

80B.03 REGISTRATION OF TAKEOVER OFFERS.

Subdivision 1. **Effective offer required; filing and delivery of offer.** It is unlawful for any person to make a takeover offer or to acquire any equity securities pursuant to the offer, unless the offer is effective under sections 80B.01 to 80B.13. A takeover offer is effective when the offeror files with the commissioner a registration statement containing the information prescribed in subdivisions 2 and 6. The offeror shall deliver a copy of the registration statement by personal service to the target company at its principal office not later than the filing of the registration statement. The offeror shall send or deliver to all offerees as soon as practicable after the filing, the material terms of the proposed offer and the information specified in subdivision 6.

Subd. 2. **Statement to be filed; contents.** The registration statement shall be filed on forms prescribed by the commissioner, and shall be accompanied by a consent by the offeror to service of process and the filing fee specified in section 80B.08, and shall contain the following information:

(a) all of the information specified in subdivision 6;

(b) two copies of all solicitation materials intended to be used in the takeover offer in the form proposed to be published or sent or delivered to offerees;

(c) if the offeror is other than a natural person, information concerning its organization and operations, including the year, form and jurisdiction of its organization, a description of each class of equity security and long-term debt, a description of the business conducted by the offeror and its subsidiaries and any material changes therein during the past three years, a description of the location and character of the principal properties of the offeror and its subsidiaries, a description of any material pending legal or administrative proceedings in which the offeror or any of its subsidiaries is a party, the names of all persons directly or indirectly controlling the offeror, directors and executive officers of the offeror and their material business activities, their business affiliations during the past three years and any material legal or administrative proceedings in which the controlling persons, directors, or executive officers are or were a party during the past three years, and financial statements of the offeror in such form and for such period of time as the commissioner may by rule prescribe;

(d) if the offeror is a natural person, information concerning that person's identity and background, including business activities and affiliations during the past three years, and a description of any material pending legal or administrative proceedings in which the offeror is a party.

Subd. 3. [Repealed, 1984 c 488 s 19]

Subd. 3a. **Registration is not approval.** Registration is not deemed approval by the commissioner and any representation to the contrary is unlawful.

Subd. 4. [Repealed, 1984 c 488 s 19]

Subd. 4a. **Summary suspension.** Within three business days of the date of filing of the registration statement, the commissioner may by order summarily suspend the effectiveness of the takeover offer if the commissioner determines that the registration statement does not contain all of the information specified in subdivisions 2 and 6 or that the takeover offer materials provided to offerees do not provide full disclosure to offerees of all material information concerning the takeover offer. The suspension shall remain in effect only until the determination following a hearing held pursuant to subdivision 5.

Subd. 5. **Suspension hearing.** A hearing shall be scheduled by the commissioner with respect to each suspension under this section and shall be held within ten calendar days of the date of the suspension. Chapter

14 does not apply to the hearing. The commissioner may allow any interested party to appear at and participate in the hearing in a manner considered appropriate by the commissioner. The commissioner's determination made following the hearing shall be made within three calendar days after such hearing has been completed but not more than 16 calendar days after the date of the suspension. The commissioner may prescribe time limits that are shorter than those specified in this subdivision by rule or order. If, based upon the hearing, the commissioner finds that the registration statement does not contain all of the information provided in subdivisions 2 and 6 or that the takeover offer materials provided to offerees do not provide full disclosure to offerees of all material information concerning the offer, or that the takeover offer is in material violation of any provision of sections 80B.01 to 80B.13, the commissioner shall permanently suspend the effectiveness of the takeover offer, subject to the right of the offeror to correct disclosure and other deficiencies identified by the commissioner and to reinstitute the takeover offer by filing a new or amended registration statement pursuant to this section.

Subd. 6. **Additional statement contents.** The form required to be filed by subdivision 2, clause (a), shall contain the following information:

(a) the identity and background of all persons on whose behalf the acquisition of any equity security of the target company has been or is to be effected including the identity and background of each member of a partnership, limited partnership, syndicate, or other group constituting the person and the identity and background of each affiliate and associate of the person, including the identity and background of each affiliate and associate of each member of the partnership, syndicate, or other group; provided, however, that with respect to a limited partnership, the information need only be given with respect to a partner who is denominated or functions as a general partner and each affiliate and associate of the general partner;

(b) the source and amount of funds or other consideration used or to be used in acquiring any equity security, including the material terms of the financial arrangements for the take-over;

(c) any plans or proposals of any person identified under paragraph (a), including plans or proposals under consideration, to (1) liquidate or dissolve the target company, (2) sell all or a substantial part of its assets, or merge it or exchange its shares with another person, (3) change the location of its principal place of business or its principal executive office or of a material portion of its business activities, (4) change materially its management or policies of employment, (5) change materially its charitable or community contributions or related policies, programs, or practices, (6) change materially its relationship with suppliers or customers or the communities in which it operates, or (7) make any other material change in its business, corporate structure, management or personnel, and other objective facts as would be substantially likely to affect the decision of a shareholder with respect to the take-over offer;

(d) the number and class or series of shares of the target company beneficially owned, directly or indirectly, by each of the persons identified under paragraph (a).

History: 1973 c 331 s 3; 1974 c 406 s 97; 1984 c 488 s 3-8; 1Sp1985 c 5 s 4-8; 1986 c 444; 1988 c 692 s 1,2; 2001 c 208 s 8