

MORRISON | FOERSTER



EGC CORPORATE GOVERNANCE PRACTICES:

A survey and related resources

February 2017

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EGC CORPORATE GOVERNANCE PRACTICES

Introduction - A Survey and Related Resources

During 2016, there were relatively few companies that completed initial public offerings (“IPOs”). Some commentators attribute the dearth of IPOs in 2016 to volatility arising from, among other things, Brexit and the U.S. Presidential election. Others point to the continuing trend of successful companies remaining private longer and continuing to benefit from attractive valuations in private financing rounds without facing the burdens associated with becoming Securities and Exchange Commission (“SEC”)-reporting companies. In this year’s survey, we consider the characteristics of the emerging growth companies (“EGCs”) that completed IPOs and the corporate governance, compensation and other practices adopted by them. Specifically, we examined the filings of (i) the approximately 680 EGCs (on an aggregated basis) that completed their IPOs in the period from January 1, 2013, through December 31, 2016, and (ii) the 100 EGCs (on a standalone basis) that completed their IPOs during the year ended December 31, 2016. The survey focuses on EGCs that have availed themselves of the provisions of Title I of the Jumpstart Our Business Startups Act (“JOBS Act”). This year is anticipated to be a more active year for IPOs. Our objective is to provide data that will be useful to you in assessing whether your company’s current or proposed corporate governance practices are consistent with EGC market practice.

Under the JOBS Act, an issuer will remain an EGC until the earliest of:

- *the last day of the fiscal year during which the issuer has total annual gross revenues of \$1 billion or more;*
- *the last day of the issuer’s fiscal year following the fifth anniversary of the date of the first sale of common equity securities of the issuer pursuant to an effective registration statement under the Securities Act of 1933, as amended (the “Securities Act”) (for a debt-only issuer that never sells common equity pursuant to a Securities Act registration statement, this five-year period will not run);*
- *any date on which the issuer has, during the prior three-year period, issued more than \$1 billion in non-convertible debt; or*
- *the date on which the issuer becomes a “Large Accelerated Filer,” as defined in the rules of the SEC.*

PART I

Aggregated Data for Period from January 1, 2013, through December 31, 2016

In this section, we present data on an aggregated basis, considering all of the EGC IPOs undertaken in the last four years, except as noted below for certain data presented for the last two years.

Based on these companies, here are our key findings:

- 85.0% of non-controlled companies had a majority of independent directors at IPO pricing
- 69.9% had staggered or classified boards
- 61.5% separated the chief executive officer and board chair positions
- 67.9% had all independent directors on the audit, compensation, and nominating and corporate governance committees upon completion of the IPO
- 93.5% had a “financial expert” on the audit committee at IPO pricing
- 42.7% had “exclusive forum” provisions in bylaws
- 71.9% had “super majority” shareholder voting provisions
- 39.4% allowed shareholders to take action by written consent under specified conditions
- 77.1% allowed for proxy access*
- 10.5% had clawback policies for executive officers*

* Data presented for the period from January 1, 2015 through December 31, 2016.

Below we discuss the observed trends in more detail.

The Filers

We identified the IPOs of 834 issuers in the period from January 1, 2013 through December 31, 2016, of which 110, or 13.2%, were not EGCs, and reviewed 680 EGC IPO filings.¹ See Appendix A for a list of the EGC IPOs we reviewed and Appendix B for a summary of the benefits enjoyed by EGCs under the JOBS Act.²

¹ We did not review any EGCs that were business development companies (“BDCs”) because BDCs are subject to the additional requirements under the Investment Company Act of 1940, as amended. For additional information regarding BDCs, see our Frequently Asked Questions about Business Development Companies, <http://www.mofo.com/files/Uploads/Images/FAQ-Business-Development-Companies.pdf>. We also excluded 43 master limited partnership (“MLP”) IPOs, as well as one IPO that priced but was withdrawn before closing.

² For additional information, see our Frequently Asked Questions about Initial Public Offerings, <http://www.mofo.com/files/Uploads/Images/FAQ-IPOs.pdf> and The Short Field Guide to IPOs <http://media.mofo.com/docs/pdf/the-short-field-guide-to-ipos>.

EGC Versus Non-EGC IPO Filings (By Frequency)

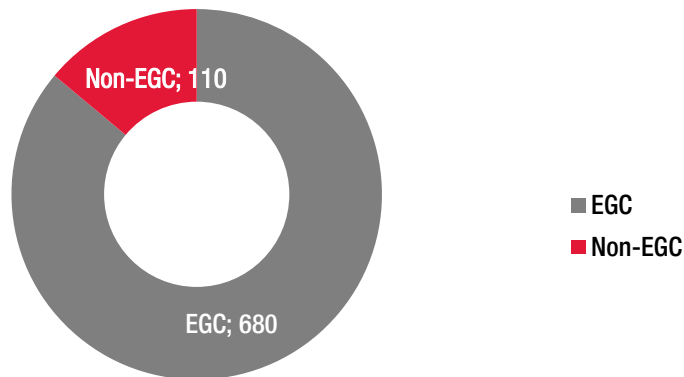


Figure 1: N=790.

Domestic Versus Foreign

Of the 680 EGCs, 154 were foreign private issuers (“FPIs”).

An FPI is any foreign issuer (other than a foreign government), unless: (i) more than 50% of the issuer’s outstanding voting securities are held directly or indirectly of record by residents of the United States; and (ii) any of the following applies: (x) the majority of the issuer’s executive officers or directors are U.S. citizens or residents; (y) more than 50% of the issuer’s assets are located in the United States; or (z) the issuer’s business is administered principally in the United States. For additional information, see our [Frequently Asked Questions about Foreign Private Issuers](https://goo.gl/zo1UyV), available at <https://goo.gl/zo1UyV>.

Domestic Issuers Versus FPIs (By Frequency)



Figure 2: N=680.

State of Incorporation

Of the 526 domestic companies, 87.3% were incorporated in Delaware, followed by Maryland (5.1%), Texas (1.1%), and Nevada (1.0%).

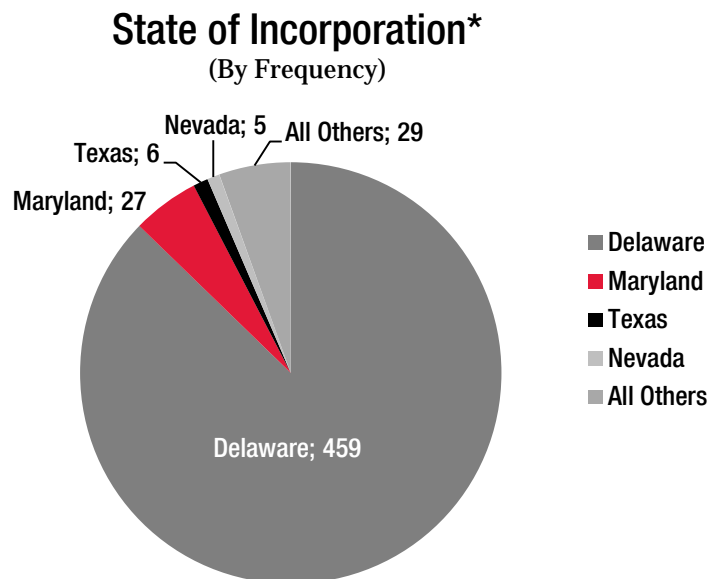


Figure 3: N=526.

* Excludes FPIs.

All of the Maryland-incorporated issuers were real estate investment trusts (“REITs”) because Maryland’s corporate law has specific accommodations for REITs.³

Controlled Companies

Both the NYSE and the Nasdaq define a “controlled company” as one in which more than 50% of the voting power is controlled by an individual, a group, or another company. Many private equity-backed and venture capital-backed IPO issuers choose to be considered controlled companies, at least for a period following their IPOs while the sponsors remain significant holders.

See Appendix E for additional information about controlled companies.

Controlled companies represented 16.9% of the 680 EGCs. The securities exchanges exempt controlled companies from certain requirements. To the extent “control” was relevant, we note that below.

³ For additional information, see our Frequently Asked Questions about Real Estate Investment Trusts http://www.mofo.com/files/Uploads/Images/FAQ_REIT.pdf and our Quick Guide to REIT IPOs <http://media.mofo.com/docs/pdf/Quick-Guide-to-REIT-IPOs>.

Frequency of Controlled Companies

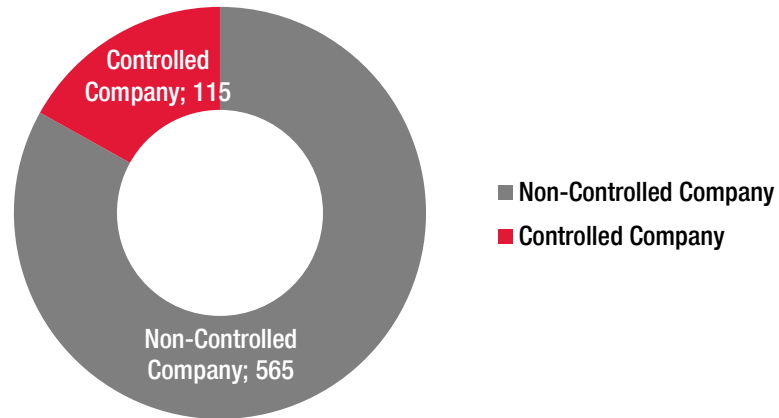


Figure 4: N=680.

Thirteen of the controlled companies were controlled by non-U.S. parents, two of which were Chinese entities. Of the 115 controlled companies, four disclosed that they were controlled by venture capital funds, 58 disclosed that they were controlled by private equity funds, and three were controlled by both.

