

## **BASIS AND PURPOSE FOR RULE 4.5**

The purpose of Rule 4.5 is to establish specific reporting procedures and approval requirements for transfers of interests and other involvement with publicly traded corporations directly or indirectly involved in gaming in Colorado. The statutory basis for Rule 4.5 is found in sections 12-47.1-201, 12-47.1-203, 12-47.1-302, 12-47.1-504, 12-47.1-511, and 12-47.1-801, C.R.S. (1991).

## **RULE 4.5 PUBLICLY TRADED CORPORATIONS AND PUBLIC OFFERINGS OF SECURITIES**

### **47.1-4.506 Submission of Proxy and Information Statements.**

Each publicly traded corporation which is licensed as an operator, retailer, ASSOCIATED EQUIPMENT SUPPLIER, or slot machine manufacturer or distributor under the Act, shall, within 5 days after distributing any proxy statement subject to Regulation 14A of the SEC or any information statement subject to Regulation 14C of the SEC to its security holders, submit such proxy statement or information statement to the Division.

### **47.1-4.507 Reporting Requirements.**

- (1) Whenever any filing on Form 10-Q, Form 10-K, Form 8-K, Form 1-A, Registration Statement SB-2, Registration Statement 10-SB, Report 10-KSB, Report 10-QSB, Schedule 13e-3 or Schedule 14D-9 or required by Rule 14f-I promulgated pursuant to the 1934 Act is filed with the SEC or with any national or regional securities exchange by a publicly traded corporation which is licensed as an operator, retailer, ASSOCIATED EQUIPMENT SUPPLIER, or slot machine manufacturer or distributor under the Act, such publicly traded corporation shall, within 5 business days after the filing with the SEC, electronically notify the Division that such filing has taken place, (amended perm. 11/30/03)
- (2) Whenever a publicly traded corporation which is licensed as an operator, retailer, ASSOCIATED EQUIPMENT SUPPLIER, or slot machine manufacturer or distributor under the Act receives any material document filed with the SEC by any other person relating to such publicly traded corporation, it shall, within 10 days following such receipt, electronically notify the Division that such document receipt has occurred. (amended perm. 11/30/03) Page 19.05
- (3) Each publicly traded corporation which is licensed as an operator, retailer, ASSOCIATED EQUIPMENT SUPPLIER, or slot machine manufacturer or distributor under the Act shall file with the Division annually at the time of license renewal a list of the ~~recordholders~~ RECORD HOLDERS and beneficial owners (to the extent the later is known) of its voting securities or more frequently as such list is prepared.
- (5) Whenever a publicly traded corporation which is licensed as an operator, retailer, ASSOCIATED EQUIPMENT SUPPLIER or slot machine manufacturer or distributor under the Act is informed that any person determined by the Commission to be a controlling person in respect of such publicly traded corporation has disposed of any of such publicly traded corporation's voting securities, such publicly traded corporation shall thereupon promptly report such information to the Division.

### **47.1-4.508 Required Charter Provisions.**

The following provisions must be included in the articles of organization or similar chartering documents of every entity licensed as an operator, retailer, ASSOCIATED EQUIPMENT SUPPLIER, or slot machine manufacturer or distributor under the Act:

### **47.1-4.514 Definition of ownership interest.**

- (3) For purposes of Section 12-47.1-835, C.R.S., a person shall not be deemed to have a "substantial interest" in a manufacturer, distributor, operator, ASSOCIATED EQUIPMENT SUPPLIER, or retailer licensee if such person's sole ownership interest in such licensee is through the ownership of less than five percent (5%) of the voting securities of (a) such licensee if such licensee is publicly traded, or (b) a publicly traded affiliated company of such licensee (unless such person exercises voting rights with respect to five percent (5%) or more of such publicly traded company's outstanding voting securities).