

Comparison to prior version, dated July 31, 2018

Question 126.07

Question: Rule 14a-6(g)(1) requires a Notice of Exempt Solicitation to contain the information specified in Rule 14a-103, including the name and address of the person relying on the exemption in Rule 14a-2(b)(1), and that the written soliciting material be attached to the notice. When submitting a Notice of Exempt Solicitation to the Commission electronically on EDGAR, can the written soliciting material appear in the notice before the Rule 14a-103 information is presented?

Answer: No. Rule 14a-103 is designed to be a “cover” to which previously disseminated written soliciting material is “attached.” See Rule 14a-103 (“Attach written material required to be submitted pursuant to Rule 14a-6(g)(1).”); Release No. 34-31326 (Oct. 16, 1992) (noting that the written soliciting material must be submitted “under cover” of the Notice of Exempt Solicitation). Therefore, when submitting a notice on EDGAR, whether voluntarily or to satisfy the requirements of Rule 14a-6(g)(1), all of the information required by Rule 14a-103 must be presented in the submission before any written soliciting materials (including any logo or other graphics used by the soliciting party person) are presented. ~~To the extent that the notice itself is being used as a means of solicitation, the failure to present the Rule 14a-103 information in this manner may, depending upon the particular facts and circumstances, be misleading within the meaning of Exchange Act Rule 14a-9.~~ [July 31, 2018][January 27, 2025] [[Comparison to prior version](#)]