Exchange Listing

Of the 680 EGCs, all but two were listed on markets within the Nasdaq Stock Market (“Nasdaq”) or the New York Stock Exchange (“NYSE”).⁴

The following table analyzes the markets within the NYSE, Nasdaq or other markets on which the EGCs listed their equity securities or on which their equity securities were quoted.

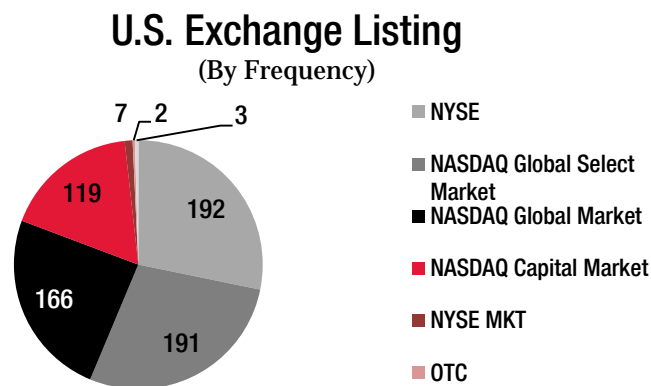


Figure 5: N=680.

⁴ See Appendix C for a summary of the NYSE and the Nasdaq quantitative listing requirements and Appendix D for a summary description of the differences between the listing requirements of these securities exchanges.

Industries

Of the 680 EGCs, based on SIC codes,⁵ 24.9% were pharmaceutical preparations companies, 8.1% were prepackaged software companies, 7.4% were “blank check” companies, and 5.3% were biological products companies.

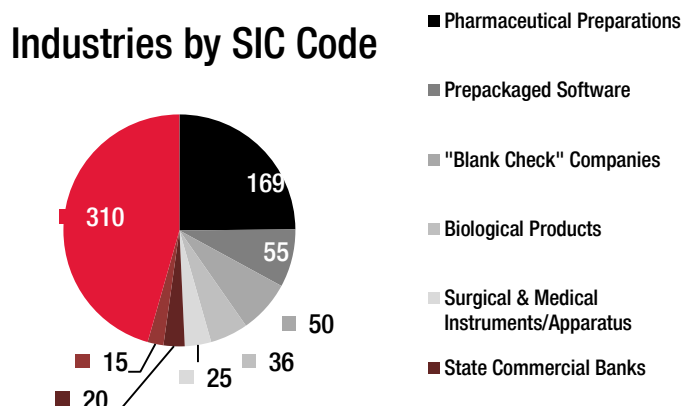


Figure 6: N=680.

Foreign Private Issuers

The largest percentage of FPI EGCs, 31.8%, were companies incorporated in the Cayman Islands. Approximately 6.5% were companies incorporated in Bermuda. These two jurisdictions are welcoming to foreign companies because they often offer favorable tax and other attributes unrelated to the underlying business operations of the issuer. Based on the sample surveyed, 30 of the 49 Cayman Islands issuers were based in China.

The next largest percentage of FPI EGCs, or 14.3%, were issuers incorporated in Israel, with their primary operations in Israel.

⁵ A registration statement filed with the SEC must identify the issuer's primary "Standard Industrial Classification," or SIC code, which is a four-digit number that classifies a company by its industry.

FPI Country of Incorporation (By Frequency)

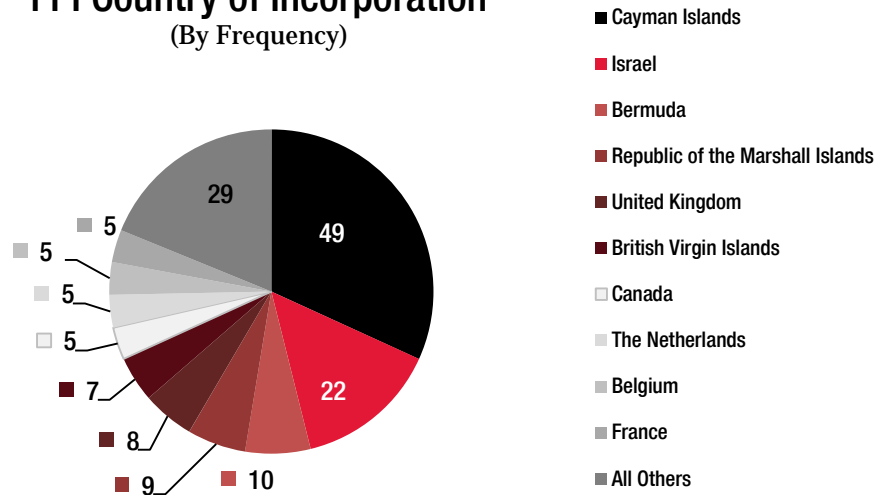


Figure 7: N=154.

FPIs may choose to issue and sell their shares directly or through American Depositary Shares or Receipts (“ADRs”).⁶ Of the 154 FPI EGC IPOs completed during the period, 61.0% issued common or ordinary shares directly to investors in the IPO, and the balance issued ADRs in their IPOs. Of the 59 FPIs that issued ADRs, 29 of the issuers were incorporated in the Cayman Islands. Approximately 26.0% of the FPI EGCs had securities that were listed on both a foreign exchange as well as a U.S. exchange.

Securities Issued by FPIs (By Frequency)

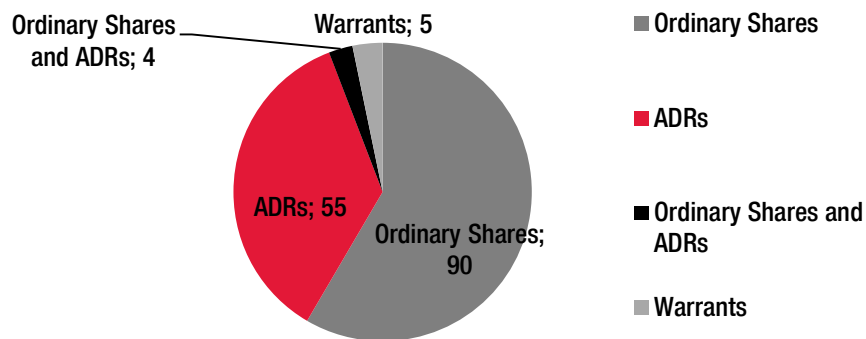


Figure 8: N=154.

⁶ An ADR is a negotiable instrument issued by a U.S. depository bank that represents an ownership interest in a specified number of securities that have been deposited with a custodian, typically in the issuer’s home country. ADRs can represent one or more shares or a fraction of a share.

ADR Issuers (By Country of Incorporation)

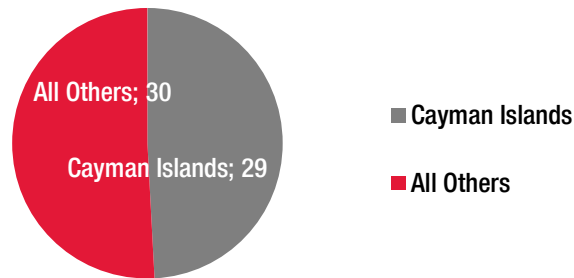


Figure 9: N=59.

FPI Dual-Listing by Exchange (By Frequency)

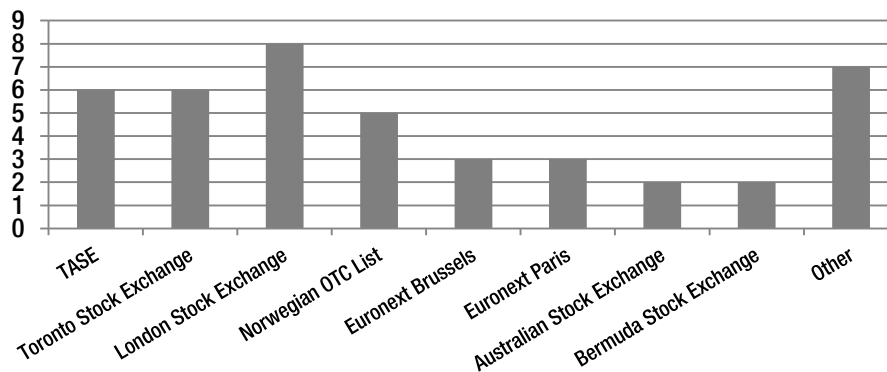


Figure 10: N=42.*

* Two companies' securities were listed on two foreign exchanges.

The U.S. securities laws permit FPIs to choose to follow U.S. or their own home country governance principles for most matters, although there are specific U.S. requirements relating to audit committees that all FPIs must satisfy. Among other exemptions available to FPIs, FPIs do not have to comply with U.S. proxy rules or ownership reporting pursuant to Sections 14 and 16, respectively, of the U.S. Securities Exchange Act of 1934, as amended (the “Exchange Act”).

Of the 154 FPI EGCs that completed IPOs during the period, 94.8% chose to follow home country governance principles.

Board Size and Elections

Size of Board

The size of the boards of directors ranged from two to 15 members. The number of directors also grew from first filing to closing of the IPO – from an average of 6.22 at first filing to 6.69 at pricing to 7.13 at the consummation of the IPO. The growth of the board of directors over time probably reflects the liability and perhaps even reputational concerns that independent directors may have about joining a board of directors before an IPO is consummated.

