



# Continued Listing Guide

March 2019

At Nasdaq, we're relentlessly reimagining the markets of today. Not by chasing the possibilities of tomorrow. But by creating them.

## Introduction

Nasdaq is a trusted market leader and has built a financial community of world-renowned industry innovators and visionaries. With our unsurpassed technology, an emphasis on transparency, and advanced tool set, we offer a unique and compelling value proposition that attracts companies to our markets. We then provide quality customer service, exceptional visibility opportunities and ground-breaking market intelligence resources. With this unique value proposition, Nasdaq is the listing venue of choice for the world's most exciting companies.

This document is designed to be a practical guide to being listed on Nasdaq, giving companies and their advisors important information about listing standards, disclosure and notification requirements and fees.

For your convenience, additional resource materials and forms are available electronically through the [Nasdaq Listing Center](#). The Listing Center is our online document portal, which supports the electronic submission of applications, notification forms and supporting documentation. Our online process streamlines the preparation of forms by pre-populating them with much of your required information. Companies can also take advantage of this online portal to safely and securely submit supplemental documentation. We even store completed forms and supporting documents so they will be readily accessible for your future reference. For more information about how to complete your forms electronically, please take a few minutes to read through our [frequently asked questions](#). If you need additional assistance, please contact Listing Qualifications directly at +1 301 978 8008.



## Continued Listing Standards

### For Nasdaq Global Select Market and Nasdaq Global Market Companies

The financial and liquidity standards for continued listing are the same for companies trading on either the Nasdaq Global Select Market or the Nasdaq Global Market. Once listed, companies must meet all of the criteria under at least one of the three standards below.

| Financial Requirements  | Equity Standard                        | Market Value Standard                  | Total Assets/ Total Revenue Standard   |
|---|--|--|--|
| Listing Rules   | <a href="#">5450(a) and 5450(b)(1)</a> | <a href="#">5450(a) and 5450(b)(2)</a> | <a href="#">5450(a) and 5450(b)(3)</a> |
| Stockholders' Equity  | \$10 million                           | ---                                    | ---                                    |
| Market Value of Listed Securities   | ---                                    | \$50 million                           | ---                                    |
| Total Assets and Total Revenue (in latest fiscal year or in two of last three fiscal years) | ---                                    | ---                                    | \$50 million and \$50 million          |
| Publicly Held Shares  | 750,000                                | 1.1 million                            | 1.1 million                            |
| Market Value of Publicly Held Shares  | \$5 million                            | \$15 million                           | \$15 million                           |
| Bid Price   | \$1                                    | \$1                                    | \$1                                    |
| Total Shareholders  | 400                                    | 400                                    | 400                                    |
| Market Makers   | 2                                      | 4                                      | 4                                      |

## Continued Listing Standards

### For Nasdaq Capital Market Companies

Companies must meet all of the criteria under at least one of the three standards below.

| Requirements   | Equity Standard                        | Market Value of Listed Securities Standard | Net Income Standard                    |
|--|--|--|--|
| Listing Rules  | <a href="#">5550(a) and 5550(b)(1)</a> | <a href="#">5550(a) and 5550(b)(2)</a>     | <a href="#">5550(a) and 5550(b)(3)</a> |
| Stockholders' Equity   | \$2.5 million                          | ---  | ---                                    |
| Market Value of Listed Securities  | ---                                    | \$35 million                               | ---                                    |
| Net Income from Continuing Operations (in the latest fiscal year or in two of the last three fiscal years) | ---                                    | ---  | \$500,000                              |
| Publicly Held Shares   | 500,000                                | 500,000                                    | 500,000                                |
| Market Value of Publicly Held Securities   | \$1 million                            | \$1 million                                | \$1 million                            |
| Bid Price  | \$1                                    | \$1  | \$1                                    |
| Public Holders   | 300                                    | 300  | 300                                    |
| Market Makers  | 2                                      | 2  | 2                                      |

## Corporate Governance Requirements

Companies listed on The Nasdaq Stock Market are required to meet high standards of corporate governance, as set forth in the [Listing Rule 5600 Series](#). Certain exemptions and phase-ins to these requirements apply to limited partnerships, foreign private issuers, initial public offerings and controlled companies. In certain circumstances, cure periods are available for companies that fail to comply with these requirements.

