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We empirically show that the time delay for raising debt in public markets has a pronounced impact on firms' switching to private placement. We exploit the 2005 Security Offerings Reform as a quasi-natural experiment where for a subset of large U.S. firms the regulatory delay (1-1.5 month) associated with raising public debt is eliminated. Difference-in-difference estimates suggest a direct link between regulatory delay on public markets and the share of private placements. Following the Reform, treated firms have reduced their share of private market placements by 25-30% in comparison to control-group firms. The empirical findings lead to the conclusion that the SEC has succeeded in containing the growth of private placements and strengthening public markets. An initial public offering (IPO) is one of the most significant events in corporate life. It follows months, even years of preparation. During the boom years of the late 1990s bull market, IPOs of growth companies captured the imagination and pocketbooks of investors like never before. This book goes behind the scenes to examine the process of an offering from the decision to go public to the procedures of a subsequent equity offering. The book is written from the perspective of an experienced investment banker describing the hows and whys of IPOs and subsequent equity issues. Each aspect of an IPO is illustrated with plenty of international examples pitched alongside relevant academic research to offer a combination of theoretical rigour and practical application. Topics covered are: - the decision to go public - legal and regulatory aspects of an offering; marketing and research - valuation and pricing - allocations of shares to investors - examination of fees and commissions * Global perspective: UK, European and US practices, regulations and examples, and case studies * First hand experience written by an IPO trader with academic rigour * Includes the changes in the market that resulted from 1998-2000 equity boom There is no shortcut to make money or get rich quickly in real estate, especially in private real estate, but you can slowly and steadily build wealth by investing wisely. You would know that there are many different ways to become rich but real estate is one of the best ways to build wealth. Having said that, making money in real estate takes the right advice, systems, and determination. Investing in real estate stands out as a tried and tested approach to make money but like every other business, it has some risks associated with it. The book informs about the advantages of real estate over other traditional investments with a constant dollar comparison. It also covers what are private investments and how you can participate in them. Some private investment offers a preferred return in which the company has 2 different class of shares, one for the asset management and one for the funding investor. Finally, the book presents a private placement offering for a hypothetical 100 unit apartment complex to explain the terms and how to

interpret them. A detailed analysis of what is an Internal Rate of Return is also covered which helps evaluate very different investments against each other. Diversify your portfolio with private placements If you've heard it once you've heard it a million times: the best way to build your investment portfolio is to diversify. But how many options are out there, really? Investing in Private Securities For Dummies introduces you to an alternative type of investment that can bring new opportunities to your portfolio. This illuminating book guides you in identifying and understanding the risks and rewards that are associated with private placements, and offers information that can help you avoid scams while taking advantage of new regulations that have made private placements a viable and lucrative option for your portfolio's expansion. This approachable yet informative reference answers the tricky questions that make investing intimidating, and arms you with the information and confidence you need to make educated decisions about private placement investment opportunities. A private placement is the sale of securities to a small number of investors. Organizations offer private placements to select investors, and aren't beholden to the same regulatory oversight as they are with other types of investments. As such, private placement is a great opportunity if you have it—but it's one about which you want to be educated. Determine the liquidity of securities Identify and understand the risks and rewards that are associated with private placements Take advantage of the opportunities that have been created by new regulations on private and alternative investments Avoid scams and protect your wealth Investing in Private Securities For Dummies brings a new dimension to your portfolio by offering you insight on a new type of investment. Crowdfunding Opportunities and Challenges answers three basic questions about the many securities law changes created by the JOBS Act of 2012 that people loosely call Crowdfunding: Is Crowdfunding the best thing to happen to young and growing businesses since the Internet was invented? Or is Crowdfunding more like a poorly built fire cracker that will blow up in the faces of both investors and businesses? If Crowdfunding is both an opportunity and a challenge, how do you end up a winner