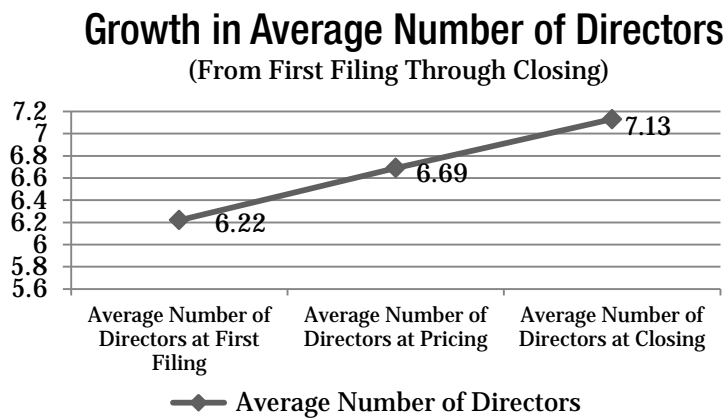


Figure 11: N=680.

Staggered Board

Over 69.9% of the issuers (based on 671 companies for which data was available) had a staggered or classified board of directors. That is in sharp contrast to the trend in Fortune 500® companies to eliminate staggered boards of directors in response to shareholder activism and concerns that classified boards entrench management and are a potent anti-takeover device.

Triennial Director Elections Versus Annual Director Elections (By Frequency)

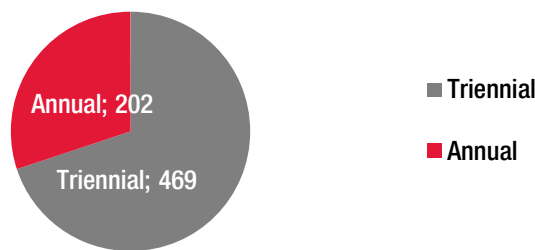


Figure 12: N=671.

Changes to Board Size

Approximately 91.9% of the issuers provided authority for the board to change its size, and 8.1% did not.⁷

Authority to Change Board Size (By Frequency)

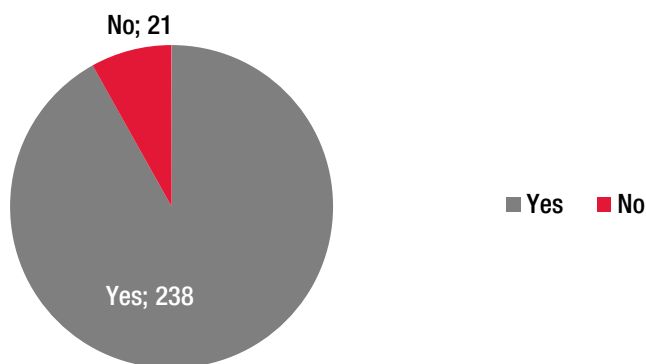


Figure 13: N=259.

Board Vacancies

Approximately 95.8% of the issuers provided authority for the board to fill director vacancies, and 4.2% did not.⁸

Authority to Fill Director Vacancies (By Frequency)

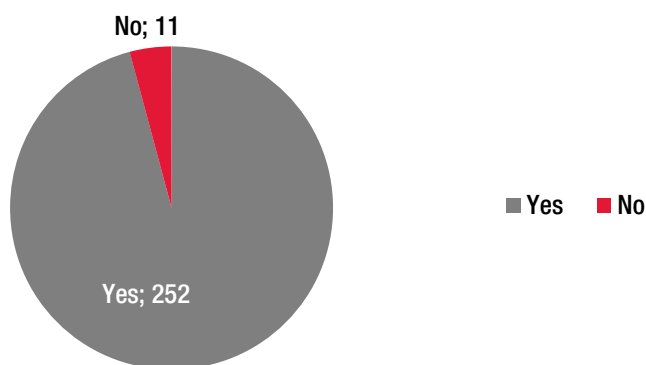


Figure 14: N=263.

⁷ Data presented for the period from January 1, 2015, through December 31, 2016, during which there were 266 EGC IPOs. Data was not available for seven companies.

⁸ Data presented for the period from January 1, 2015, through December 31, 2016, during which there were 266 EGC IPOs. Data was not available for three companies.

Removal for Cause

Approximately 68.2% of the issuers provided that their directors could be removed only for “cause” (based on 647 companies for which data was available). Nearly 84.8% of the issuers gave the board the authority to fill vacancies and change the number of directors.

Advance Notice Provisions

Nearly 87.8% of the issuers had “advance notice” bylaw provisions that require shareholders to follow specific procedures and timelines in order to nominate potential board members.⁹

In order to provide for an orderly shareholder meeting, a corporation often designates in advance certain procedures to be followed for shareholders to initiate business and specify matters that are appropriate for consideration at the meeting. The procedures typically specify advance notice of intent to bring business before the annual meeting and the contents of the notice. Any business attempted to be brought for consideration at the annual meeting other than in compliance with the advance notice procedures would not be acted upon.

Advance Notice Provisions in Bylaws (By Frequency)

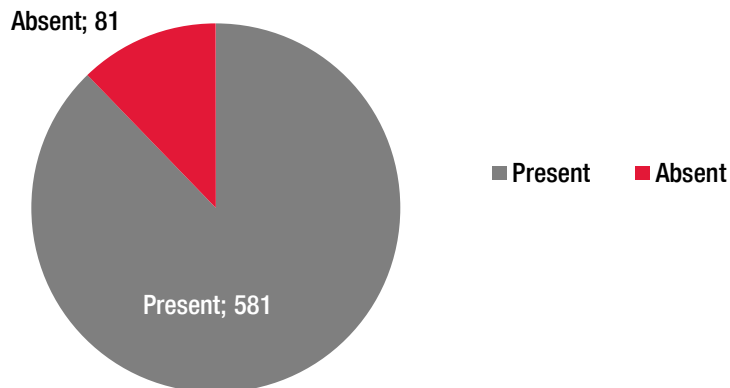


Figure 15: N=662.

Type of Voting

Approximately 65.5% of the issuers required a majority vote in order to elect directors in an uncontested election, consistent with the general market trend towards majority voting.¹⁰

⁹ Data was not available for 18 companies.

¹⁰ One Cayman Islands company disclosed that it is not required to hold general or annual shareholder meetings to

Type of Voting for Director Elections (By Frequency)

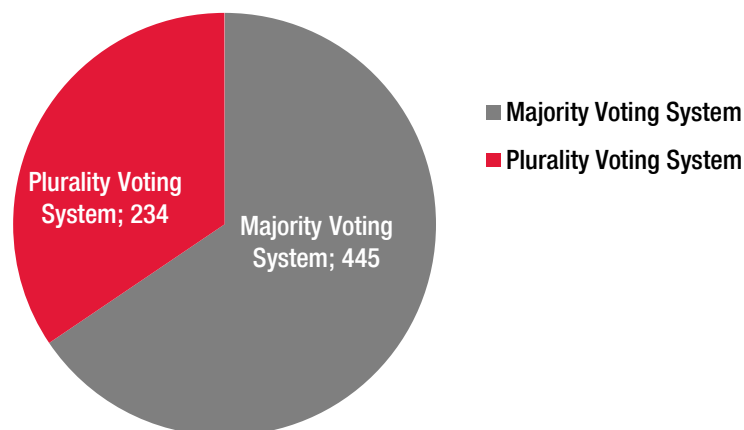


Figure 16: N=679.

Proxy Access

Proxy access generally provides shareholders that meet certain requirements (such as minimum stock ownership thresholds) the opportunity to nominate directors to a company's board and include those nominees in the company's proxy materials without going through a typical proxy contest. In August 2010, the SEC adopted a proxy access rule pursuant to the Dodd-Frank Act, which was later vacated by the U.S. Court of Appeals for the District of Columbia in July 2011. However, over the past several years the 3%/3-year ownership thresholds (which would have applied under the SEC's proxy access rule) have become the unofficial standards by which proxy access threshold provisions (and subsequently, proxy access proposals) are typically evaluated.

Approximately 77.1% of the issuers had proxy access for director elections, and 22.9% did not.¹¹

elect directors.

¹¹ Data presented for the period from January 1, 2015, through December 31, 2016, during which there were 266 EGC IPOs.

Frequency of Proxy Access

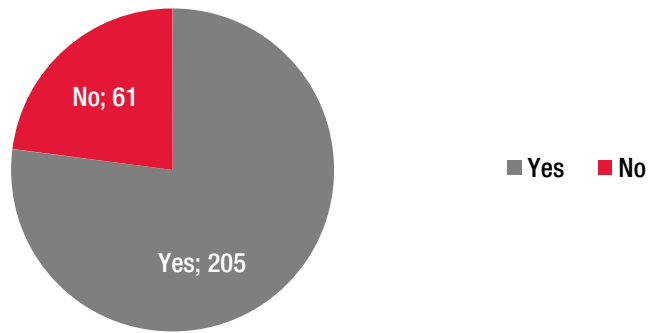


Figure 17: N=266.

Separation of CEO and Board Chair Roles

Based on 657 companies for which data was available, 61.5% separated the positions of chief executive officer and board chair.

Companies that do not separate the positions of chief executive officer and board chair must appoint an independent director to the position of lead director and the SEC requires companies to disclose the designation of a lead independent director. Of the 253 companies that did not separate the roles, 32.4% designated a lead independent director.

