



STATE OF WASHINGTON
DEPARTMENT OF FINANCIAL INSTITUTIONS
SECURITIES DIVISION

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**Notice of Preproposal Statement of Inquiry
Regarding Ministerial Updates to Exempt Transaction Rules**

February 1, 2018

To Interested Persons:

We are writing to inform you that the Securities Division is considering proposing amendments to the exempt transactions rules in WAC 460-44A-300, 460-44A-503, and 460-44A-504 to make ministerial updates.

The amendments considered by the Division would update WAC 460-44A-300, -503, and -504 in light of changes in federal law. WAC 460-44A-300 follows NASAA's Model Accredited Investor Exemption and exempts from securities registration offerings made pursuant to Section 3(b) of the Securities Act of 1933. It has not been updated since Section 3(b) was amended by the JOBS Act of 2012 and the SEC amended its rules thereunder in Regulation A. In addition, WAC 460-44A-504 exempts small offerings that are made pursuant to SEC Rules 147 or 504 and has not been updated since the SEC created a new intrastate offering exemption in Rule 147A. Finally, while the SEC repealed Rule 505 of Regulation D in 2017 and the Division previously repealed its own corresponding exemption in WAC 460-44A-505, the filing requirements set forth in WAC 460-44A-503 and the disqualification provision in WAC 460-44A-504 continue to reference WAC 460-44A-505.

A copy of the Preproposal Statement of Inquiry (Form CR-101) is available at <http://www.dfi.wa.gov/rulemaking/ministerial-updates-exempt-transaction-rules>. Once rule amendments have been drafted, the Securities Division will publish a Notice of Proposed Rule-Making on Form CR-102 accompanied by the text of the proposed rules. If you have comments at this time, however, you may submit them as specified in the CR-101.

If you have any questions regarding the rulemaking, please contact me by phone at (360) 902-8785 or by email at Anne.Dorshimer@dfi.wa.gov.

Sincerely,

Anne Dorshimer, Esq.
Securities Division