

paragraph (b) of Item 16, and adding Item 18 to read as follows:

Note—The text of Form S-1 does not, and this amendment will not, appear in the Code of Federal Regulations.

Form S-1

Registration Statement Under the Securities Act of 1933

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Item 11. Information with Respect to the Registrant

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(e) Full financial statements meeting the requirements of Regulation S-X (17 CFR Part 210) (Schedules required under Regulation S-X shall be filed pursuant to Item 18 "Financial Statements and Schedules," of this Form) as well as any financial information required by Rule 3-05 and Article 11 of Regulation S-X; or abbreviated financial statements meeting the requirements of Item 305 of Regulation S-K shall be filed, as well as any financial information required by Rule 3-05 and Article 11 of Regulation S-X. The option to furnish abbreviated financial statements is available only to registrants satisfying the eligibility criteria in Item 305(a) of Regulation S-K (§ 229.305(a) of this chapter).

Instruction to Item 11(e)

Abbreviated financial statements meeting the requirements of Item 305 of Regulation S-K may be furnished with respect to businesses acquired or to be acquired, except that the information need only be provided for the periods specified by Rule 3-05 of Regulation S-X (§ 210.3-05 of this chapter). This option is available only if the business acquired or to be acquired satisfies the eligibility criteria in Item 305(a)(1) of Regulation S-K.

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Part II—Information Not Required in Prospectus

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Item 18. Financial Statements and Schedules

(a) If abbreviated financial statements are furnished pursuant to Item 11(e) of this Form, furnish the full financial statements required by Regulation S-X and the independent accountant's report thereon.

(b) Regardless of whether full or abbreviated financial statements are furnished pursuant to Item 11(e) of this Form, furnish the financial statement schedules required by Regulation S-X. These schedules shall be lettered or numbered in the manner described for exhibits in Item 601 of Regulation S-K (§ 229.601 of this chapter).

* * * * *

12. By amending Form S-2 (referenced in § 239.12) by revising the last sentence in General Instruction II.C, adding paragraph (iv) to Item 11(a)(2), adding a sentence at the end of Item 11(a)(3), adding paragraphs (A), (B), and (C) to Item 11(b)(2), adding instructions to Item 11(a)(2), (a)(3), and Item 11(b)(2), and adding Item 18 to read as follows:

Note—The text of Form S-2 does not, and this amendment will not, appear in the Code of Federal Regulations.

Form S-2

Registration Statement under the Securities Act of 1933

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General Instructions

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II. Application of General Rules and Regulations

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C. * * * If, however, the small business issuer satisfies the eligibility criteria in Item 305(a) of Regulation S-B (§ 228.305(a) of this chapter), the small business issuer may provide the abbreviated financial statements required by Item 305 of Regulation S-B rather than the financial information in Item 310 of Regulation S-B (§ 228.310 of this chapter).

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Item 11. Information with Respect to the Registrant

(a) * * *

(2) * * *

(iv) If the registrant satisfies the eligibility criteria in Item 305(a) of Regulation S-K, abbreviated interim financial statements of the registrant meeting the requirements of Item 305(b)(5) of Regulation S-K may be furnished pursuant to paragraphs (a)(2)(i) or (a)(2)(iii) of this Item.

(3) * * * Abbreviated financial statements meeting the requirements of Item 305 of Regulation S-K may be furnished with respect to businesses acquired or to be acquired, except that the information need only be provided for the periods specified by Rule 3-05 of Regulation S-X (§ 210.3-05 of this chapter). This option is available only if the business acquired or to be acquired satisfies the eligibility criteria in Item 305(a)(1) of Regulation S-K.

* * * * *

(b) * * *

(2) Include either: financial * * *

(A) If the registrant satisfies the eligibility criteria in Item 305(a) of Regulation S-K, abbreviated interim financial statements meeting the requirements of Item 305(b)(5) of Regulation S-K may be furnished pursuant to paragraph (b)(2)(i) of this Item.

(B) Abbreviated financial statements meeting the requirements of Item 305 of Regulation S-K may be furnished with respect to businesses acquired or to be acquired, except that the information need only be provided for the periods specified by Rule 3-05 of Regulation S-X. This option is available only if the business acquired or to be acquired satisfies the eligibility criteria in Item 305(a)(1) of Regulation S-K.

(C) If the registrant satisfies the eligibility criteria in Item 305(a) of Regulation S-K, abbreviated financial statements meeting the requirements of Item 305 of Regulation S-K may be furnished pursuant to paragraph (b)(2) of this Item with respect to restated financial statements of the registrant required by this Item.

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Instruction to Item 11(a)(2), (a)(3) and (b)(2)

Abbreviated financial statements meeting the requirements of Item 305 of Regulation S-K may be furnished with respect to businesses acquired or to be acquired, except that the information need only be provided for the periods specified by Rule 3-05 of Regulation S-X. This option is available only if the business acquired or to be acquired satisfies the eligibility criteria in Item 305(a)(1) of Regulation S-K.

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PART II—INFORMATION NOT REQUIRED IN PROSPECTUS

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Item 18. Financial Statements and Schedules

If abbreviated financial statements are furnished pursuant to Item 11(a)(3) or (b)(2)(B) with respect to businesses acquired or to be acquired, furnish the full financial statements required by Regulation S-X and the independent accountant's report thereon. If abbreviated financial statements are furnished pursuant to Item 11(b)(2)(C) with respect to restated financial statements of the registrant, furnish the full financial statements required by Regulation S-X and the independent accountant's report thereon.

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13. By amending Form S-3 (referenced in § 239.13) by revising the last sentence of General Instruction II.C, adding Item 11(c) and Item 18 to read as follows:

Note—The text of Form S-3 does not, and this amendment will not, appear in the Code of Federal Regulations.

Form S-3

Registration Statement Under the Securities Act of 1933

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General Instructions

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II. Application of General Rules and Regulations

* * * * *

C. * * * If, however, the small business issuer satisfies the eligibility criteria in Item 305(a) of Regulation S-B (§ 228.305(a) of this chapter), the small business issuer may provide the abbreviated financial statements required by Item 305 of Regulation S-B rather than the financial information in Item 310 of Regulation S-B (§ 228.310 of this chapter).

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Item 11. Material Changes

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(c) If the registrant satisfies the eligibility criteria in Item 305(a) of Regulation S-K:

(1) Abbreviated financial statements meeting the requirements of Item 305 of Regulation S-K may be furnished pursuant to Item 11(b)(i) with respect to businesses acquired or to be acquired, except that the information need only be provided for the periods specified by Rule 3-05 of Regulation S-X. This option is available only if the business acquired or to be acquired satisfies