Frequency of Separation

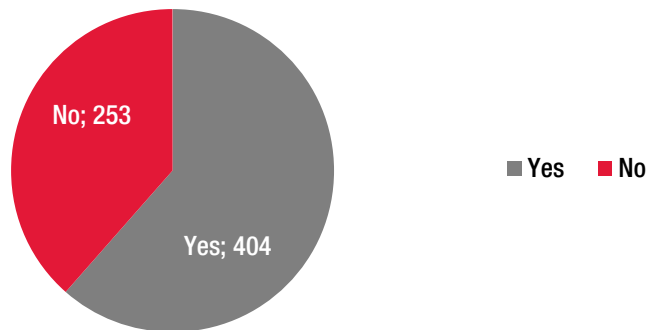


Figure 18: N=657.

Designated Lead Independent Director (By Frequency)

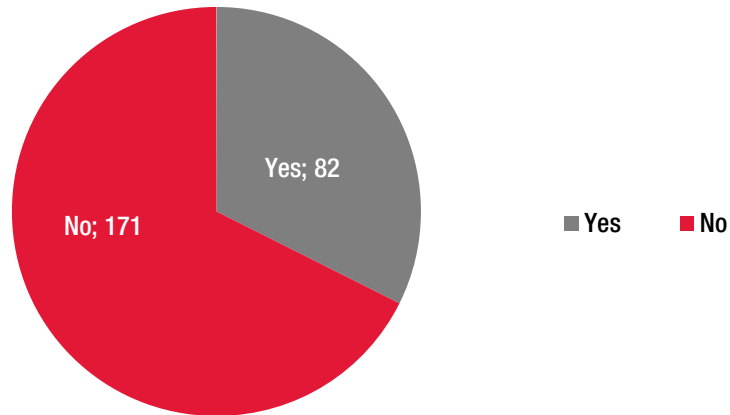


Figure 19: N=253.

Board Committees and Corporate Governance

The three standard committees — audit, compensation, and nominating and governance — were typically established prior to or upon consummation of the IPO. Audit committees are nearly universal at 99.9% (one Japanese company had a “board of statutory auditors”). Upon completion of the IPO, 86.3% of the 680 EGCs had a nominating and governance committee, and 95.9% had a compensation committee.

Types of Board Committees (By Frequency)

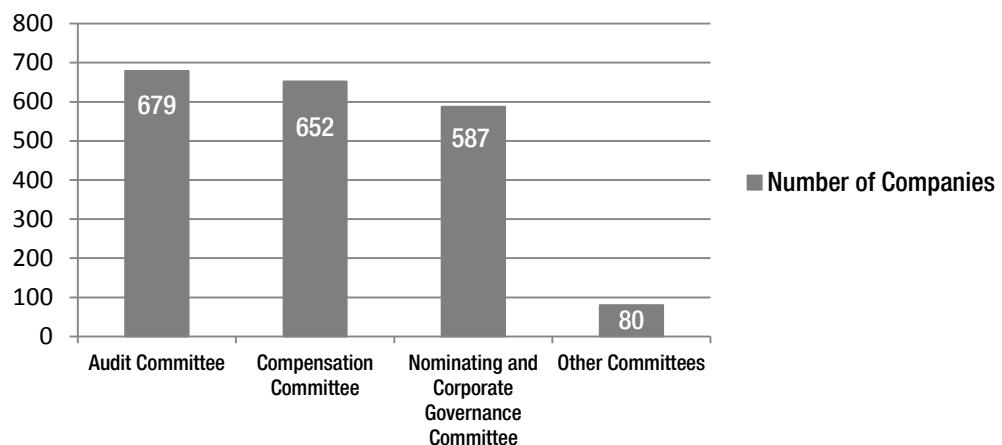


Figure 20: N=680.

Approximately 11.8% of the issuers also identified additional committees in their filings although there are no specific disclosure obligations relating to such committees. The filings reference a range of other committees, including strategic planning, various risk- and compliance-related, executive, finance and investment, conflicts, human resources, M&A, technology, and quality and innovation committees.

Independent Directors on Committees

Upon consummation of the IPO, approximately 67.9% of the companies had appointed all independent directors to the three standard committees, and 32.1% did not.¹²

All Independent Directors on Committees upon Completion of IPO
(By Frequency)

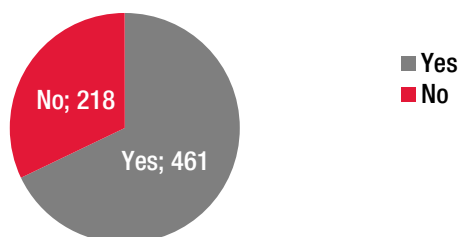


Figure 21: N=679.

“Phase-In” Provisions

Of the 218 companies that did not have all independent directors on the three standard committees, 70.6% relied on the permitted “phase-in” provisions of the applicable securities exchange, and 29.4% did not.¹³

Reliance on "Phase-in" Provisions
(By Frequency)

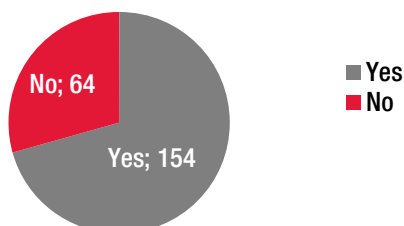


Figure 22: N=218.

¹² One company did not disclose information about the independence of members of board committees.

¹³ The balance of companies that did not have all independent directors on committees upon completion of the IPO were either FPIs relying on home corporate governance standards or controlled companies.

Financial Experts

Of the 680 EGCs, 93.5% had a “financial expert” on the audit committee by pricing.

"Financial Expert" on Audit Committee at Pricing
(By Frequency)

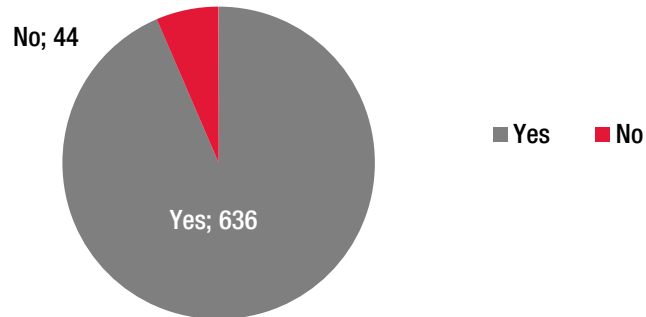


Figure 23: N=680.

Code of Ethics

By consummation of the IPO, 88.1% of the companies we reviewed disclosed their code of ethics and/or code of business conduct, and 11.8% did not.¹⁴

Code of Ethics and/or Business Conduct Disclosed
(By Frequency)

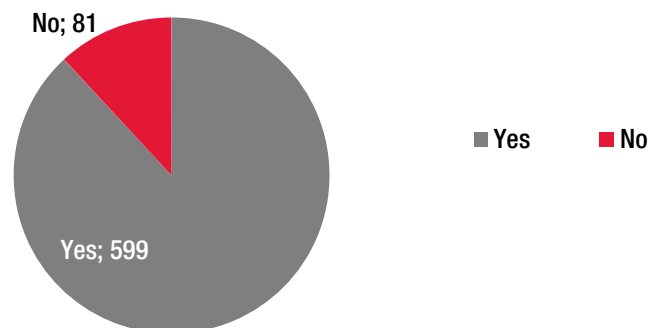


Figure 24: N=680.

¹⁴ See Appendix D for a summary of differences between the NYSE and the Nasdaq listing requirements, including differences in requirements for a code of ethics and/or a code of business conduct.

Board Composition

Independent Directors

At or immediately following IPO pricing, 85.0% of the non-controlled company issuers (based on 676 companies for which data was available) had a majority of independent directors.¹⁵ The average number of non-independent directors was 2.2 (based on 676 companies for which data was available). Interestingly, only 9.1% of the 680 issuers had the chief financial officer as a member of the board of directors.

Gender Diversity

Women made up on average approximately 9.1% of the board membership of EGCs that we reviewed,¹⁶ a little more than half of the overall 16% female board membership of S&P 1500 companies in 2014, as noted in the December 2015 U.S. Government Accountability Office (“GAO”) report on the gender diversity of corporate boards.¹⁷ The GAO report indicated that small cap companies, such as EGCs, have the lowest representation of women on corporate boards, with a 12% representation rate for S&P SmallCap 600 companies (with an adjusted market capitalization of \$400 million to \$1.8 billion).

Limitations on Board Tenure

Nine companies, or approximately 3.4%, had limitations on board tenure, and 96.6% did not.¹⁸ Seven of these companies are Israeli companies following the Israeli Companies Law, which limits board tenure to three years. The other two companies were Dutch companies following the Dutch Corporate Governance Code, which limited supervisory board tenure to no more than 12 years.

Board Tenure Limitations

(By Frequency)

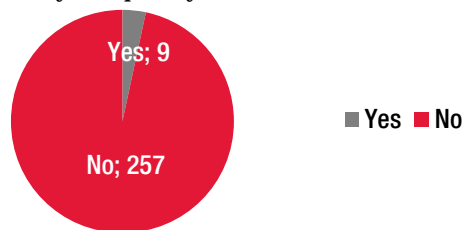


Figure 25: N=266.

¹⁵ Generally, the NYSE and the Nasdaq standards for director independence are similar. See Appendix D for a summary of differences between the NYSE and the Nasdaq listing requirements.

¹⁶ Data presented for the period from January 1, 2015, through December 31, 2016, during which there were 266 EGC IPOs.

¹⁷ A copy of the GAO report is available at <http://www.gao.gov/assets/680/674008.pdf>. The GAO has not issued any updated statistics at this time.

¹⁸ Data presented for the period from January 1, 2015, through December 31, 2016, during which there 266 EGC IPOs.

