



SEC Rule 15a-6 - Foreign Dealer Registration Exemption Notice

Section 15 of the United States Securities Exchange Act 1934, as amended (the “Exchange Act”), generally requires foreign (i.e., non-U.S.) brokers, dealers and equivalent financial intermediaries (herein referred to collectively as “FFIs”) that conduct securities business with persons located in the U.S. (“U.S. Persons”) to secure registration with the United States Securities and Exchange Commission (“SEC”). SEC Rule 15a-6 provides a number of registration exemptions for qualified FFIs engaged in business with U.S. Persons within and outside the United States.

SEC Rule 15a-6 permits qualified FFIs to conduct certain limited activities in the United States and with U.S. Persons subject to compliance with the Rule’s terms and conditions. Permitted registration-exempt FFI activities further to SEC Rule 15a-6 include:

- (i) effecting “unsolicited” transactions with any U.S Person;
- (ii) soliciting and effecting securities transactions with SEC-registered broker-dealers, U.S. banks acting in compliance with certain exceptions from the definitions of a “broker” and “dealer”, certain supranational organizations, foreign persons temporarily present in the United States, U.S. citizens resident abroad and foreign branches and agencies of U.S. Persons;
- (iii) subject to a number of conditions, providing research to and effecting resulting securities transactions with certain stipulated categories of qualified institutional investors; and
- (iv) engaging in a broad scope of activities, including soliciting and entering into transactions with specified categories of institutional investors, with the assistance or intermediation of an SEC-registered broker-dealer (i.e., “chaperoning arrangements”).

Certain non-U.S. foreign regulated subsidiaries of EquiLend Holdings LLC, along with their respective authorized non-U.S. based employees, consultants and agents, may contact and communicate with qualified institutional investors based in the U.S. in reliance on one or more of the exemptions enumerated in SEC Rule 15a-6, by telephone, email, website engagement or in-person meeting conducted in or outside the U.S. Any and all such contacts, communications and resulting client engagements shall be undertaken consistent with and in reliance on the terms and conditions of one or more applicable registration exemptions under in SEC Rule 15a-6.