

***Question 123.01***

***Question:*** ~~A registrant intends to file a non-automatic shelf registration statement on Form S-3 on April 10, hoping to become effective by April 25. The registrant intends to incorporate its most recent Form 10-K which will be filed on March 31. Certain information required in the Form S-3 concerning officers and directors is not intended to be furnished in the 10-K, but will be incorporated by reference from the registrant's definitive proxy statement which will be filed on April 30. What must the registrant do in order to become effective by April 25?~~

***Answer:*** ~~In order to have a complete Section 10(a) prospectus, the registrant must either file the definitive proxy statement before the Form S-3 is declared effective or include the officer and director information in the Form 10-K. [Feb. 27, 2009]~~

~~[\[Withdrawn March 20, 2025\]](#)~~