder that owns 5% or more of the company have a direct or indirect interest in the transaction (including a selling shareholder)?

* Yes No

List the name of the individual or entity and describe its direct and indirect interest in the target. *

Is there any equity financing(s) in connection with the acquisition, including to fund the cash portion of the consideration? * Yes No

Please also check and complete other appropriate transaction type(s) on this form

Compensation Arrangements

Then choose all that apply:

Adoption/Amendment to Equity Compensation Plan

Dividend Reinvestment Plan

Employee Savings, Stock Purchase or 401(k) Plan

Inducement Grant Plan/Specific Inducement Grants 

Professional Services Agreement for which shareholder approval was not obtained

1) What's the name of the plan/plan amendment or describe the equity compensation arrangement? *

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

*

Has or will the compensation committee or majority of independent directors approved the grant? * Yes No

Enter the date of approval *



3) Has or will the company issue a press release announcing the grant(s)? * Yes No

Are the shares issued eligible to be registered on a Form S-8? See [FAQ #211](#) for more information. * Yes No

If S8 eligible and shareholder approval is not being sought, please explain why shareholder approval under 5635(c) is not required. *

*

Transaction other than a public offering, such as a Private Placement, 144A, Convertible Notes, Registered Direct Offering, or Exchange Offering.

Has the company done any capital raising transactions within the past 6 months? * Yes No

Provide a brief description of each transaction and note if a Listing of Additional Shares form was filed for each one. If so, provide IDs for the previously filed LAS forms if known. *

*

Nasdaq Texas may aggregate the shares issued in separate transactions for purposes of determining whether the threshold for shareholder approval has been triggered. See [FAQ#283](#). Please address the aggregation factors from the FAQ in the comment box below or a separate document.

Are any proceeds from the private placement being used to fund the acquisition of the stock or assets of another company? * Yes No

Please explain

Please complete the acquisition section of this form if you have not done so already.

Will the sale price or conversion price be at least equal to the Minimum Price? The "Minimum Price" is the lower of the Nasdaq Texas Official Closing Price or the 5 day average Nasdaq Texas Official Closing Price (in each case immediately prior to signing the agreement). If the issuance includes common stock (or equivalent) and warrants, please see [FAQ#279](#). The Nasdaq Texas Official Closing Price is available at: [https://www.nasdaq.com/market-](https://www.nasdaq.com/market-activity/quotes/historical-nocp)

[activity/quotes/historical-nocp](#) * Yes No

If an officer, director, or another insider is partaking in the transaction, is the price per share of common stock equal to or greater than the consolidated closing bid price immediately preceding the time the company entered into the binding agreement to issue the securities? * Yes No

If the issuance is to an entity controlled by an officer, director, employee, or consultant of the listed company, will it be accounted for under Generally Accepted Accounting Principles as equity compensation or result in the disclosure of compensation under the applicable provisions of Regulation S-K?

* Yes No

If a security that is convertible into common stock is issued in the transaction, does it vote alongside the common such as on an "as converted basis?"

* Yes No

Do the transaction documents contain any limitations on voting rights? * Yes No

Reference the relevant section in the documents. *

In connection with the transaction, will any party receive board observation, nomination, or designation rights? * Yes No

Provide the duration of time these rights will be in place and the "step-down" threshold at which such nomination or designation rights will no longer continue. If applicable, please reference the sections of the documents describing such rights. *

*

Transaction is a public offering under [IM-5635-3](#), what is the type of underwriting agreement? (see [FAQ 280](#) for pricing/acceptable discounts)

If this a firm commitment underwritten offering, is it common stock only? * Yes No

Describe the type of underwriting agreement. *

Is the company conducting an "at the market offering" (ATM) as defined in Rule 415 of the Securities Act? * Yes No

Can the agent sell more than 5% of the offering in privately negotiated transactions rather than directly on Nasdaq Texas? * Yes No

Please note that Staff may not deem this a public offering under [IM-5635-3](#).

Is this a rights offering (including a poison pill)? Yes No

Is there a backstop or similar agreement to purchase unsold shares in the offering? If yes, please upload a draft of the agreement. * Yes No

Does any officer, director, employee, consultant, or shareholder who owns 5% or more of the company have a direct or indirect interest in the transaction other than participating in the rights offering on the same terms as all other participants? * Yes No

List these individuals and explain the interest they have in the transaction. *

Other (select other if no other category is applicable to describe the transaction)

Please provide a detailed explanation of the transaction. *

TRANSACTION/AGREEMENT DATES

Date of board/comp committee approval *



Date or expected date of shareholder approval if applicable



Date and time of binding agreement



Time

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Date or expected date of issuance *



SUPPORTING DOCUMENTS

Attach all definitive supporting documents or if filed with EDGAR, provide date of the filing and type.

Attach all supporting documents specific for each type of transaction (PDF or MS Word).

Click the "Browse" button below to upload documents from your computer.

Nature of Submission



Nature of Submission



Nature of Submission



Upload Files

No files attached

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 Texas of any material changes. I understand that the Company has a continuing duty to update Nasdaq Texas whenever there is an addition to or change in information previously furnished.

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

* Indicates a field required for submission.

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