

225.03 A registrant ~~filing~~files a Form S-4 registration statement in connection with ~~an acquisition sought to include shares~~a business combination transaction and also seeks to register for resale on the Form S-4 certain securities which had previously been ~~issued~~offered and sold pursuant to an exemption from Section ~~4(2)~~5 to ~~certain~~ officers ~~and~~, directors, ~~and affiliates~~ of the target company ~~to be acquired. The purpose was to facilitate resales by such persons. Those shares were not permitted to~~in connection with the same business combination transaction (e.g., in connection with written consents or lock-up agreements described in Securities Act Sections Questions 139.29, 139.30, and 239.13). Those securities may be registered for resale on the Form S-4 because they were ~~not~~ issued in connection with the ~~Rule 145~~same business combination transaction. Once the business combination transaction is completed, the registrant may file a post-effective amendment to the Form S-4 on a form for which it is eligible, for the purpose of maintaining an updated resale prospectus. [~~Feb. 27~~February 11, 20092026]