Limitations on Board Memberships

Only eight companies, or approximately 3.0%, imposed limits on the number of boards on which directors can serve.¹⁹ Seven of these companies are Israeli companies following the Israeli Companies Law, which prohibits a director of one company from being appointed as an external director of another company if such director is acting as an external director of the first company at such time. The eighth company did not permit any directors to serve on the board of any competitor in its industry.

Board Membership Limitations

(By Frequency)

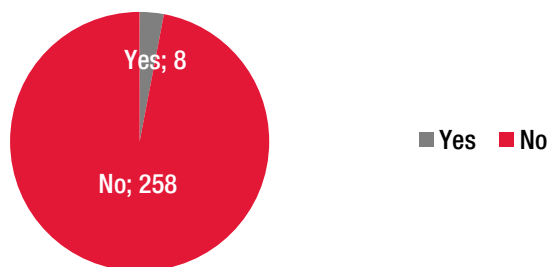


Figure 26: N=266.

Mandatory Retirement Age

Approximately 2.3% of issuers had a mandatory retirement age for directors and 97.7% did not.²⁰ The mandatory retirement age ranged from 70 to 75 years of age. Additionally, all but one of these six companies was an FPI.

Mandatory Retirement Age for Directors

(By Frequency)

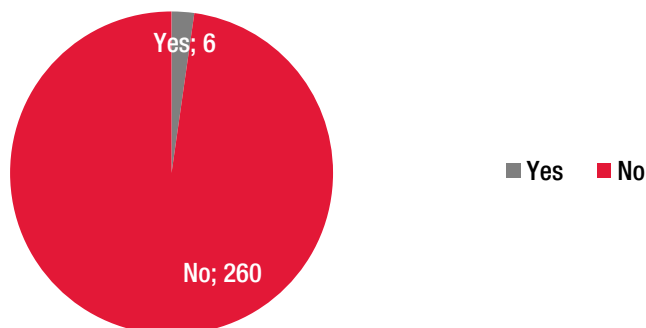


Figure 27: N=266.

¹⁹ Data presented for the period from January 1, 2015, through December 31, 2016, during which there 266 EGC IPOs.

²⁰ Data presented for the period from January 1, 2015, through December 31, 2016, during which there 266 EGC IPOs.

Minimum Equity Ownership

None of the issuers had a minimum equity ownership requirement for directors and officers.²¹

Board Compensation and Indemnification

490 of the 680 companies, or 72.1%, provided for cash compensation to be paid to board members. 37 of the 680 companies indicated that they had not yet determined the compensation package for board members, and 153 of the 680 companies indicated that they did not provide for cash compensation to be paid to board members.

Approximately 60.4% of the 490 companies that provided for cash compensation to be paid to board members also provided for supplemental cash compensation to be paid to board members for membership on committees or attendance at board or committee meetings.

Approximately 75.3% of the 490 companies that provided for cash compensation to be paid to board members also provided for supplemental cash compensation for committee chairs.

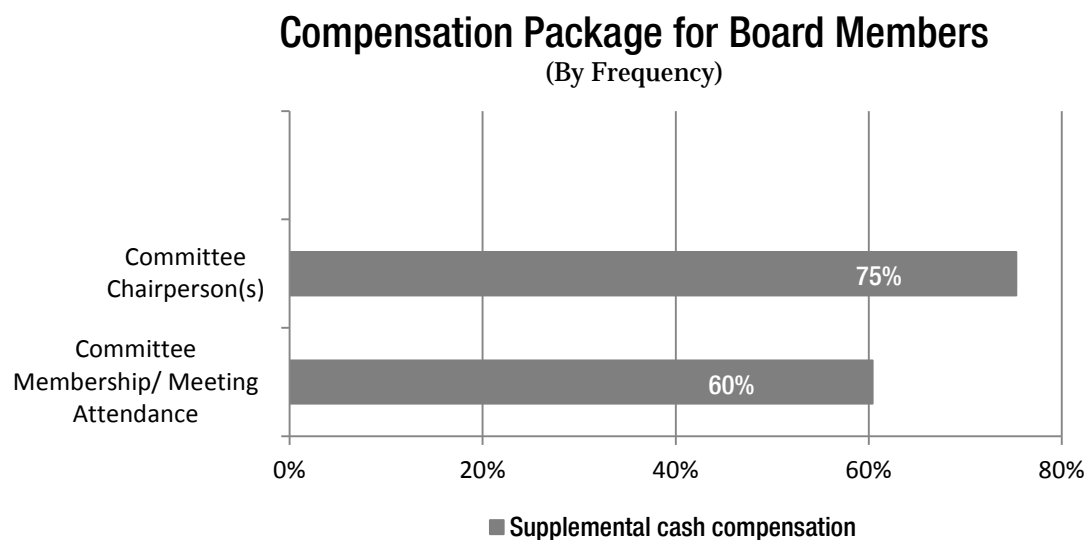


Figure 28: N=490.

Stock-based compensation consists of options, restricted stock and restricted stock units. Approximately 12.0% of the issuers (based on 609 companies for which data was available) reported providing stock-based compensation. The companies providing each type of stock-based compensation were roughly equal – 45.5% provided for options, 32.2% provided for restricted stock and 34.7% provided for restricted stock units.

There were 464 companies that reported some form of stock-based compensation for directors, with approximately 71 companies reporting that they had not yet determined specific stock-based

²¹ Data presented for the period from January 1, 2015, through December 31, 2016, during which there 266 EGC IPOs.

compensation awards. Approximately 11.0% of the companies provided additional stock-based compensation to directors serving on committees, with 5.3% of the companies providing additional compensation to directors serving as committee chairs.

Approximately 85.0% of issuers stated they entered or would enter into separate indemnification agreements for directors and officers, and 15.0% did not.²²

Separate Indemnification Agreements

(By Frequency)

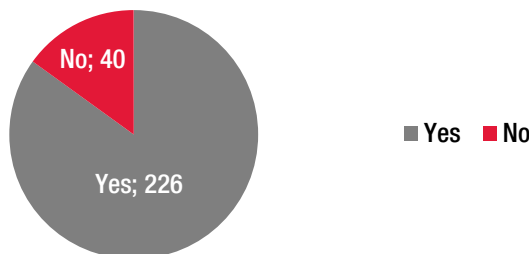


Figure 29: N=266.

Compensation of Officers

Clawback Policies

Clawback policies require executive officers to pay back incentive-based compensation that they were awarded erroneously. In July 2015, the SEC proposed a new rule pursuant to which listed companies would be required to develop and enforce recovery policies that, in the event of an accounting restatement, “claw back” from current and former executive officers incentive-based compensation they would not have received based on the restatement. Recovery would be required without regard to fault. The proposed rule requires disclosure of listed companies’ recovery policies and their actions under those policies. The SEC has not yet adopted a final rule regarding clawback policies.

Approximately 10.5% of issuers had clawback policies for executive officers, and 89.5% did not.²³

²² Data presented for the period from January 1, 2015, through December 31, 2016, during which there were 266 EGC IPOs.

²³ Data presented for the period from January 1, 2015, through December 31, 2016, during which there were 266 EGC IPOs.

Clawback Policies for Executive Officers (By Frequency)

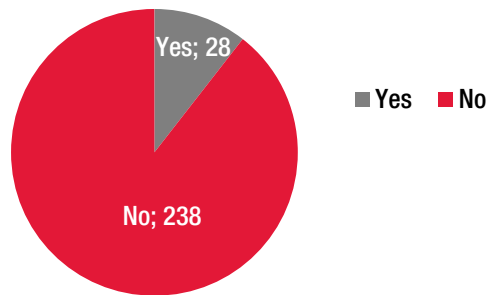


Figure 30: N=266.

Use of Compensation Consultants

The SEC requires a listed company to disclose in its proxy statement the role of any compensation consultants in determining or recommending the amount or form of executive and director compensation, identify such consultants, state whether such consultants are engaged directly by the compensation committee (or persons performing the equivalent functions) or any other person, and describe the nature and scope of their assignment and the material elements of the instructions or directions given to the consultants with respect to the performance of their duties under the engagement. Provisions (and, subsequently, proxy access proposals) are typically evaluated.

35 companies, or 13.2%, disclosed the use of compensation consultants, and all but two of the companies disclosed the name of their compensation consultants in their IPO prospectuses.²⁴

Disclosure of Use of Compensation Consultants (By Frequency)

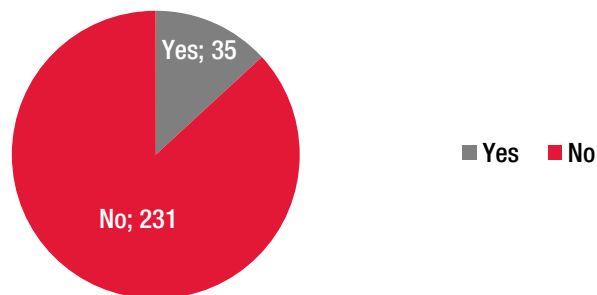


Figure 31: N=266.

²⁴ Data presented for the period from January 1, 2015, through December 31, 2016, during which there were 266 EGC IPOs.

Employment Agreements

Approximately 77.1% of issuers adopted one or more employment or similar agreements for their executive officers, and 22.9% did not.²⁵

Employment Agreements for Executive Officers (By Frequency)

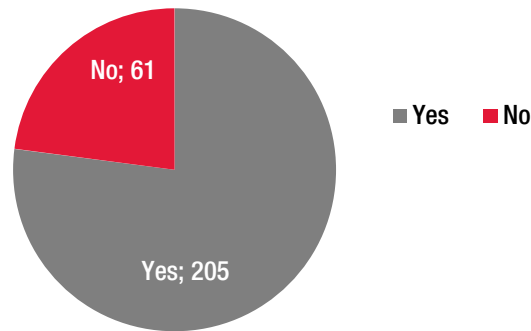


Figure 32: N=266.

