Nasdaq rules require a Company to notify Nasdaq 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 will promptly notify the company that the obligation to notify Nasdaq 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 Listing Rules.

**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.**

### 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.**

<table>
<thead>
<tr>
<th>Company Contact</th>
<th>Outside Legal Counsel</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name *</td>
<td>Name</td>
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<tr>
<td>Title/Firm</td>
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<td>Phone *</td>
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<tr>
<td>Email *</td>
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</tbody>
</table>

**Primary Contact**

**Foreign Private Issuer**

FPI * ○ Yes ○ No

Is the company relying on home country practice for this transaction? See list of FAQs for more information.* ○ Yes ○ No

Provide date of home country practice attestation letter (If an attestation has not previously been provided to Nasdaq, please attach attestation to the Supporting Documents section of this form). *
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

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

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. *
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 or 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? *

☐ Yes ☐ No

Enter the date of approval *

Explain why? *

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 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 Official Closing Price or the 5 day average Nasdaq 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 Official Closing Price is available at: https://www.nasdaq.com/market-activity/quotes/historical-no

☐ 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
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?  
- 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: --:--:--
- 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.
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. I understand that the Company has a continuing duty to update Nasdaq whenever there is an addition to or change in information previously furnished.