

**Instructions for Completing Corporate Disclosure Statement  
(Domestic Stock and Foreign Corporations)  
(Form SI-PT)**

**Due Date:** Every registered domestic and foreign publicly traded corporation must file with the California Secretary of State a Corporate Disclosure Statement (Form SI-PT) annually, **within 150 days** after the end of its fiscal year.

**Publicly Traded Corporation:** A publicly traded corporation is a California or foreign (formed outside of California) corporation that is an issuer of securities with at least one class of securities listed or admitted for trading on a national securities exchange, on the OTC (Over the Counter) Bulletin Board, or on the electronic service operated by OTC Markets Group Inc. (formerly known as Pink OTC Markets Inc.). (California Corporations Code sections [162](#), [171](#), [1502.1](#), and [2117.1](#); [15 U.S.C. Sec. 78c](#)).

**Legal Authority:** Statutory filing provisions are found in California Corporations Code sections [1502.1](#) and [2117.1](#), unless otherwise indicated. Before submitting this completed form, you should consult with a private attorney for advice about your specific corporate disclosures.

**Women on Boards:** Effective January 1, 2019, California Corporations Code sections [301.3](#) and [2115.5](#) require **publicly held corporations with a principal executive office located in California** to have a minimum number of female directors on their Board of Directors. A publicly held corporation may report compliance with the statutory female director requirements on its annual Corporate Disclosure Statement.

- **Publicly Held Corporations:** Publicly held corporations are a subset of publicly traded corporations. A “publicly held corporation” is defined as a “corporation with outstanding shares listed on a major United States stock exchange”. (California Corporations Code sections [301.3](#) and [2115.5](#)). The New York Stock Exchange (NYSE), the National Association of Securities Dealers Automated Quotations (NASDAQ) and the NYSE American are the three major United States stock exchanges.

Market / Exchange	Publicly Held Corporations	Publicly Traded Corporations
NYSE	✓	✓
NASDAQ	✓	✓
NYSE American	✓	✓
OTC Markets Group Inc.		✓
OTC Bulletin Board		✓

- Corporations that are publicly traded but not publicly held are not required to meet the statutory female director requirements. However, publicly traded corporations are required to file an annual Corporate Disclosure Statement and may voluntarily disclose information on corporate headquarters and directors in Items 5a-5c.
- More information about the requirements of California Corporations Code sections [301.3](#) and [2115.5](#) is available on the Secretary of State's website at <https://www.sos.ca.gov/business-programs/women-boards/>.

**Attachments:** Additional pages may be attached, as needed, to add any additional information that does not fit on the Corporate Disclosure Statement. Clearly label the additional pages as attachments to the Corporate Disclosure Statement and reference the item number from the Corporate Disclosure Statement that corresponds with each item of additional information.

**Fee:** There is no fee for filing the Corporate Disclosure Statement.

**Where to File:** For easier completion, the Corporate Disclosure Statement is available on the Secretary of State's website at [bizfile.sos.ca.gov](http://bizfile.sos.ca.gov) and can be viewed, filled in, and printed from your computer. Please type or legibly print in black or blue ink. The completed form can be mailed to Secretary of State, Statement of Information Unit, P.O. Box 944230, Sacramento, CA 94244-2300 or delivered in person (drop off) to the Sacramento office, 1500 11th Street, Sacramento, CA 95814.

**Additional Filing Requirements:** In addition to the Corporate Disclosure Statement, all publicly traded corporations also must file, during their applicable filing period, required **Statements of Information** as provided by California Corporations Code section [1502](#) or [2117](#). A Statement of Information can be filed online at [bizfile.sos.ca.gov](http://bizfile.sos.ca.gov).

**Copies:** To get a copy of the filed statement, include a separate request and payment for copy fees when the statement is submitted. Copy fees are \$1.00 for the first page and \$0.50 for each additional page. For certified copies, there is an additional \$5.00 certification fee, per copy.

