Form 18

Common Stock Term Sheet

Offering Terms:

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| Issuer............................................................ | [Company] (the “Issuer”) |
| [Exchange] symbol....................................... | [Symbol] |
| Securities offered......................................... | \_\_\_ shares (the “Shares”) of common stock, par value $[par value] per share (the “Common Stock”) [, and \_\_ warrants to purchase [one] share of Common Stock (the “Warrants”). The shares of Common Stock issuable upon exercise of the Warrants are referred to as the “Warrant Shares”]. |
| Purchase price................................................ | $[ ], the closing price of the Common Stock on the [Exchange] on [Month] \_\_, 20\_. [The exercise price of the Warrants will be $[ ].] |
| Use of proceeds.............................................. | [General corporate purposes] |
| Offering............................................................ | Private placement of the Shares [and Warrants] offered by the Issuer. Resales by investors of the Shares [and the Warrant Shares] purchased in this offering are to be covered by the resale registration statement that will be filed by the Issuer within [5] days of the closing of the offering. The Issuer shall use its best efforts to cause the Securities and Exchange Commission to declare such registration statement effective within [30] days, assuming no review and within [90] days assuming review. The Issuer agrees to keep such registration statement effective until the earlier of (i) one year after the effective date of the Registration Statement, (ii) such time as all of the Registrable Securities have been sold pursuant to the Registration Statement, or (iii) such time as the Registrable Securities become eligible for resale by non-affiliates pursuant to Rule 144 under the Securities Act or any other rule of similar effect. |
| Placement agent............................................... | [Placement Agent] |
| Placement agent fee......................................... | \_\_% of the gross proceeds of the offering |
| Placement procedure........................................ | Interested investors that are institutional accounts, institutional accredited investors, or qualified institutional buyers will be asked to execute definitive purchase agreements with the Issuer. The closing for the sale of Shares [and Warrants] under those purchase agreements will occur concurrently with their execution. The private placement is being made in reliance on section 4(a)(2) under the Securities Act of 1933, as amended (the “Securities Act”). |
| Other terms...................................................... | As set forth in the Engagement Letter between the Issuer and the Placement Agent. |