Equity Compensation Plans

Approximately 70.3% of issuers adopted a new equity compensation plan, and 29.7% did not.²⁶ Of those EGCs that adopted a new equity compensation plan, 56.1% included an evergreen provision, 35.8% included a clawback provision, 36.9% permitted option or stock appreciation rights (“SAR”) repricing without shareholder approval, and 1.1% included a stock ownership or retention requirement.

Adoption of New Equity Compensation Plans (By Frequency)

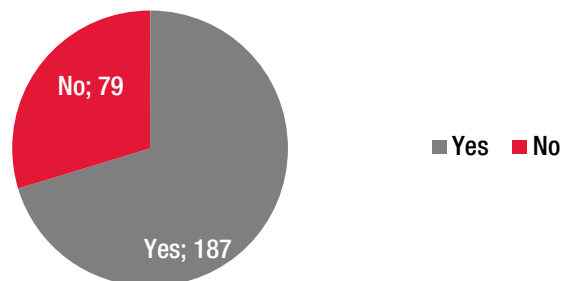


Figure 33: N=266.

²⁵ Data presented for the period from January 1, 2015, through December 31, 2016, during which there were 266 EGC IPOs.

²⁶ Data presented for the period from January 1, 2015, through December 31, 2016, during which there were 266 EGC IPOs.

A majority of issuers (77.1%) had outstanding equity compensation awards at the time of the IPO.²⁷ We reviewed the number of outstanding awards at the time of the IPO as a percentage of the fully diluted number of common shares post-IPO. Of the 205 EGCs with outstanding equity compensation awards, 27.3% had outstanding awards of less than 5%, 27.8% had outstanding awards between 5% and 10%, 22.9% had outstanding awards between 10% and 15%, 9.8% had outstanding awards between 15% and 20%, 9.8% had outstanding awards between 20% and 50%, and 2.4% had outstanding awards over 50%.

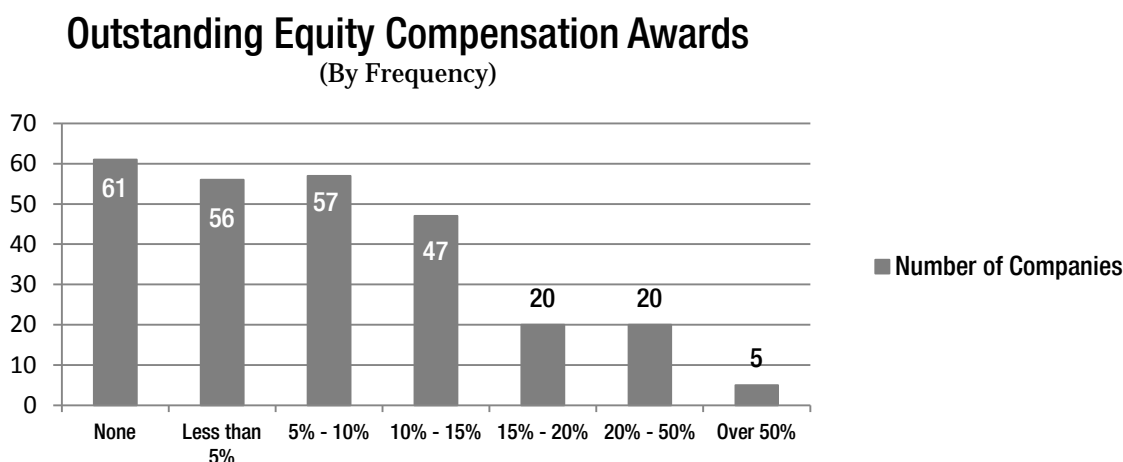


Figure 34: N=266.

We also reviewed the number of shares reserved for issuance under the new equity compensation plan adopted as a percentage of the fully diluted number of common shares post-IPO. Of the 179 EGCs that reserved shares for issuance under the new equity compensation plan adopted,²⁸ 21.8% had shares reserved for issuance of less than 5%, 39.7% had shares reserved for issuance between 5% and 10%, 26.8% had shares reserved for issuance between 10% and 15%, 8.9% had shares reserved for issuance between 15% and 20%, 2.2% had shares reserved for issuance between 20% and 50%, and 0.6% had shares reserved for issuance over 50%. Additionally, three of the 187 companies that adopted a new equity compensation plan had no shares reserved for issuance under such plans.

²⁷ Data presented for the period from January 1, 2015, through December 31, 2016, during which there were 266 EGC IPOs.

²⁸ Data presented for the period from January 1, 2015, through December 31, 2016, during which there were 266 EGC IPOs.

Shares Reserved for Issuance Under New Equity Compensation Plan (By Frequency)

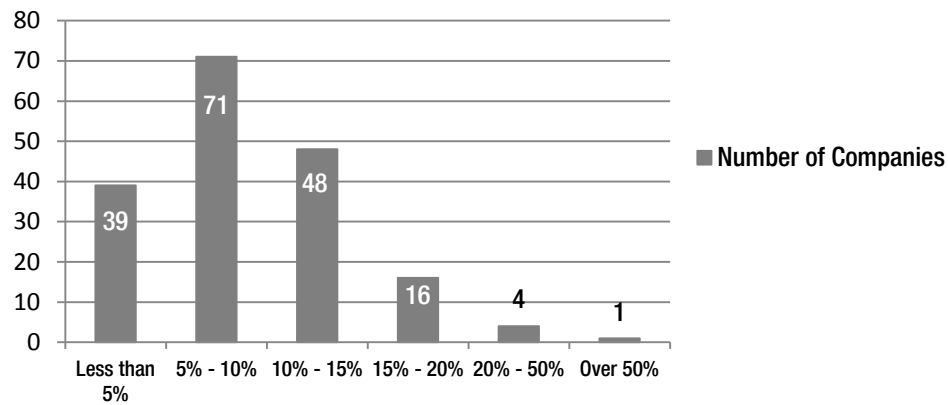


Figure 35: N=179.

In addition, we reviewed the number of outstanding awards at the time of the IPO, combined with the number of shares reserved for issuance under the new equity compensation plan adopted, as a percentage of the fully diluted number of common shares post-IPO. Of the 266 EGCs,²⁹ 23.7% had outstanding awards of less than 5%, 14.3% had outstanding awards between 5% and 10%, 19.2% had outstanding awards between 10% and 15%, 15.4% had outstanding awards between 15% and 20%, 24.8% had outstanding awards between 20% and 50%, and 2.6% had outstanding awards over 50%. 42 of the 266 companies, or 15.8%, had neither any outstanding equity compensation awards nor any shares reserved for issuance under a new equity compensation plan adopted.

Outstanding Equity Compensation Awards (Combined with Shares Reserved) (By Frequency)

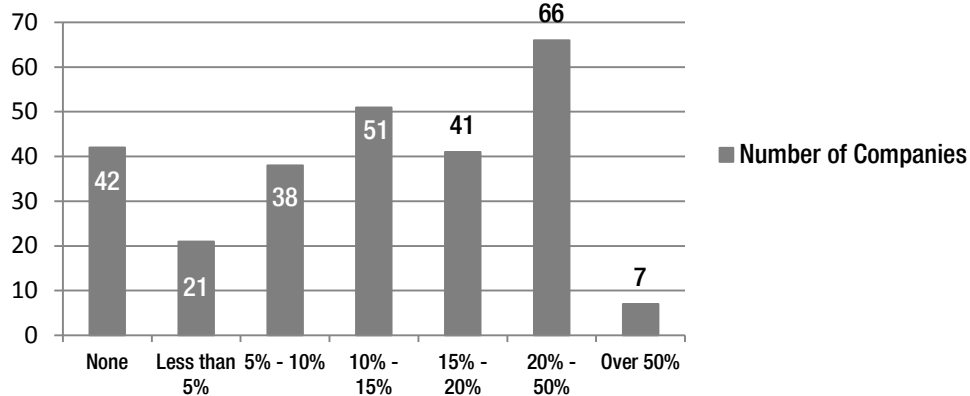


Figure 36: N=266.

²⁹ Data presented for the period from January 1, 2015, through December 31, 2016, during which there were 266 EGC IPOs.

Relationship with Shareholders

In addition to the majority voting provision for uncontested director elections, the EGC filings we reviewed disclosed other provisions relating to the relationships between the EGCs and their shareholders.

Exclusive Forum Provisions

Nearly three-quarters (71.9%) of the issuers had super-majority voting requirements for certain actions and transactions. Approximately 39.4% of the issuers permitted shareholders to take action by written consent (based on 676 companies for which data was available). Less than one-third (28.5%) permitted shareholders to call special meetings of shareholders with the percentage required to call the meeting varying from 5% to 51%. Last, in light of case law upholding exclusive forum provisions for litigation by shareholders if the requirement is effective before the acquisition of shares,³⁰ approximately 42.7% of the issuers included exclusive forum provisions in their bylaws.

Exclusive Forum Provision in Bylaws
(By Frequency)

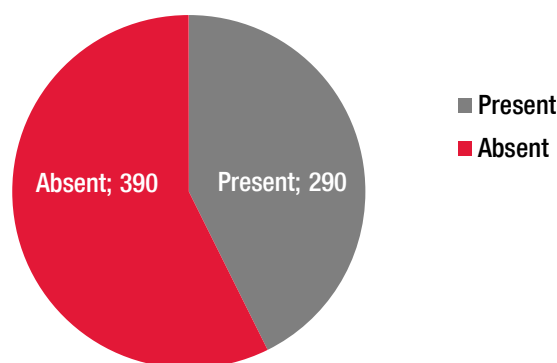


Figure 37: N=680.