**Type or legibly print in black or blue ink.**  
**Complete the Corporate Disclosure Statement (Domestic Stock and Foreign Corporations)**  
**(Form SI-PT) as follows:**

Item	Instruction	Tips
1.	Enter the name of the corporation <b>exactly</b> as it currently appears on file with the California Secretary of State, including the entity ending, punctuation and abbreviations (ex: "Jones & Company, Inc." or "Smith, Incorporated").	<ul style="list-style-type: none"> <li>To ensure you have the exact name of the corporation, look to your registration document filed with the California Secretary of State and any name change amendments.</li> <li>If your corporation is a registered foreign corporation using an assumed name in California (e.g. "ABC CORPORATION DOING BUSINESS IN CALIFORNIA AS ABC CORPORATION OF DELAWARE"), you must enter the complete assumed name.</li> </ul>
2.	Enter the 7-Digit Secretary of State Entity (File) Number.	<ul style="list-style-type: none"> <li>The 7-digit file number is provided by the Secretary of State above the file stamp at the top of the domestic or foreign corporation's registration document filed with the California Secretary of State.</li> <li>To ensure you have the correct file number of the domestic or foreign corporation, look to your registration document filed with the California Secretary of State.</li> <li>Secretary of State Records can be accessed online through our Business Search at <a href="https://BusinessSearch.sos.ca.gov">BusinessSearch.sos.ca.gov</a>. While searching the Business Search, be sure to identify your corporation correctly, including the jurisdiction that matches your corporation.</li> </ul>
3.	Enter the state, foreign country, or other place where this corporation is formed.	<ul style="list-style-type: none"> <li>The jurisdiction must match the jurisdiction of record with the California Secretary of State.</li> </ul>
4a.	Enter the name of the independent auditor that prepared the most recent auditor's report on the corporation's annual financial statements.	<ul style="list-style-type: none"> <li>"Independent auditor" means an auditor that meets the requirements for auditor independence stated in the Code of Federal Regulations, title 17, section <a href="#">210.2-01</a>.</li> </ul>
4b.	Enter a description of other services, if any, performed for the corporation during its two most recent fiscal years and the period between the end of its most recent fiscal year and the date of the statement by the independent auditor named in Item 4a, by its parent corporation, or by a subsidiary or corporate affiliate of the independent auditor or its parent corporation.	<ul style="list-style-type: none"> <li>If more space is needed, enter the additional information on an attachment page, referencing Item 4b.</li> </ul>
4c.	Enter the name of the independent auditor employed by the corporation on the date of this statement, if different from the individual named in Item 4a.	<ul style="list-style-type: none"> <li>If the independent auditor on the date of this statement is the same as the individual named in Item 4a, leave blank.</li> </ul>
5a.	Check only one box to select whether the corporation has moved its principal executive office into California from another state, out of California into another state, or neither into or out of California during the <b>current</b> calendar year.	<ul style="list-style-type: none"> <li>California Corporations Code section 301.3(d)(2) requires the Secretary of State to annually report change of headquarters for publicly held corporations.</li> <li>Please note that Item 5a requires you to select the applicable box for the <b>current</b> calendar year. If your principal executive office changes after you file your Corporate Disclosure Statement for the current calendar year, you may file a new Corporate Disclosure Statement completed in full including the updated information.</li> </ul>