The following chart provides an overview of Nasdaq’s corporate governance requirements. For a more detailed discussion, please refer to our Listing Rules or consult our comprehensive list of [frequently asked questions](#). If you would like to speak with Listing Qualifications Staff at any time, please call us at +1 301 978 8008. While such conversations are generally sufficient to answer your questions, we also provide definitive written guidance, which can be requested through the [Listing Center](#).

| Corporate Governance Requirement          | Description  | Listing Rule            |
|---|--|-------------------------|
| Distribution of Annual or Interim Reports | The company must make its annual and interim reports available to shareholders, either by mail or electronically through the company’s website.  | <a href="#">5250(d)</a> |
| Independent Directors                     | The company’s board of directors is required to have a majority of independent directors.  | <a href="#">5605(b)</a> |
| Audit Committee                           | The company is required to have an audit committee consisting solely of independent directors who also satisfy the requirements of SEC Rule 10A-3 and who can read and understand fundamental financial statements. The audit committee must have at least three members. One member of the audit committee must have experience that results in the individual’s financial sophistication.                                      | <a href="#">5605(c)</a> |
| Compensation of Executive Officers        | The company is required to have a compensation committee consisting solely of independent directors and having at least two members. In addition, Rule 5605(d)(2)(A) includes an additional independence test for compensation committee members. The compensation committee must determine, or recommend to the full board for determination, the compensation of the chief executive officer and all other executive officers. | <a href="#">5605(d)</a> |
| Nomination of Directors                   | Independent directors must select or recommend nominees for directors.   | <a href="#">5605(e)</a> |
| Code Of Conduct                           | The company must adopt a code of conduct applicable to all directors, officers and employees.  | <a href="#">5610</a>    |
| Annual Meetings                           | The company is required to hold an annual meeting of shareholders no later than one year after the end of its fiscal year.   | <a href="#">5620(a)</a> |
| Solicitation of Proxies                   | The company is required to solicit proxies for all shareholder meetings.   | <a href="#">5620(b)</a> |
| Quorum                                    | The company must provide for a quorum of not less than 33 1/3% of the outstanding shares of its voting stock for any meeting of the holders of its common stock.   | <a href="#">5620(c)</a> |

| Corporate Governance Requirement | Description   | Listing Rule         |
|----------------------------------|---|----------------------|
| Conflict of Interest             | The company must conduct appropriate review and oversight of all related party transactions for potential conflict of interest situations.  | <a href="#">5630</a> |
| Shareholder Approval             | <p>The company is required to obtain shareholder approval of certain issuances of securities, including:</p> <ul style="list-style-type: none"> <li>• Acquisitions where the issuance equals 20% or more of the pre-transaction outstanding shares, or 5% or more of the pre-transaction outstanding shares when a related party has a 5% or greater interest in the acquisition target</li> <li>• Issuances resulting in a change of control</li> <li>• Equity compensation</li> <li>• Private placements where the issuance equals 20% or more of the pre-transaction outstanding shares at a price less than the greater of book or market value.</li> </ul> | <a href="#">5635</a> |
| Voting Rights                    | Corporate actions or issuances cannot disparately reduce or restrict the voting rights of existing shareholders.  | <a href="#">5640</a> |

## Guide to Notifications

Listed companies can now complete the following forms electronically. To complete one of these forms, users must have a Listing Center Account. If you need to create a new account, please follow these [instructions](#).

| Company Action   | Notification Form   | Due Date   |
|--|---|--|
| Apply to Transfer between Nasdaq Market Tiers (i.e., Global/Global Select to Capital Market, Capital Market to Global/Global Select)   | <a href="#">Listing Center: Listing Application Market Transfer</a>                           | Upon company request   |
| Cash Dividends and Other Distributions<br>Forward Stock Splits, Stock Dividends and Rights Offerings<br>Interest Payments  | <a href="#">Listing Center: Dividend/Distribution/Interest Payment Form</a>                   | As soon as possible after declaration, and, in any event, no later than simultaneously with the public disclosure and no later than 10 calendar days prior to record date. |
| Change in Company Name<br>Change in Security Title or Par Value  | <a href="#">Listing Center: Company Event Notification</a>                                    | No later than 10 calendar days after the change  |
| Change in State of Incorporation or Place of Organization<br>Change Requiring Updated Corporate Governance Certification or Listing Agreement  | <a href="#">Listing Center: Company Event Notification</a>                                    | As soon as practicable after change  |
| Change in Trading Symbol   | <a href="#">Listing Center: Company Event Notification</a>                                    | No later than two business days prior to desired change  |
| Formation of a Holding Company that Replaces a Listed Company or Listing a New Class of Securities in Substitution for a Previously Listed Class of Securities<br>Reverse Stock Splits | <a href="#">Listing Center: Company Event Notification</a>                                    | No later than 15 calendar days prior to record date for change   |
| Hearing Request  | <a href="#">Listing Center: Hearing Request Form</a>  | No later than 7 calendar days following Staff Determination  |
| Increase or Decrease of 5% or More in the Number of Shares Outstanding   | <a href="#">Listing Center: Change in Shares Outstanding</a>                                  | No later than 10 calendar days after occurrence  |
| Listing of Additional Shares   | <a href="#">Listing Center: Listing of Additional Shares</a>                                  | No later than 15 calendar days prior to the share issuance   |
| Listing a New Class of Securities  | <a href="#">Listing Center: Listing Application Seeking to List a New Class of Securities</a> | No later than 30 calendar days prior to the anticipated first trade date   |
| Request Rule Interpretation  | <a href="#">Listing Center: Rule Interpretation Request</a>                                   | Upon company request   |
| Share Issuance from Treasury   | <a href="#">Listing Center: Change in Shares Outstanding</a>                                  | No later than 5 calendar days after filing quarterly or annual report  |