Dual Classes of Stock

One hundred eighteen of the EGCs we reviewed had dual classes of common stock, including 12 issuers that had more than two classes of common stock. The primary reason for dual classes appears to be as a means for insiders to maintain control. In dual class structures, the classes differed only by the number of votes per share, although in some cases a class might not be entitled to certain economic benefits, such as dividend payments. Thirty-four of the 118 dual-class EGCs were FPIs.

³⁰ *Boilermakers Local 154 Retirement Fund v. Chevron Corp.*, No. 7220-CS (Del. Ch. June 25, 2013).

Anti-Takeover Protections

Shareholder Rights Plans

A typical shareholder rights plan, or poison pill, grants the existing shareholders of a company (other than a hostile acquiror) the right to acquire a large number of newly issued shares of the company (and of the acquiror if the target company is not the surviving entity in the transaction) at a significant discount to fair market value, if the acquiror becomes an owner of more than a preset amount (typically 10-20%) of the target company's stock without prior board approval. If "blank check" preferred stock can be issued by a company, a shareholder rights plan can usually be adopted at a later time rather than at the IPO.

Approximately 89.8% of issuers had a shareholder rights plan, and 10.2% did not.³¹

Shareholder Rights Plans (By Frequency)

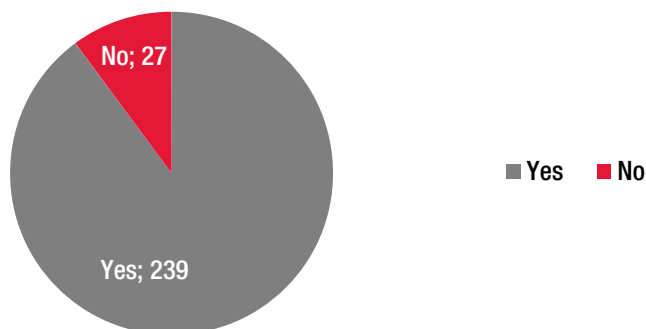


Figure 38: N=266.

Blank Check Preferred Stock

Five hundred and five of the EGCs we reviewed, or approximately 74.3%, had the authority to issue "blank check" preferred stock, which may be issued with super voting, special approval, dividend or other rights or preferences without a shareholder vote. "Blank check" preferred stock often is used as a protective measure in the context of a hostile take-over attempt by permitting the adoption of a shareholder rights plan at that time.

Section 203 of the Delaware General Corporation Law

Section 203 of the Delaware General Corporation Law ("Section 203") prohibits a Delaware corporation from engaging in a business combination with an "interested stockholder" for a period of three years after the date of the transaction in which the person became an interested stockholder.

³¹ Data presented for the period from January 1, 2015, through December 31, 2016, during which there were 266 EGC IPOs.

The term “business combination” is broadly defined to include mergers, consolidations, sales and other dispositions of assets having an aggregate market value equal to 10% or more of the consolidated assets of the corporation and other specified transactions resulting in financial benefits to the interested stockholder. Under Section 203, an interested stockholder generally is defined as a person who, together with affiliates and associates, owns (or within the three prior years did own) 15% or more of the corporation’s outstanding voting stock.

Of the 195 EGCs that were not FPIs,³² 73.8% included Section 203 disclosure that they were subject to Section 203 in their IPO prospectuses, and 26.2% did not.

DGCL Section 203 Disclosure (By Frequency)

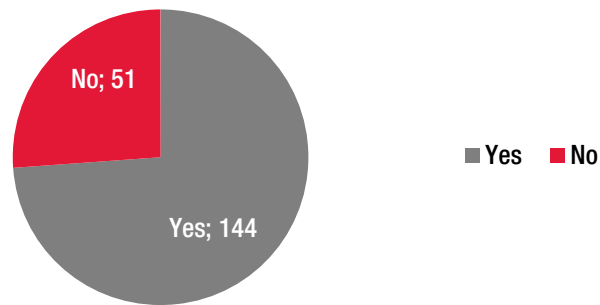


Figure 39: N=195.

³² Data presented for the period from January 1, 2015, through December 31, 2016, during which there were 266 EGC IPOs.

PART II

Aggregated Data for Year Ended December 31, 2016

The following section of this review looks only at the class of 2016 EGC IPOs on a standalone basis. Based on the companies reviewed, here are our key findings:

- 77.4% of non-controlled companies had a majority of independent directors at IPO pricing
- 65.0% had staggered or classified boards
- 58.0% separated the chief executive officer and board chair positions
- 67.0% had all independent directors on the key audit, compensation, and nominating and corporate governance committees upon completion of the IPO
- 96.0% had a “financial expert” on the audit committee at IPO pricing
- 59.0% had “exclusive forum” provisions in bylaws
- 63.0% had “super majority” shareholder voting provisions
- 19.0% allowed shareholders to take action by written consent under specified conditions
- 76.0% allowed for proxy access
- 15.0% had clawback policies for executive officers

Below we discuss the observed trends in more detail and provide resources intended to assist companies planning their IPOs.

The Filers

We identified the IPOs of 117 issuers in the period from January 1, 2016 through December 31, 2016, of which 16, or 13.7%, were not EGCs and reviewed 100 EGC IPO filings.³³ See Appendix A for a list of the EGC IPOs we reviewed and Appendix B for a summary of the benefits enjoyed by EGCs under the JOBS Act.

EGC Versus Non-EGC IPO Filings
(By Frequency)

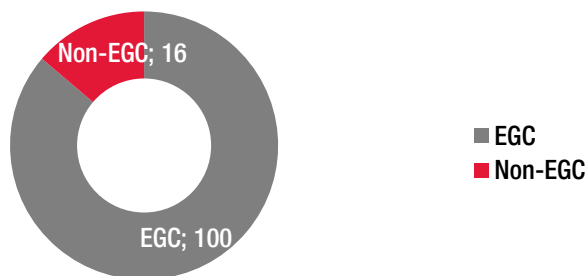


Figure 40: N=116.

³³ We did not review any EGCs that were BDCs, and we also excluded one MLP IPO.

Domestic Versus Foreign

Of the 100 EGCs, 26 were FPIs.

Domestic Issuers Versus FPIs (By Frequency)

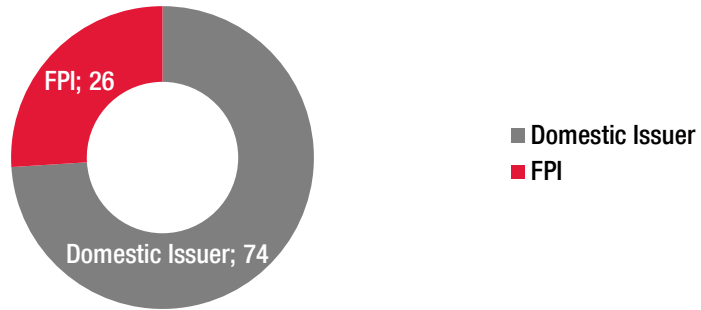


Figure 41: N=100.

State of Incorporation

Of the 74 domestic companies, 91.9% were incorporated in Delaware, followed by Nevada (2.7%) and Tennessee (2.7%).

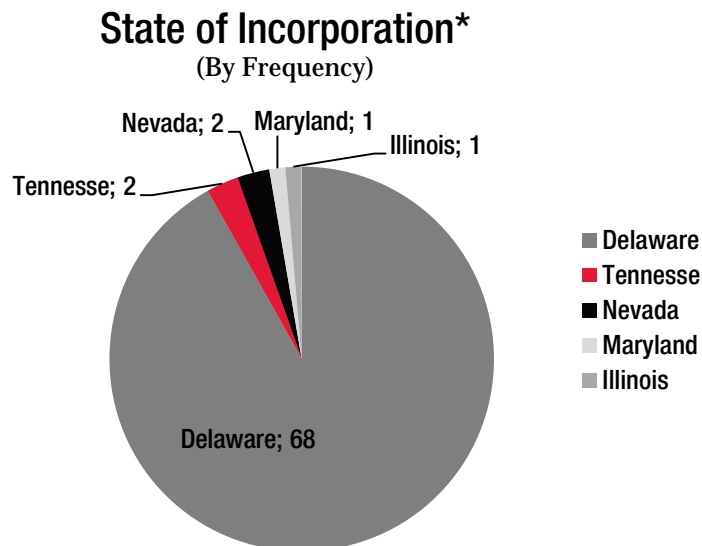


Figure 42: N=74.

* Excludes FPIs.

Controlled Companies

Controlled companies represented 16.0% of the 100 EGCs.

Frequency of Controlled Companies

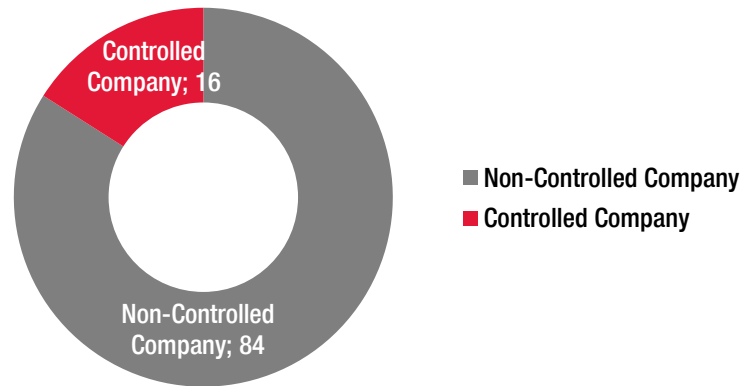


Figure 43: N=100.

