

Summary Chart of Exempt Offering Alternatives

Below we provide a summary comparison of various securities exemptions.

Type of Offering	Dollar Limit	Manner of Offering	Issuer and Investor Requirements	Filing Requirement	Restriction on Resale	Blue Sky Exemption
Section 3(a)(11)	None.	No limitation other than to maintain intrastate character of offering.	Issuer and investors must be resident in state. No limitation on number of investors.	None.	Securities must rest within the state.	Need to comply with state blue sky laws by registration or state exemption.
Rule 147	None.	No limitation other than to maintain intrastate character of offering.	Issuer must be resident in state, using “principal place of business” and jurisdiction of organization to determine residency, and meet at least one “doing business” requirement. Investors must be resident in state, using “principal place of business” to determine residency. No limitation on number of investors.	None.	Limits on resales to persons residing within the state or territory of the offering for 6 months.	Need to comply with state blue sky laws by registration or state exemption.
Rule 147A	None.	General solicitation permitted, provided that sales are made only to residents of the state or territory in which the issuer is resident. Offers may be made to out-of-state residents.	Issuer must be resident in state, using “principal place of business” to determine residency, and meet at least one “doing business” requirement. Investors must be resident in state, using “principal place of business” to determine residency. No limitation on number of investors.	None.	Limits on resales to persons residing within the state or territory of the offering for 6 months.	Need to comply with state blue sky laws by registration or state exemption.
Section 4(a)(2)	None.	No general solicitation or general advertising.	Investors must meet sophistication and access to information test so as not to need protection of registration.	None.	Restricted securities.	Need to comply with state blue sky laws by registration or state exemption.
Rule 504 Regulation D	\$5 million within prior 12 months.	No general solicitation or general advertising unless registered in a state requiring use of a substantive disclosure document or sold under state exemption for sales to accredited investors with general solicitation.	Available to non-reporting companies only that are not investment companies or blank check companies. Certain “bad actors” are disqualified from participating in Rule 504 offerings.	File Form D with SEC not later than 15 days after first sale. Filing not a condition of the exemption.	Restricted unless registered in a state requiring use of a substantive disclosure document or sold under state exemption for sale to accredited investors with general solicitation.	Need to comply with state blue sky laws by registration or state exemption.

Type of Offering	Dollar Limit	Manner of Offering	Issuer and Investor Requirements	Filing Requirement	Restriction on Resale	Blue Sky Exemption
Rule 506(b)	None.	No general solicitation or general advertising under Rule 506(b).	Unlimited number of accredited investors and 35 non-accredited investors that are sophisticated.	File Form D with SEC not later than 15 days after first sale.	Restricted securities.	No need to comply with state blue sky laws.
Rule 506(c)	None.	General solicitation permitted, provided that all purchasers are accredited investors.	Under Rule 506(c), all purchasers must be accredited investors. Issuer must take reasonable steps to verify accredited investor status. Certain “bad actors” are disqualified from participating in Rule 506(c) offerings.	File Form D with the SEC not later than 15 days after first sale.	Restricted securities.	No need to comply with state blue sky laws.
Tier 1 Regulation A	\$20 million within prior 12 months, but no more than \$6 million by selling security holders.	“Testing the waters” permitted before and after filing Form 1-A. Sales permitted after Form 1-A qualified.	Issuer must be eligible issuer. No investor requirement.	File test-the-waters documents, Form 1- A, any sales material and report of sales and use of proceeds with the SEC.	Not restricted securities.	Subject to state blue sky laws regarding pre-offering review, filing, and anti-fraud.
Tier 2 Regulation A	\$50 million within the prior 12 months, but no more than \$15 million by selling security holders.	“Testing the waters” permitted before and after filing Form 1-A. Sales permitted after Form 1-A qualified.	Issuer must be eligible issuer. No investor requirement; however, investors who are natural persons and are not accredited investors are subject to an investment limit.	File test-the-waters documents, Form 1- A, any sales material and report of sales and use of proceeds with the SEC. Issuer subject to ongoing reporting requirements.	Not restricted securities.	Not subject to state blue sky laws regarding pre-offering review; however, subject to state blue sky filing and anti-fraud requirements.
Regulation Crowdfunding	Up to \$1 million in a 12-month period.	Offering must be made solely through a platform.	Issuers that are not reporting companies, not funds, and not subject to disqualification.	Requires the preparation of a Form C, which resembles a Form 1-A.	Securities sold in an offering are subject to certain transfer restrictions for one year.	No need to comply with state blue sky laws.