

§ 230.478

must, without discussing any terms of the private offering, state in the application that the registrant may undertake a subsequent private offering in reliance on §230.155(c).

(d) Any withdrawn document will remain in the Commission's public files, as well as the related request for withdrawal.

[47 FR 11445, Mar. 16, 1982, as amended at 47 FR 54770, Dec. 6, 1982; 50 FR 19001, May 6, 1985; 59 FR 21650, Apr. 26, 1994; 66 FR 8897, Feb. 5, 2001]

§ 230.478 Powers to amend or withdraw registration statement.

All persons signing a registration statement shall be deemed, in the absence of a statement to the contrary, to confer upon the registrant, and upon the agent for service named in the registration statement, the following powers:

(a) A power to amend the registration statement (1) by filing an amendment as provided in §230.473; (2) by filing any written consent; (3) by correcting typographical errors; (4) by reducing the amount of securities registered, pursuant to an undertaking contained in the registration statement.

(b) A power to make application pursuant to §230.475 for the Commission's consent to the filing of an amendment.

(c) A power to withdraw the registration statement or any amendment or exhibit thereto.

(d) A power to consent to the entry of an order under section 8(b) of the act, waiving notice and hearing, such order being entered without prejudice to the right of the registrant thereafter to have the order vacated upon a showing to the Commission that the registration statement as amended is no longer incomplete or inaccurate on its face in any material respect.

[Reg. C, 12 FR 4076, June 24, 1947, as amended at 16 FR 8737, Aug. 29, 1951]

17 CFR Ch. II (4-1-03 Edition)

§ 230.479 Procedure with respect to abandoned registration statements and post-effective amendments.

When a registration statement, or a post-effective amendment to such a statement, has been on file with the Commission for a period of nine months and has not become effective the Commission may, in its discretion, proceed in the following manner to determine whether such registration statement or amendment has been abandoned by the registrant. If the registration statement has been amended, otherwise than for the purpose of delaying the effective date thereof, or if the post-effective amendment has been amended, the nine-month period shall be computed from the date of the latest such amendment.

(a) A notice will be sent to the registrant, and to the agent for service named in the registration statement, by registered or certified mail, return receipt requested, addressed to the most recent addresses for the registrant and the agent for service reflected in the registration statement. Such notice will inform the registrant and the agent for service that the registration statement or amendment is out of date and must be either amended to comply with the applicable requirements of the Act and the rules and regulations thereunder or be withdrawn within 30 days after the date of such notice.

(b) If the registrant or the agent for service fails to respond to such notice by filing a substantive amendment or withdrawing the registration statement and does not furnish a satisfactory explanation as to why it has not done so within such 30 days, the Commission may, where consistent with the public interest and the protection of investors, enter an order declaring the registration statement or amendment abandoned.

(c) When such an order is entered by the Commission the papers comprising the registration statement or amendment will not be removed from the