To communicate with Nasdaq Staff regarding any of the following company actions, please follow the instructions below.

| Company Action   | Notification Instructions  | Due Date   |
|--|--|--|
| Change in Transfer Agent or Registrar<br>Noncompliance with Corporate Governance Rules | Email notification to <a href="mailto:continuedlisting@nasdaq.com">continuedlisting@nasdaq.com</a>     | At time of occurrence  |
| Mergers  | Email notification to <a href="mailto:nasdaqreorgs@nasdaq.com">nasdaqreorgs@nasdaq.com</a>             | Prior to declaring the shareholder meeting date                              |
| Redemptions/Extensions of Derivative Securities  | Email notification to <a href="mailto:nasdaqreorgs@nasdaq.com">nasdaqreorgs@nasdaq.com</a>             | At least 10 business days prior to the change                                |
| Submit Fee Payments  | <a href="#">Check Payment Form</a> (No form is necessary if payment is made by <a href="#">wire</a> .) | Payment due dates vary based on fee type. Refer to form for payment details. |
| Tender Offers  | Email notification to <a href="mailto:nasdaqreorgs@nasdaq.com">nasdaqreorgs@nasdaq.com</a>             | As soon as practicable   |

## Dividend Notification

Pursuant to Listing Rule 5250(e)(6) and SEC Rule 10b-17, the issuer of any class of securities listed on The Nasdaq Stock Market must notify Nasdaq® no later than ten calendar days prior to the record date of a cash or non-cash dividend or other distribution. This Notification can be completed electronically through the [Listing Center](#). The issuer must also provide public disclosure of the dividend action using a Regulation FD compliant method. Notice to Nasdaq should be given as soon as possible after declaration, and, in any event, **no later than simultaneously with the public disclosure**. Please note that appropriate notification of the public disclosure of material changes in dividends and other distributions must also be provided to Nasdaq MarketWatch through the [Electronic Disclosure Submission System](#).

Nasdaq will use the information in this Notification to determine an ex-dividend date for the distribution, which is the date on which the security will start trading without the right to receive the dividend or distribution. **The information provided in this Notification is subject to immediate public disclosure and, upon receipt, Nasdaq will notify market participants about the dividend and the ex-dividend date.** Please keep this in mind if public notice of the dividend has not otherwise occurred.

Nasdaq will provide an email confirmation of the ex-dividend date ruling with respect to this Notification.



## Disclosure of Material News

Companies listed on The Nasdaq Stock Market are subject to regulations regarding the disclosure of material news. “Material news” is information that would reasonably be expected to affect the value of a company’s securities or influence investors’ decisions.

Nasdaq-listed companies are generally required to:

- Disclose material news promptly to the public through any Regulation FD-compliant method or combination of methods, including:
  - Broadly disseminated press release
  - Furnishing to or filing a Form 8-K or Form 6-K with the SEC (may also include Forms 10-Q and 10-K)
  - Conference calls\*
  - Press conferences\*
  - Webcasts\*
  - Company web sites (For more information, please see [“SEC Guidance on the Use of Company Web Sites – August 2008”](#))
  - Social media channels (For more information, please see [“SEC Says Social Media OK for Company Announcements if Investors Are Alerted”](#)).
- \* As long as the public is provided adequate notice (generally by press release) and granted access.
- Provide Nasdaq MarketWatch at least ten minutes prior notice of certain material news events when the public release of the information is made between 7:00 a.m. to 8:00 p.m. ET. If the public release of the material information is made outside of 7:00 a.m. to 8:00 p.m. ET, notify MarketWatch prior to 6:50 a.m. ET. Notification must be made via the [Electronic Disclosure Submission System](#).

MarketWatch reviews material news notifications and, when appropriate, may implement a temporary trading halt to permit the public dissemination of the material news.