Item	Instruction	Tips
5b.	Check only one box to select the statement that corresponds to the total number of directors on the corporation's <b>current</b> Board of Directors.	<ul style="list-style-type: none"> <li>California Corporations Code sections <a href="#">301.3</a> and <a href="#">2115.5</a> require publicly held corporations with a principal executive office in California to have a minimum number of female directors based on the total number of directors on the Board of Directors. For more information see <a href="#">Chapter 954, Statutes of 2018</a> (SB 826 Jackson).</li> <li>Please note that Item 5b requires you to select the applicable box for the <b>current</b> calendar year.</li> </ul>
5c.	Check only one box to select the statement that corresponds to the number of female directors on the corporation's <b>current</b> Board of Directors.	<ul style="list-style-type: none"> <li>By December 31, 2019, publicly held corporations with a principal executive office in California are required to have at least one female director on their Board of Directors.</li> <li>By December 31, 2021, publicly held corporations with a principal executive office in California that have four or fewer total directors must have a minimum of one female director. If the number of directors is five, the minimum number of female directors is two. If the number of directors is six or more, the minimum number of female directors is three.</li> <li>"Female" means an individual who self-identifies her gender as a woman, without regard to the individual's designated sex at birth.</li> <li>Please note that Item 5c requires you to select the applicable box for the <b>current</b> calendar year. If the number of female directors on your Board of Directors changes after you file your Corporate Disclosure Statement for the current calendar year, you may file a new Corporate Disclosure Statement completed in full including the updated information.</li> </ul>
6a.	Check YES or NO to indicate whether or not an order for relief has been entered in a bankruptcy case during the 10 years preceding the date of this statement with respect to the corporation.	
6b.	Check YES or NO to indicate whether or not the corporation or any of its subsidiaries has been a party to, or any of their property has been subject to, any material pending legal proceeding, other than ordinary routine litigation incidental to the business, as specified by Item 103, Part 229 of Regulation S-K of the Securities Exchange Commission (17 C.F.R. Sec. 229.103). If yes, attach a description.	<ul style="list-style-type: none"> <li>If required, describe the legal proceeding on an attachment page, referencing Item 6b.</li> </ul>
6c.	Check YES or NO to indicate whether or not the corporation has been found, in any material legal proceeding, legally liable by entry of a final judgment or final order (that was not overturned on appeal) during the five years preceding the date of this statement. If yes, attach a description.	<ul style="list-style-type: none"> <li>If required, describe the legal proceeding on an attachment page, referencing Item 6c.</li> </ul>
7.	Enter the name of each director and the compensation (in U.S. dollars) paid to each director for the most recent fiscal year, including the number of any shares issued, options for shares granted, and similar equity-based compensation granted to each director.	<ul style="list-style-type: none"> <li>"Compensation" means all plan and nonplan compensation awarded to, earned by, or paid to the person for all services rendered in all capacities to the corporation and to its subsidiaries, as the compensation is specified by Item 402 of Regulation S-K of the Securities</li> </ul>