instead of a loser? Crowdfunding Opportunities and Challenges gives you the information you need to answer these questions whether you are an entrepreneur planning a capital raising offering or an attorney advising clients about their offerings. Explanations to the inner workings of one of the least understood, but arguably most important, areas of business finance is offered to readers in this engaging volume: venture capital. Venture capitalists provide necessary investment to seed (or startup) companies, but the startup is only the beginning, there is much more to be explored. These savvy investors help guide young entrepreneurs, who likely have little experience, to turn their businesses into the Googles, Facebooks, and Groupons of the world. This book explains the often-complex methods venture capitalists use to value companies and to get the most return on their investments, or ROI. This book is a must-have for any reader interested in the business world. The use of exempt and hybrid securities offerings has become increasingly popular in the past decade. This title provides you with comprehensive guidance on how to structure them. Packed with checklists, transactional timelines, SEC guidance, and a wealth of labor-saving sample documents, the second edition of Exempt and Hybrid Securities Offerings shows you the relative advantages and drawbacks of the most commonly used forms of exempt and hybrid offerings, while clearly explaining the mechanics of conducting venture private placements - traditional PIPE transactions - structured PIPE transactions - institutional (debt) private placements - Rule 144A offerings - Regulation S offerings - expedited shelf takedowns - registered directs - at-the-market offerings - confidentially marketed public offerings - and continuous issuance programs, including MTN and CP programs. This comprehensive three-volume treatise is completely updated to integrate the impact of the Dodd-Frank Act and other regulatory changes resulting from the recent financial downturn. Get the business insight that has raised millions in capital funding for over 50,000 entrepreneurs. If you're an entrepreneur or own a small, fast-growing businesses, Angel Capital provides a complete toolkit for raising capital in today's challenging economic landscape. The authors, who manage the largest angel network in the U.S., offer real-world advice on how to find investors and take control of

the private placement process. Using revolutionary typology and unmatched proprietary research, they explain all stages of raising capital, from valuation to negotiation to due diligence. In addition, you'll find a comprehensive directory of alternative capital resources, based on research of over 2,000 organizations, and a legal appendix that serves as a short course in exempt offerings and provides the skills needed to have success with any early-stage business venture or investment. Order your copy today. Companies planning a private placement typically gauge the interest of institutional buyers before the offering is publicly announced. Regulators are concerned with this practice, called wall-crossing, as it might invite insider trading, especially when the potential investors are hedge funds. We examine privately placed common stock and convertible offerings and find widespread evidence of pre-announcement short selling. We show that pre-announcement short sellers are able to predict announcement day returns. The effects are especially strong when hedge funds are involved and when the number of buyers is high. There is no shortcut to make money or get rich quickly in real estate, especially in private real estate, but you can slowly and steadily build wealth by investing wisely. You would know that there are many different ways to become rich but real estate is one of the best ways to build wealth. Having said that, making money in real estate takes the right advice, systems, and determination. Investing in real estate stands out as a tried and tested approach to make money but like every other business, it has some risks associated with it. The book informs about the advantages of real estate over other traditional investments with a constant dollar comparison. It also covers what are private investments and how you can participate in them. 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You learn how to be paid, without needing a securities license, for finding money for someone else. Discusses U.S. small business' (SB) access to equity capital financing (ECF), which is money raised by a business by selling shares of ownership, or potential ownership, of the business. The specific objectives of this report are to: (1) provide an overview of the major sources of external ECF for U.S. SB & describe SBA's Office of Advocacy estimate of their perceived needs for ECF; (2) determine trends for the period of 1994-99 in SB ECF; (3) describe how market practices & securities law regulations for equity capital-raising activities could affect SB; & (4) describe any efforts undertaken by federal & state agencies to facilitate SB access to equity capital. Charts & tables. By retrieving entries from the financial-data vendor Wind and collecting relevant data from private placement statements, the author builds a proprietary database and studies five aspects of private placement in China. He examines which listed firms are more likely to choose private placement over SEO in refinancing; he looks into the controlling shareholder's decision on whether or not to purchase privately placed shares; he investigates how the offer discount is determined; he calculates announcement periods for abnormal returns on private placements. Where the abnormal return is significantly positive, he documents positive long-run abnormal return on private offerings and evidence supporting the under-reaction hypothesis. Finally, he concludes that the largest shareholders tunnel by means of excess discounts from which they benefit but which is harmful to other shareholders. Analysis,

