



# What is a Form D?

[Form D](#) is a notice of an exempt offering of securities that is required to be filed with the SEC by [Regulation D](#). Form D is filed on the SEC's electronic filing system called "EDGAR." Before filing a Form D, the company conducting the Regulation D offering must have an EDGAR account. The SEC does not charge any fees to open or maintain an EDGAR account or to file a Form D notice or amendment. After filing, the company's Form D will be publicly available on EDGAR.

## When do I file a Form D?

Companies must file Form D within 15 days after the first sale of securities. An amendment to Form D is required annually if the offering is ongoing for more than 12 months or if certain information changes.

## How do I file a Form D?

### STEP 1 OBTAIN AN EDGAR ACCOUNT/CIK NUMBER FOR THE COMPANY

A company must have an account on the SEC's EDGAR system to file Form D. Each EDGAR account is assigned a unique SEC identification number called a "Central Index Key" or "CIK" number, which is required for a company to file a Form D.

#### Does the company have an EDGAR account/CIK number?

**YES** Go to Step 2

**NO** See below

If you are authorized to do so on behalf of the company, complete and submit the [Form ID application](#) for EDGAR access online through the [EDGAR Filer Management website](#).

Follow the [Form ID instructions](#) and the requirements of the [EDGAR Filer Manual, Volume I](#). You must have Login.gov individual account credentials to access EDGAR. If you do not, go to Step 2.

For detailed information about how to complete and submit Form ID, including current processing times for Form ID, see the [How Do I Prepare and Submit my Form ID Application](#) guide.

Allow sufficient time for the SEC staff to process the Form ID application. Consider submitting the Form ID as soon as you determine that the company intends to raise money under Regulation D. Please note, if the application is granted, some information from Form ID will become publicly available such as the filer's business and mailing addresses.

If the Form ID application is granted, EDGAR will email the account administrators listed on the Form ID the new CIK number. Those account administrators will be authorized to manage and make filings for the account on the EDGAR Filer Management website.

#### UNSURE?

To determine if a company has an EDGAR account/CIK number, enter the company name in the [EDGAR Company Database](#).

### STEP 2 USE LOGIN.GOV TO LOG INTO EDGAR

#### Do you have Login.gov individual account credentials for use on EDGAR?

**YES** Go to Step 3

**NO** See below

To obtain Login.gov individual account credentials for EDGAR, on the [EDGAR Filer Management website](#), select "Sign in with Login.gov" and follow the steps to create an account. For more information, consult [How Do I Obtain Login.gov Individual Account Credentials](#) or view the [Obtaining individual account credentials](#) video on the SEC YouTube channel.

Note that you should provide an email address to Login.gov that you intend to use for EDGAR and other business purposes. Use the same email address to obtain Login.gov individual account credentials that you provided on Form ID. This email address will be used to identify you on EDGAR and send you EDGAR notifications. It will also be visible to others on the EDGAR Filer Management dashboard, such as the company's account administrators, so you should not use a personal email address that you wish to remain nonpublic.

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# What is a Form D? *(continued)*

## STEP 3 COMPANY AUTHORIZATION

Are you authorized by the company to make submissions on its behalf?

**YES** Go to Step 4

**NO** See below

Ask the company's account administrator(s) to invite you as a user or account administrator, or to delegate authority to file on the company's behalf to an EDGAR account for which you are a user or account administrator. For more information, see [How Do I Invite, Remove, and Change the Roles of Individuals](#) and [How Do I Understand and Manage Delegation](#).

## STEP 4 ENSURE COMPANY HAS ACCESS TO ITS EDGAR ACCOUNT

Does the company have an EDGAR account administrator who can access the company's EDGAR account?

**YES** Go to Step 5

**NO** See below

If a company does not have an EDGAR account administrator or its EDGAR account administrator(s) cannot access the company's EDGAR account, the company may need to submit Form ID to regain access to its account. See Step 1.

For information about how to regain access to an EDGAR account, see [How Do I Prepare and Submit My Form ID Application for EDGAR Access](#) and [How Do I Understand and Utilize EDGAR CIK and CIK Confirmation Code \(CCC\)](#).

## STEP 5 FILE FORM D

Log into the [EDGAR Online Forms](#) website and choose "Form D" under "Make a Filing."

After you complete and submit the Form D, an email message will notify you of the status of the submission.

## QUESTIONS ABOUT FORM D?

### Questions about the Form D information requirements?

- Check out these resources:
  - [Form D Filing Compliance Guide](#)
  - [Filing a Form D Notice](#)
  - [SEC Staff's Compliance and Disclosure Interpretations, Securities Act Forms, Section 130, Form D.](#)
  - [SEC Staff's Compliance and Disclosure Interpretations, Securities Act Rules, Section 254, Regulation D Interpretations of General Applicability.](#)
  - [SEC Staff's Compliance and Disclosure Interpretations, Securities Act Rules, Section 257, Filing Notice of Sales.](#)
- Contact the [SEC's Office of Small Business Policy](#) at 202-551-3460.

### Questions about the filing process?

- Check out these resources:
  - [SEC.gov | Filer Support & Resources](#)
  - [EDGAR Next Small Entity Compliance Guide](#)
- Contact Filer Support at (202) 551-8900 and choose option #4.

Have suggestions on additional educational resources? Email [smallbusiness@sec.gov](mailto:smallbusiness@sec.gov).

ENGAGE WITH US:



[www.sec.gov/oasb](http://www.sec.gov/oasb)



[smallbusiness@sec.gov](mailto:smallbusiness@sec.gov)



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