For more information, please see our [frequently asked questions](#).

## 2018 All-Inclusive Annual Fee Schedule\*

Companies listed on The Nasdaq Stock Market are assessed annual fees based on the fee schedule below. Annual fees are based on the company's Total Shares Outstanding (TSO) for all classes of stock listed as of December 31<sup>st</sup> of the prior year. Nasdaq uses the latest TSO available to determine annual fees. For non-U.S. companies, TSO includes only those shares issued and outstanding in the United States. More information about fees is available in the [Listing Rule 5900 Series](#).

Effective January 1, all companies will be subject to the All-Inclusive Annual Listing Fee schedule. For more information on the All-Inclusive Annual Fee program, please review our [frequently asked questions](#).

### NASDAQ GLOBAL SELECT AND GLOBAL MARKETS

Companies are charged under the following fee schedules for all equity securities, including primary and secondary classes of common stock, preferred stock, units, rights and warrants.

| Total Shares Outstanding | Annual Fee<br>Domestic and Foreign Issues<br>(excluding American Depositary Shares) | Annual Fee<br>American Depositary Shares |
|--------------------------|---|--|
| Up to 10 million         | \$45,000  | \$45,000                                 |
| 10+ to 50 million        | \$55,000  | \$50,000                                 |
| 50+ to 75 million        | \$75,000  | \$60,000                                 |
| 75+ to 100 million       | \$100,000   | \$80,000                                 |
| 100+ to 125 million      | \$125,000   | \$80,000                                 |
| 125+ to 150 million      | \$135,000   | \$80,000                                 |
| Over 150 million         | \$155,000   | \$80,000                                 |

### NASDAQ CAPITAL MARKET

| Total Shares Outstanding | Annual Fee<br>Domestic and Foreign Issues<br>(excluding American Depositary Shares) | Annual Fee<br>American Depositary Shares |
|--------------------------|---|--|
| Up to 10 million         | \$42,000  | \$42,000                                 |
| 10+ to 50 million        | \$55,000  | \$50,000                                 |
| Over 50 million          | \$75,000  | \$50,000                                 |

\* The only regulatory fees not included in the All-Inclusive Fee are those for hearings and appeals.

## 2018 All-Inclusive Annual Fee Schedule\*

### For Limited Partnerships

All Limited Partnership issues are subject to the following fee schedule.

#### NASDAQ GLOBAL SELECT AND GLOBAL MARKETS

| Total Shares Outstanding   | Annual Fee Limited Partnership Issues |
|----------------------------|---------------------------------------|
| Up to 75 million shares    | \$37,500                              |
| 75+ to 100 million shares  | \$50,000                              |
| 100+ to 125 million shares | \$62,500                              |
| 125+ to 150 million shares | \$67,500                              |
| Over 150 million shares    | \$77,500                              |

#### NASDAQ CAPITAL MARKET

| Total Shares Outstanding | Annual Fee Limited Partnership Issues |
|--------------------------|---------------------------------------|
| Up to 75 million shares  | \$30,000                              |
| Over 75 million shares   | \$37,500                              |

### For Closed End Funds

All Closed End Funds are subject to the following fee schedule. Please note for billing purposes, all Business Development Companies are treated as Closed End Funds.

#### NASDAQ GLOBAL SELECT, GLOBAL AND CAPITAL MARKETS

| Total Shares Outstanding   | Annual Fee Closed End Funds |
|----------------------------|-----------------------------|
| Up to 50 million shares    | \$30,000                    |
| 50+ to 100 million shares  | \$50,000                    |
| 100+ to 250 million shares | \$75,000                    |
| Over 250 million shares    | \$100,000                   |

\* The only regulatory fees not included in the All-Inclusive Fee are those for hearings and appeals.

## Listing Requirements and Fees For Other Types of Securities

More information, about annual fees for other types of securities not specified above, is provided in Nasdaq Listing Rules as outlined below.