Micro Offering Safe Harbor Act, Private Placement Improvement Act of 2016, Fix Crowdfunding Act and Supporting America's Innovators Act of 2016, "The JOBS Act at Four: Examining Its Impact and Proposals to Further Enhance Capital Formation", Capital Markets and Government Sponsored Enterprises, Financial Services Committee, House of Representatives, April 14, 2016. Capital raising, mergers and acquisitions and securities trading around the world often involve some connection with the United States and implicate the US securities laws. United States Securities Law: A Practical Guide ,offers a concise overview of US securities laws from the perspective of a non-US participant. It is written not only for lawyers but for managers, bankers and others with an interest in the topic. This new edition has been significantly updated and expanded, including for the SEC's recent offering reforms and corporate governance developments. Praise for the Second Edition: This book has been a valuable resource in effectively counselling my company in the intricacies of SEC regulation. Jim, with his many years of counselling foreign issuers out of his firm's London office, writes with a perspective that is particularly relevant to the needs of foreign companies listed on US exchanges. George Miller, Executive Vice President and General Counsel, Novartis Corporation. A well written and useful primer for those looking for quick, practical answers to real life questions or who wish to understand better the background and rationale to US securities law and regulation. Leland Goss, Managing Director, Credit Suisse. This book really is a practical guide to the US securities laws. It does a great job of explaining the rules and regulations in a way that can be understood by readers that are not themselves US securities lawyers. Peter Castellon, Director andamp; Counsel, Citigroup Corporate andamp; Investment Banking. PRIVATE PLACEMENT MEMORANDUM APRIL 5TH, 2018 Federal E.I.N. Assigned: 82-4843522 www.mwminingandinspections.com _____ MW MINING & INSPECTIONS, INC. 1,000,000 SHARES OF COMMON STOCK \$1.00 PER SHARE Minimum Offering - 250 Shares (1 Unit) Maximum Offering - 1,000,000 Shares (4000 Units) Minimum Purchase Per Investor - 250 Shares (1 Unit) Maximum Purchase Per Investor - 1,000,000 Shares _____ This Confidential Private Placement Memorandum (the "Memorandum") has been prepared in connection with an offering (the "Offering") of up to 1,000,000 shares of Common Stock, \$1.00 per Share (the "Shares") of MW MINING & INSPECTIONS, INC. (the "Company"). The minimum offering amount is 250 (1 Unit) ("Minimum Offering Amount"), and the maximum offering amount is 1,000,000 ("Maximum Offering Amount"). The minimum purchase per investor is 250 shares (1 Unit) or \$250.00, and the maximum purchase per investor is 1,000,000 shares (4000 Units), or \$1,000,000.00. In addition, each Unit Holder will receive the onetime SPECIAL 1oz. RAW UNREFINED GOLD UNIT HOLDER BENEFIT BONUS. (See: SPECIAL 1oz. RAW UNREFINED GOLD - UNIT HOLDER BENEFIT BONUS on page 5.) 50,000,000 Shares Authorized - \$0.001 par value. Officers and directors of the Company will make offers and sales of the Shares; however, the Company retains the right to utilize any broker-dealers registered with the National Association of Securities Dealers, Inc. ("NASD") and applicable state securities authorities to sell all or any portion of the Shares. If the Company so elects, it may pay such broker-dealers a commission in the amount of up to 10% and a non-accountable expense allowance of up to 10% of the proceeds they have sold. Offers and sales of the Shares will be made only to "Investors" as such term is defined in Rule 504 of Regulation D promulgated under the Securities Act of 1933, as amended (the "Act"), and the Jumpstart Our Business Startups (JOBS) Act of 2012, Regulation Crowdfunding, which includes the Company's Officers, and Directors. (SEE: <https://www.sec.gov/smallbusiness/exemptofferings/rule504>) (SEE: https://www.sec.gov/info/smallbus/secg/rccomplianceguide-051316.htm#_ftn2) The Offering is scheduled to terminate on APRIL 5, 2019. The Company reserves the right to extend the term of this Offering for a period of up to 30 days. This Memorandum may not be reproduced in whole or in part without the express prior written consent of the Company. THE DATE OF THIS CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM IS APRIL 5, 2018. We develop and test a nested logit model to examine how firms choose between a rights offering and a private equity placement. We find that family-controlled firms avoid issue methods that dilute control benefits or subject them to more monitoring, in particular when the family's control margin is small and the wedge between votes and capital is large. Control considerations also affect security design in equity issues. We also find that firms use private placements to reduce contracting and

