- (o) Where an issuer is offering securities pursuant to Rule 430Å under the Act (§ 230.430A) or where an issuer eligible to use Form S-3 (§ 239.13 of this chapter) is registering securities pursuant to General Instruction I.B.1 or I.B.2 to Form S-3 to be offered on a delayed or continuous basis pursuant to Rule 415(a)(1)(x) under the Act (§ 230.415(a)(1)(x)), or pursuant to General Instruction H. to Form S-4 (§ 239.25 of this chapter) in connection with a business combination transaction pursuant to Rule 415(a)(1)(viii) under the Act (§ 230.415(a)(1)(viii)), the registration fee may be calculated on the basis of the maximum offering price of all the securities listed in the "Calculation of Registration Fee" table.
- 16. By revising the first sentence of paragraph (a) and adding two new sentences immediately after the first sentence of paragraph (a) to § 230.461 to read as follows:

§ 230.461 Acceleration of effective date.

- (a) Requests for acceleration of the effective date of a registration statement shall be made by the registrant and the managing underwriters of the proposed issue, or, if there are no managing underwriters, by the principal underwriters of the proposed issue, and shall state the date upon which it is desired that the registration statement shall become effective. Such requests may be made in writing or orally, provided that, if oral requests are to be made, a letter indicating that fact and stating that the registrant and the managing or principal underwriters are aware of their obligations under the Act must accompany the filing of the registration statement with the Commission. Written requests may be sent to the Commission by facsimile transmission. * * *
- 17. By revising the section heading, designating the existing text as paragraph (a), and adding paragraph (b) to § 230.462 to read as follows:

§ 230.462 Effective date of certain registration statements.

- (a) * * *
- (b) A registration statement and any post-effective amendment thereto shall become effective upon filing with the Commission if:
- (1) The registration statement is for the sole purpose of registering additional securities of the same class(es) as were included in an earlier registration statement for the same offering filed pursuant to Rule 430A under the Act (§ 230.430A) and declared effective by the Commission;

- (2) The new registration statement is filed within two business days of the pricing of the earlier registration statement; and
- (3) The new registration statement registers no more than 20% of the amount of such class(es) of securities that were registered in the earlier registration statement.

PART 239—FORMS PRESCRIBED UNDER THE SECURITIES ACT OF 1933

18. The authority citation for part 239 continues to read in part as follows:

Authority: 15 U.S.C. 77f, 77g, 77h, 77j, 77s, 77sss, 78c, 78l, 78m, 78n, 78o(d), 78w(a), 78ll(d), 79e, 79f, 79g, 79j, 79l, 79m, 79n, 79q, 79t, 80a–8, 80a–29, 80a–30 and 80a–37, unless otherwise noted.

19. By amending Form SB-1 (referenced in § 239.9) by adding one check box to the cover page immediately before "Calculation of Registration Fee," by adding a Note to appear immediately after the Calculation of Registration Fee table, and by adding paragraph H to General Instructions to read as follows:

Note: The text of Form SB-1 does not and the amendments will not appear in the Code of Federal Regulations.

Form SB-1

Registration Statement Under the Securities Act of 1933

* * * *

If this Form is registering additional securities pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Calculation of Registration Fee

Note: For offerings made pursuant to Rule 430A under the Securities Act, only the title of the class of securities to be registered, the proposed maximum aggregate offering price for that class of securities and the amount of registration fee need to appear in the Calculation of Registration Fee table. Any difference between the dollar amount of securities registered for such offerings and the dollar amount of securities sold may be carried forward on a future registration statement pursuant to Rule 429 under the Securities Act.

General Instructions

H. Registration of Additional Securities

With respect to offerings registered pursuant to Rule 462(b) under the Securities Act, the registrant may file a registration statement consisting only of the following:

the facing page; a statement that the contents of the earlier registration statement, identified by file number, are incorporated by reference; required opinions and consents; the signature page; and any information required in the new registration statement that is not in the earlier registration statement. Any opinion or consent required in such a registration statement may be incorporated by reference from the earlier registration statement with respect to the offering, if: (i) Such opinion or consent expressly provides for such incorporation; and (ii) such opinion relates to the securities registered pursuant to Rule 462(b). See Rule 411(c) and Rule 439(b) under the Securities

20. By amending Form SB–2 (referenced in § 239.10) by adding one check box to the cover page immediately before "Calculation of Registration Fee," by adding two sentences to the end of the Note following the Calculation of Registration Fee table, and by adding paragraph C to General Instructions to read as follows:

Note: The text of Form SB-2 does not and the amendments will not appear in the Code of Federal Regulations.

Form SB-2

Registration Statement Under the Securities Act of 1933

* * * * *

If this Form is registering additional securities pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

* * * * *

Note: * * * For offerings made pursuant to Rule 430A under the Securities Act, only the title of the class of securities to be registered, the proposed maximum aggregate offering price for that class of securities and the amount of registration fee need to appear in the Calculation of Registration Fee table. Any difference between the dollar amount of securities registered for such offerings and the dollar amount of securities sold may be carried forward on a future registration statement pursuant to Rule 429 under the Securities Act.

* * * * * *
General Instructions

C. Registration of Additional Securities

With respect to offerings registered pursuant to Rule 462(b) under the Securities Act, the registrant may file a registration statement consisting only of the following: the facing page; a statement that the contents of the earlier registration statement, identified by file number, are incorporated by reference; required opinions and consents; the signature page; and any information required in the new registration statement that is not in the earlier registration statement. Any opinion or consent required