Item	Instruction	Tips
	<p>Check YES or NO to indicate whether or not an order for relief has been entered in a bankruptcy case during the 10 years preceding the date of this statement with respect to each director.</p> <p>Check YES or NO to indicate whether or not each director has been convicted of fraud during the 10 years preceding the date of this statement, if the conviction has not been overturned or expunged.</p>	<p>and Exchange Commission (Code of Federal Regulations, title 17, section 229.402).</p> <ul style="list-style-type: none"> <li>• If the corporation has additional directors, enter the required information on an attachment page, referencing Item 7.</li> </ul>
8a.	<p>Enter the names of the five most highly compensated executive officers of the corporation, <b>excluding</b> any executive officer who is also a member of the board of directors. Enter the compensation (in U.S. dollars) paid to each executive officer for the most recent fiscal year, including the number of any shares issued, options for shares granted, and similar equity-based compensation granted to each executive officer.</p> <p>Check YES or NO to indicate whether or not an order for relief has been entered in a bankruptcy case during the 10 years preceding the date of this statement with respect to each executive officer.</p> <p>Check YES or NO to indicate whether or not each executive officer has been convicted of fraud during the 10 years preceding the date of this statement, if the conviction has not been overturned or expunged.</p>	<ul style="list-style-type: none"> <li>• “Executive officer” means the chief executive officer, president, any vice president in charge of a principal business unit, division, or function, any other officer of the corporation who performs a policymaking function, or any other person who performs similar policymaking functions for the corporation.</li> </ul>
8b.	Complete Item 8b if the information regarding the chief executive officer is not included in Item 8a.	<ul style="list-style-type: none"> <li>• If the information regarding the chief executive officer is included in Item 8a, leave blank.</li> </ul>
8c.	Enter the names and check any of the applicable boxes for additional executive officers who have had an order for relief entered in a bankruptcy case or who have been convicted of fraud during the 10 years preceding the date of this statement, if the conviction has not been overturned or expunged.	<ul style="list-style-type: none"> <li>• If the corporation has additional executive officers that are required to be listed, enter the additional information on an attachment page, referencing Item 8c.</li> </ul>
9.	<p>Enter a description of each loan made to a director by the corporation during the corporation’s two most recent fiscal years at an interest rate lower than the interest rate available from unaffiliated commercial lenders generally to a similarly situated borrower.</p> <p>Include the name of the director receiving the loan, the amount of the loan (in U.S. dollars) and the terms of the loan.</p>	<ul style="list-style-type: none"> <li>• “Loan” excludes an advance for expenses, the corporation’s payment of life insurance premiums and an advance of litigation expenses as permitted according to the applicable laws of the state or place of incorporation. For California corporations, see California Corporations Code sections <a href="#">315(d)</a>, <a href="#">315(e)</a> and <a href="#">317</a>, respectively.</li> <li>• If the corporation has made additional loans to directors or if more space is needed for the description of any loan, enter the additional information on an attachment page, referencing Item 9.</li> <li>• If no loans were made to a director by the corporation during the applicable period, the field should be left blank.</li> </ul>
	Type or print the name and title of the person completing this form and enter the date this form was completed.	<ul style="list-style-type: none"> <li>• By submitting this Corporate Disclosure Statement to the Secretary of State, the corporation certifies the information contained herein, including any attachments, is true and correct.</li> <li>• Do not use a computer-generated signature.</li> </ul>



Secretary of State  
Business Programs Division

Statement of Information, P.O. Box 944230, Sacramento, CA 94244-2300

## Mail Submission Cover Sheet

### Instructions:

- Complete and include this form with your submission. **This information only will be used to communicate with you in writing about the submission.** This form will be treated as correspondence and will not be made part of the filed document.
- Make all **checks or money orders** payable to the Secretary of State.
- Standard processing time for **submissions** to this office is approximately 5 business days from receipt. All **submissions** are reviewed in the date order of receipt. For updated processing time information, go to [www.sos.ca.gov/business/be/processing-times](http://www.sos.ca.gov/business/be/processing-times).

### Optional Copy and Certification Fees:

- If applicable, include optional copy and certification fees with your submission.
- For applicable copy and certification fee information, refer to the instructions of the specific form you are submitting.

### Entity Information: (Please type or print legibly)

Name: \_\_\_\_\_

Entity Number (if applicable): \_\_\_\_\_

Comments: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
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\_\_\_\_\_

**Return Address:** For written communication from the Secretary of State related to this document, or if purchasing a copy of the filed document enter the name of a person or company and the mailing address.

Name: [ \_\_\_\_\_ ]

Company:

Address:

City/State/Zip: [ \_\_\_\_\_ ]

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Secretary of State

SI-PT

**Corporate Disclosure Statement  
(Domestic Stock and Foreign  
Corporations)**

**IMPORTANT - Read Instructions before completing this form.**

**Filing Fee** – There is no fee for filing the Corporate Disclosure Statement.

**Copy Fees** – First page \$1.00; each additional page \$0.50;  
Certification Fee - \$5.00

This Space For Office Use Only

1. **Corporate Name** (Enter the **exact** name of the corporation as it is recorded with the California Secretary of State.)

2. **7-Digit Secretary of State Entity (File) Number**

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3. **Jurisdiction** (Enter the state, foreign country or other place where the corporation is formed)

**4. Independent Auditor**

4a. Name of the Independent Auditor that prepared the most recent auditor's report.

