



**SECURITIES ACT (UNITED STATES ISSUERS EMPLOYEE STOCK
PURCHASE PLANS) EXEMPTION NOTICE 1997**

PURSUANT to the Securities Act 1978, the Securities Commission gives the following notice.

NOTICE

1. Title, commencement, and expiry—(1) This notice may be cited as the Securities Act (United States Issuers Employee Stock Purchase Plans) Exemption Notice 1997.

(2) This notice comes into force on 1 October 1997.

(3) This notice expires on the close of 30 September 2002.

2. Interpretation—(1) In this notice, unless the context otherwise requires,—

“Act” means the Securities Act 1978:

“Employee stock purchase plan” means a plan established by a United States issuer or by any of its subsidiaries whereby employees of the United States issuer or any subsidiary may acquire specified equity securities:

“Overseas bank” means, in respect of any country (other than New Zealand), or any state, territory, or province of any such country, a financial institution (not being a registered bank) that is licensed, registered, or otherwise authorised by the central banking or other regulatory authority of the country, state, territory, or province to carry on banking business in the country, state, territory, or province:

“Registered bank” has the same meaning as in section 2 of the Reserve Bank of New Zealand Act 1989:

“Regulations” means the Securities Regulations 1983:

“Savings scheme issuer” means—

(a) A registered bank that is the issuer of savings scheme securities in connection with an employee stock purchase plan established by a United States issuer or any of its subsidiaries; or

(b) An overseas bank that is the issuer of savings scheme securities in connection with an employee stock purchase plan established by a United States issuer or any of its subsidiaries; or

(c) A person named in the Schedule that is an issuer of savings scheme securities in connection with any employee stock purchase plan established by a United States issuer or any of its subsidiaries:

“Savings scheme securities” means debt securities issued by a savings scheme issuer in connection with an employee stock purchase plan:

“Specified equity securities” means shares or common stock, or a right or option to acquire shares or common stock, issued by a United States issuer pursuant to the terms of an employee stock purchase plan:

“US information memorandum” means a document or documents endorsed to record registration under the Securities Act 1933 of the United States of America containing the information required by the Form S-8 registration statement filed with the Securities and Exchange Commission, updated as necessary, together with a written statement:

(a) Specifying the documents that are incorporated by reference in the Form S-8 registration statement; and

(b) Advising the person to whom the offer is made that the documents so incorporated are available on request made either orally or in writing by that person:

“United States issuer” means a company—

(a) That is incorporated under the laws of New Zealand or of the United States of America; and

(b) That has its shares or common stock—

(i) Listed on the New York Stock Exchange or the American Stock Exchange; or

(ii) Traded on the NASDAQ National Market.

(2) Any term or expression that is not defined in this notice, but that is defined in the Act or the Regulations, has the meaning given to it by the Act or the Regulations.

3. Exemption for specified equity securities—(1) Every United States issuer, and every person acting on its behalf, are exempted from sections 37, 37A, 38A, and 51 to 54B of the Act and the Regulations (except regulation 8) in respect of any specified equity securities offered only to a person who is, when the offer is made, an employee of the United States issuer or any of its subsidiaries.

(2) The exemption granted by subclause (1) is subject to the condition that, before subscription for the specified equity securities, the United States issuer has delivered to the person to whom the offer is made—

(a) A document—

(i) That contains an offer of the specified equity securities; and

(ii) That contains—

(A) A description of the employee stock purchase plan and its terms and conditions, which is identical to the description of the employee stock purchase plan and its terms and conditions contained in the US information memorandum; or

(B) If the US information memorandum does not contain such a description, a description of the employee stock purchase plan and its terms and conditions,

which is identical to the description of the employee stock purchase plan and its terms and conditions contained in the prospectus or other offering document which complies with the prospectus requirements of the Securities Act 1933 of the United States of America as it applies to the offering of the specified equity securities to employees of the United States issuer or its subsidiaries in the United States of America; and

(iii) That contains, or is accompanied by, a statement that a copy of the US information memorandum is available on request; and

(b) A copy of the most recent annual report of the United States issuer.

4. Exemption for savings scheme securities—(1) Every savings scheme issuer, and every person acting on its behalf, are exempted from sections 33 (2), 37, 37A, 38A, and 51 to 54B of the Act and the Regulations (except regulation 8) in respect of any savings scheme securities offered only to a person who is, when the offer is made, an employee of the United States issuer or any of its subsidiaries to which the employee stock purchase plan relates.

(2) The exemption granted by subclause (1) is subject to the condition that the person to whom the offer is made has, before the offer is made, been given—

(a) A document—

(i) That contains an offer of the savings scheme securities; and

(ii) That contains—

(A) A description of the employee stock purchase plan and its terms and conditions, which is identical to the description of the employee stock purchase plan and its terms and conditions contained in the US information memorandum; or

(B) If the US information memorandum does not contain such a description, a description of the employee stock purchase plan and its terms and conditions, which is identical to the description of the employee stock purchase plan and its terms and conditions contained in the prospectus or other offering document which complies with the prospectus requirements of the Securities Act 1933 of the United States of America as it applies to the offering of the specified equity securities to employees of the United States issuer or its subsidiaries in the United States of America; and

(iii) That contains, or is accompanied by, a statement that a copy of the US information memorandum is available on request; and

(b) A copy of the most recent annual report of the savings scheme issuer.

(3) The exemption granted by subclause (1) is subject to the further conditions that—

(a) The savings scheme issuer and the United States issuer are not related bodies corporate; and

- (b) The savings scheme issuer does not have a right, whether legally enforceable or not, to control directly or indirectly the management of the United States issuer.

SCHEDULE

Halifax Building Society

Dated at Wellington this 29th day of September 1997.

The Common Seal of the Securities Commission was affixed in the presence of:

[L.S.]

M. R. H. WEBB,
Member.

EXPLANATORY NOTE

This note is not part of the notice, but is intended to indicate its general effect.

The notice, which comes into force on 1 October 1997 and expires on 30 September 2002, replaces the Securities Act (United States Issuers Employee Stock Purchase Plans) Exemption Notice 1996. The notice is required as a result of the coming into force, on 1 October 1997, of new disclosure and other requirements under the Securities Act 1978.

This notice is a class exemption from the prospectus and investment statement requirements and certain other requirements of the Securities Act 1978 and Securities Regulations 1983 for issuers of equity securities in employee stock purchase plans and for issuers of debt securities in connection with such plans.

The notice applies to corporations incorporated in the United States of America (United States issuers) that have their common stock—

(a) Listed on the New York Stock Exchange or the American Stock Exchange; or

(b) Traded on the NASDAQ National Market,—

and exempts those United States issuers from the above requirements in respect of offers of equity securities in employee stock purchase plans where the offers are made to employees of the United States issuer or any of its subsidiaries.

Issued under the authority of the Acts and Regulations Publication Act 1989.

Date of notification in *Gazette*: 30 September 1997.

This notice is administered in the Securities Commission.