### Nasdaq Global Market

| Description of Securities  | Listing Rules  | Annual Fee Rules                     |
|--|--|--------------------------------------|
| Preferred Stock and Secondary Classes of Common Stock  | <a href="#">5450</a> and <a href="#">5460</a>                        | <a href="#">5910(c) or IM-5910-1</a> |
| Units, Rights and Warrants   | <a href="#">5225</a> , <a href="#">5410</a> and <a href="#">5455</a> |                                      |
| Debt Securities (Other than Convertible Debt)  | <a href="#">5702</a>   | <a href="#">5935(b)</a>              |
| Exchange Traded Funds: Portfolio Depository Receipts   | <a href="#">5705(a)</a>  | <a href="#">5940(b)</a>              |
| Exchange Traded Funds: Index Fund Shares   | <a href="#">5705(b)</a>  |                                      |
| Linked Securities  | <a href="#">5710</a>   | <a href="#">5930(b)</a>              |
| Certain Other Derivative Securities  | <a href="#">5711</a>   | <a href="#">5940(b)</a>              |
| Alpha Index Linked Securities  | <a href="#">5712</a>   | <a href="#">5930(b)</a>              |
| Selected Equity-Linked Debt Securities   | <a href="#">5715</a>   |                                      |
| Trust Issued Receipts  | <a href="#">5720</a>   | <a href="#">5940(b)</a>              |
| Index Warrants   | <a href="#">5725</a>   |                                      |
| Other Securities, which include Callable Common Stock, Contingent Litigation Rights/Warrants, and Trust Preferred Securities | <a href="#">5730</a>   | <a href="#">5930(b)</a>              |
| Managed Funds  | <a href="#">5735</a>   | <a href="#">5940(b)</a>              |

### Nasdaq Capital Market

| Description of Securities                             | Listing Rules                                 | Annual Fee Rules                     |
|---|---|--------------------------------------|
| Preferred Stock and Secondary Classes of Common Stock | <a href="#">5510</a> and <a href="#">5555</a> | <a href="#">5920(c) or IM-5920-1</a> |
| Convertible Debentures, Rights and Warrants           | <a href="#">5515</a> and <a href="#">5560</a> |                                      |
| Units   | <a href="#">5225</a>                          |                                      |

## Contact Information

We're here to help. If you need assistance, feel free to contact us.

| Contact                        | For Questions Regarding   | By Phone or Email  |
|--------------------------------|---|--|
| New Listings & Capital Markets | New Company Listings, including Companies Switching from Other Exchanges  | Phone: +1 301 978 8008<br>Email: <a href="mailto:listingapplications@nasdaq.com">listingapplications@nasdaq.com</a>  |
| Corporate Communications       | General Press and Photo Inquiries   | Email: <a href="mailto:CorporateCommunications@nasdaq.com">CorporateCommunications@nasdaq.com</a>  |
| Corporate Data Operations      | Stock Splits/Dividends, Company Reorganizations, Name and Symbol Changes  | Phone: +1 203 926 3501 or +1 877 308 0523<br>Email: <a href="mailto:nasdaqreorgs@nasdaq.com">nasdaqreorgs@nasdaq.com</a>   |
| Corporate Services             | Nasdaq Online, IR Intelligence and Governance Solutions   | Phone: +1 844 375 2626<br>Email: <a href="mailto:corporatesolutions@nasdaq.com">corporatesolutions@nasdaq.com</a>  |
| Listing Center Support Desk    | Problems Logging In and Other Technical Questions   | Phone: +1 301 978 8001   |
| Listing Qualifications         | Application Process, Initial Listing<br><br>Continued Listing, Deficiency Process<br><br>Rule Interpretation Requests, Corporate Governance<br><br>Listing of Additional Shares | Phone: +1 301 978 8008<br>Email: <a href="mailto:listingapplications@nasdaq.com">listingapplications@nasdaq.com</a><br><br>Email: <a href="mailto:continuedlisting@nasdaq.com">continuedlisting@nasdaq.com</a><br><br>Email: <a href="mailto:staffinterpretations@nasdaq.com">staffinterpretations@nasdaq.com</a><br><br>Email: <a href="mailto:las@nasdaq.com">las@nasdaq.com</a> |
| Market Intelligence Desk (MID) | The overall marketplace, real-time quotes, trading analysis, and MID reports  | Phone: +1 646 344 7800<br>Email: <a href="mailto:Market.IntelligenceDesk@nasdaq.com">Market.IntelligenceDesk@nasdaq.com</a>  |
| MarketWatch                    | Disclosure of Material News, Company Press Releases, Regulation FD Compliance, Trading Halts  | Phone: +1 301 978 8500 or +1 800 537 3929<br>Email: <a href="mailto:nasdaqmarketwatch@nasdaq.com">nasdaqmarketwatch@nasdaq.com</a>   |
| OGC, Hearings Department       | Hearing Requests and Process  | Phone: +1 301 978 8203<br>Email: <a href="mailto:hearings@nasdaq.com">hearings@nasdaq.com</a>  |
| Symbol Reservations            | Reserving or changing a symbol for trading on The Nasdaq Stock Market   | Phone: +1 212 231 5530<br>Email: <a href="mailto:symbol.reservation@nasdaq.com">symbol.reservation@nasdaq.com</a>  |