4b. Description of other services, if any, performed by the Independent Auditor named in Item 4a.

4c. Name of the Independent Auditor employed by the corporation on the date of this statement, if different from Item 4a.

**5. Reporting Compliance with California Corporations Code Sections 301.3 and 2115.5**

5a. Check the applicable statement for the **current** calendar year (select only one box):

- ☐ The corporation has **not** moved its principal executive office either into California from another state or out of California into another state.
- ☐ The corporation has moved its principal executive office **into** California from another state.
- ☐ The corporation has moved its principal executive office **out** of California into another state.

5b. **Total** number of directors on the corporation's **current** Board of Directors (select only one box):

- ☐ 6 or more
- ☐ 5
- ☐ 4 or fewer

5c. Number of **female** directors on the corporation's **current** Board of Directors (select only one box):

- ☐ 3 or more
- ☐ 2
- ☐ 1
- ☐ 0

**6. Required Statutory Disclosures**

6a. Has an order for relief been entered in a bankruptcy case with respect to the corporation during the preceding 10 years?

☐ Yes ☐ No

6b. Has the corporation or any of its subsidiaries been a party to, or any of their property been subject to, any material pending legal proceedings, as specified by Item 103, Part 229 of SEC Regulation S-K? If yes, attach a description.

☐ Yes ☐ No

6c. Has the corporation been found legally liable in any material legal proceeding during the preceding five years? If yes, attach a description.

☐ Yes ☐ No

**- CONTINUE ON NEXT PAGE -  
(Page 1 of 2)**

**Corporate Disclosure Statement**  
(Domestic Stock and Foreign Corporations)  
(Page 2 of 2)

**7. Directors**

Names of Directors	Compensation	Shares	Options	Bankruptcy	Fraud
1) _____	_____	_____	_____	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
2) _____	_____	_____	_____	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
3) _____	_____	_____	_____	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
4) _____	_____	_____	_____	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
5) _____	_____	_____	_____	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
6) _____	_____	_____	_____	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
7) _____	_____	_____	_____	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
8) _____	_____	_____	_____	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
9) _____	_____	_____	_____	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
10) _____	_____	_____	_____	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
11) _____	_____	_____	_____	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
12) _____	_____	_____	_____	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
13) _____	_____	_____	_____	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
14) _____	_____	_____	_____	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
15) _____	_____	_____	_____	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
16) _____	_____	_____	_____	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No

**8. Executive Officers**

8a.	Names of Executive Officers	Compensation	Shares	Options	Bankruptcy	Fraud
	1) _____	_____	_____	_____	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
	2) _____	_____	_____	_____	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
	3) _____	_____	_____	_____	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
	4) _____	_____	_____	_____	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
	5) _____	_____	_____	_____	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
8b.	Chief Executive Officer (if not named in 8a)	Compensation	Shares	Options	Bankruptcy	Fraud
	_____	_____	_____	_____	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
8c.	Additional Executive Officers (if not named in 8a or 8b)					
	1) _____				<input type="checkbox"/> Bankruptcy	<input type="checkbox"/> Fraud
	2) _____				<input type="checkbox"/> Bankruptcy	<input type="checkbox"/> Fraud
	3) _____				<input type="checkbox"/> Bankruptcy	<input type="checkbox"/> Fraud

**9. Loans to Members of the Board of Directors**

Names of Directors	Description of Loan including Amount and Terms
1) _____	_____
2) _____	_____

If additional space is needed, place the additional information on only one side of a standard letter-sized piece of paper (8 1/2 x 11) clearly marked as an attachment to the Corporate Disclosure Statement and attach the extra page(s) to the completed Corporate Disclosure Statement.

By submitting this Corporate Disclosure Statement to the Secretary of State, the corporation certifies the information contained herein, including any attachments, is true and correct.

\_\_\_\_\_  
Type or Print Name of Person Completing the Form

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Title

\_\_\_\_\_  
Date