

## Overview of Capital-Raising Exemptions\*

Type of Offering	Offering Limit within 12-month Period	General Solicitation	Issuer Requirements	Investor Requirements	SEC Filing or Disclosure Requirements	Restrictions on Resale	Preemption of State Registration and Qualification
<b>Section 4(a)(2)</b>	None	No	None	Transactions by an issuer not involving any public offering. See <i>SEC v. Ralston Purina Co.</i>	None	Yes. Restricted securities	No
<b>Rule 506(b) of Regulation D</b>	None	No	“Bad actor” disqualifications apply	Unlimited accredited investors Up to 35 sophisticated but non-accredited investors in a 90 day period	Form D notice of sale filed with SEC Delivery of a disclosure document to non-accredited investors with financial statements consistent with Regulation A. Not filed with SEC.	Yes. Restricted securities	Yes
<b>Rule 506(c) of Regulation D</b>	None	Yes	“Bad actor” disqualifications apply	Unlimited accredited investors Issuer must take reasonable steps to verify that all purchasers are accredited investors	Form D notice of sale filed with SEC	Yes. Restricted securities	Yes
<b>Rule 504 of Regulation D</b>	\$10 million	Permitted in limited circumstances	Excludes blank check companies, Exchange Act reporting companies, and investment companies “Bad actor” disqualifications apply	None	Form D notice of sale filed with SEC	Yes. Restricted securities except in limited circumstances	No
<b>Regulation A: Tier 1</b>	\$20 million	Permitted; before qualification, testing-the-waters permitted before and after the offering statement is filed	U.S. or Canadian issuers Excludes blank check companies, registered investment companies, business development companies, issuers of certain securities, certain issuers subject to a Section 12(j) order, and Regulation A and reporting issuers that have not filed certain required reports “Bad actor” disqualifications apply No asset-backed securities	None	Form 1 A, including two years of financial statements Exit report	No	No
<b>Regulation A: Tier 2</b>	\$75 million			Non-accredited investors are subject to investment limits based on the greater of annual income and net worth, unless securities will be listed on a national securities exchange	Form 1 A, including two years of audited financial statements Annual, semi-annual, current, and exit reports	No	Yes
<b>Regulation Crowdfunding; Section 4(a)(6)</b>	\$5 million	Testing the waters permitted before Form C is filed Permitted with limits on advertising after Form C is filed Offering must be conducted on an internet platform through a registered intermediary	Excludes non-U.S. issuers, blank check companies, Exchange Act reporting companies, and investment companies “Bad actor” disqualifications apply	No investment limits for accredited investors Non-accredited investors are subject to investment limits based on the greater of annual income and net worth	Form C, including two years of financial statements that are certified, reviewed or audited, as required Progress and annual reports	12-month resale limitations	Yes
<b>Intrastate: Section 3(a)(11)</b>	No federal limit (generally, individual state limits between \$1 and \$5 million)	Offerees must be in-state residents	In-state residents “doing business” and incorporated in-state; excludes registered investment companies	Offerees and purchasers must be in-state residents	None	Securities must come to rest with in-state residents	No
<b>Intrastate: Rule 147</b>	No federal limit (generally, individual state limits between \$1 and \$5 million)	Offerees must be in-state residents	In-state residents “doing business” and incorporated in-state; excludes registered investment companies	Offerees and purchasers must be in-state residents	None	Yes. Resales must be within state for six months	No
<b>Intrastate: Rule 147A</b>	No federal limit (generally, individual state limits between \$1 and \$5 million)	Yes	In-state residents and “doing business” in-state; excludes registered investment companies	Purchasers must be in-state residents	None	Yes. Resales must be within state for six months	No

\* All offers and sales of securities in the U.S. must be registered with the SEC or conducted pursuant to a federal exemption from registration. This chart provides a high-level summary of certain exemptions and related requirements contained in the Commission’s rules and regulations. This resource represents the views of the staff of the [Division of Corporation Finance Office of Small Business Policy](#). It is not a rule, regulation, or statement of the Securities and Exchange Commission (“Commission”). The Commission has neither approved nor disapproved its content. This resource, like all staff statements, has no legal force or effect: it does not alter or amend applicable law, and it creates no new or additional obligations for any person. Additional information can be found at [www.sec.gov/resources-small-businesses/exempt-offerings](http://www.sec.gov/resources-small-businesses/exempt-offerings).