ex post holdup costs in new product market relationships. Finally, we find that firms with higher asymmetric information about firm value are more likely to involve underwriter certification in a rights offering, and to choose a private placement when information asymmetries are extreme. This article analyzes the regime for private placements of corporate securities in Nigeria, a process that is becoming increasingly important to Nigerian issuers of securities and foreign investors in Nigeria's liberalised investment climate. The article isolates the core distinction between a private placement and a public offering as made manifest in the securities jurisprudence of the United States and reflected in the Nigeria Investment and Securities Act of 1999 and the Rules made under that statute. It presents the regime as convoluted, in significant part because of the confluence of approaches represented by the superimposition of American regulatory concepts on the existing substratum of English-flavoured rules. It notes very specific shortcomings of the regime, both in relation to the definition of private placement and independently of that definition, and attempts a clarification of the vista for issuers and regulators in this area. Private investments in public equity (PIPEs) offer a practical financing alternative for companies seeking capital and a unique asset for investors. For practitioners who know how to identify and execute transactions, PIPEs present a growing opportunity. This revised and updated guide presents the views, voices, and invaluable expertise of leading practitioners from all specialties in the field. The book is divided into three parts: "The Business of PIPEs," which provides a historical backdrop and overview; "Regulatory Landscape and Structural Alternatives," which details the legal framework and transaction structures; and "Deal Flow," which offers the investor's perspective on negotiating deals. With detailed discussions, ranging from the origins of the marketplace and deal structures to legal considerations and due diligence, and from finding new opportunities to trading strategies, this book provides a clear window to the inner workings of this active area of the small-cap market. Investors, financial analysts, investment bankers, corporate and securities attorneys, and executives of public companies will find substantial value in the pages of this book. This book serves as an introduction to a recent development in the world's capital markets: the rapid increase in global offerings of securities. It explores four different approaches that can be adopted in trying to accomplish multinational offerings of securities in a world where different countries have very different regulatory approaches to the offering and trading of securities, namely: full compliance with requirements of multiple legal systems (registered public offerings in multiple jurisdictions); avoidance of the most burdensome requirements (private placements and other exemptions); reconciliation (permissive regulatory exemptions in one country, including hand-tailored exemptions or by rule); deferral to one country's rules (i.e. of the country with dominant contacts with the issuer). EXECUTIVE SUMMARY MW Mining & Inspections, Inc. is a corporation located at: 6585 W. Kuna Road, Kuna, Idaho, 83634. <https://mwminingandinspections.com/>* The Company was founded in 2018 by MARK C. WITT* FEDERAL E.I.N. Assigned: 82-4843522* It currently has a staff of 6 people and is slated to expand further.* MW Mining & Inspection Inc. Has CONTRACTUALLY PURCHASED the Mining and Mineral Rights of the TUSCARORA MINE!* MW Mining & Inspections, Inc., can produce an ounce of raw gold for an average cost of \$125.00 per oz. Assay: 0.25 oz per ton available. * Tuscarora Mine has 200,000 Tons Above Ground Tailings.* Average 0.547 Oz Per Ton of Gold Assay.* Above Ground Reserves 109,480 Ounces Gold.* Gold Oz. = \$136,450,000.00 * The Company was initially capitalized by an investment of \$5,000.00 in goods, services, and cash from MARK C. WITT. * 50,000,000 Shares Authorized - \$0.001 par value THE OFFERING The Company intends to raise a minimum of \$250.00 (1 Unit) and a maximum of \$1,000,000.00 (4000 Units) in this Offering to fund the continued growth of our business. The Common Stock will be offered in a private placement offering pursuant to an exemption from registration under Rule 504 of Regulation D promulgated under the Securities Act of 1933. Your guardian angel has arrived Capital is the single most important factor to getting your venture off the ground, but finding it can be a challenge, particularly if you're running out of funding options. Suppose your venture is too small for institutional players. What do you do once you've exhausted your personal financial resources? Where do you go after banks, the leasing companies, the venture capital firms, have turned you down? What you need is an "angel"--a private investor with high net worth. Angel Financing--the only book of its kind--provides you with a road map to this valuable, little known, source of capital financing. Explains the structure of the direct private capital market Covers everything from the valuation process to writing an investor-oriented

business plan

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