Three of the controlled companies were controlled by non-U.S. parents. Of the 16 controlled companies, six disclosed that they were controlled by private equity funds and one disclosed that it was controlled by both a private equity fund and a venture capital fund.

Exchange Listing

Of the 100 EGCs, all listed on markets within the Nasdaq or the NYSE.

The following table analyzes the markets within the NYSE and the Nasdaq or other markets on which the EGCs listed their equity securities or on which their equity securities were quoted.

U.S. Exchange Listing

(By Frequency)

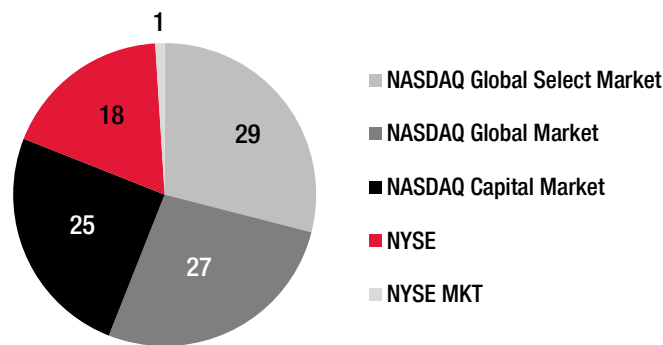


Figure 44: N=100.

Industries

Of the 100 EGCs, based on SIC codes, 23.0% were pharmaceutical companies, 8.0% were software companies, 7.0% were biological products companies, and 13.0% were “blank check” companies.

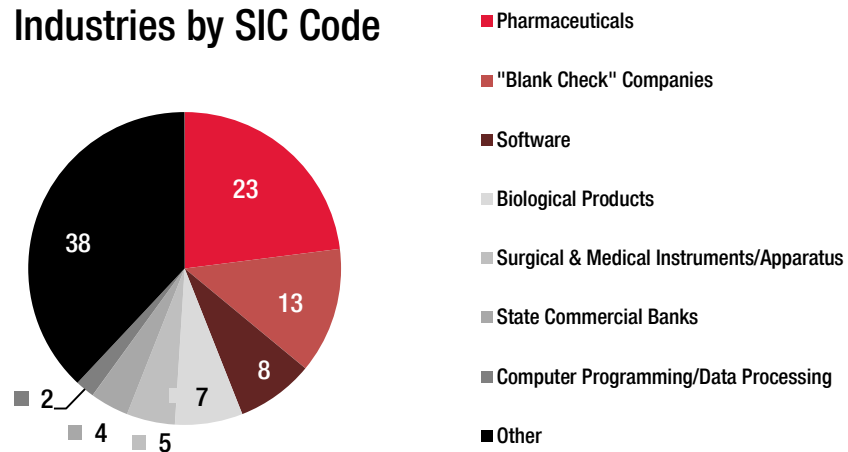


Figure 45: N=100.

Foreign Private Issuers

The largest percentage of FPI EGCs, or 46.2%, were companies incorporated in the Cayman Islands. Based on the sample surveyed, seven of the 12 Cayman Islands issuers were based in China. The next largest percentages were incorporated in Bermuda, The Netherlands, the Republic of the Marshall Islands and Switzerland at 7.7% each.

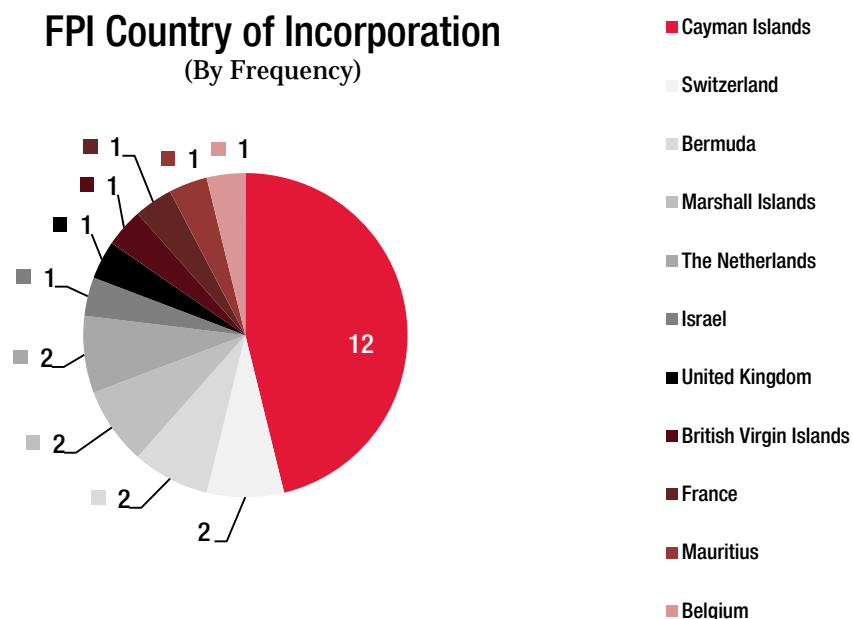


Figure 46: N=26.

Of the 26 FPI EGCs, 42.3% issued common or ordinary shares directly to investors in the IPO, 42.3% issued ADRs, 3.8% issued both common or ordinary shares and ADRs, and 11.5% issued other types of securities such as warrants. Of the 12 FPIs that issued ADRs, seven were incorporated in the Cayman Islands. Approximately 12.0% of the FPI EGCs were listed on both a foreign exchange as well as a U.S. exchange. Of the 12 FPI EGCs that issued ADRs, two were listed on the Nasdaq Capital Market, two were listed on the Nasdaq Global Market, six were listed on the Nasdaq Global Select Market and two were listed on the NYSE.

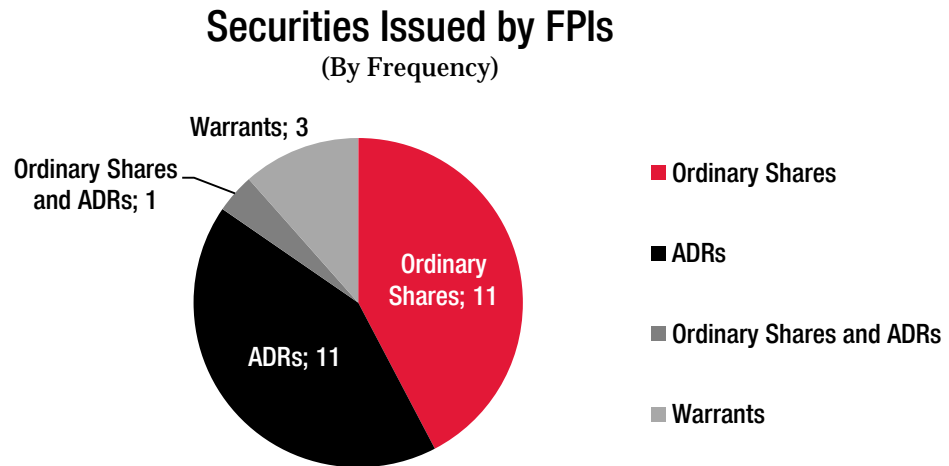


Figure 47: N=26.

ADR Issuers (By Country of Incorporation)

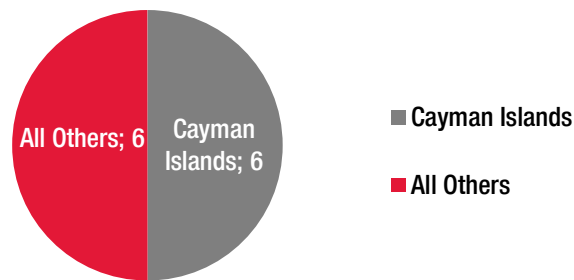


Figure 48: N=12.

FPI Dual-Listing by Exchange (By Frequency)

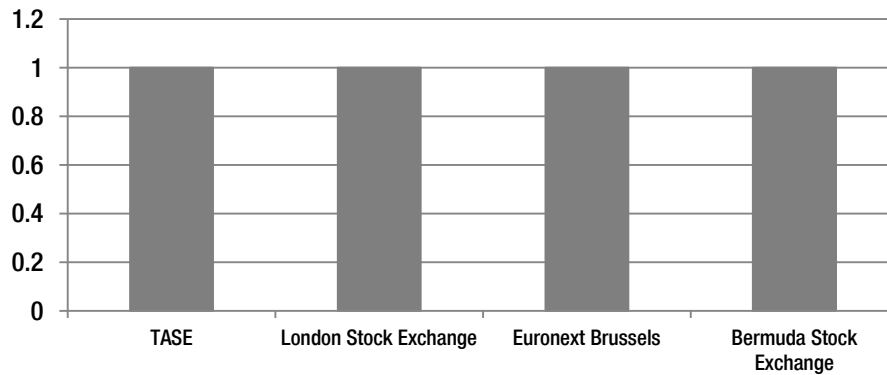


Figure 49: N=4.

Of the 26 FPI EGCs, 92.3% chose to follow home country governance principles.

Board Size and Elections

Size of Board

The size of the boards of directors ranged from one to 12 members. The number of directors also grew from first filing to closing of the IPO – from an average of 6.39 at first filing to 6.58 at pricing to 6.91 at closing of the IPO.

Growth in Average Number of Directors (From First Filing Through Closing)

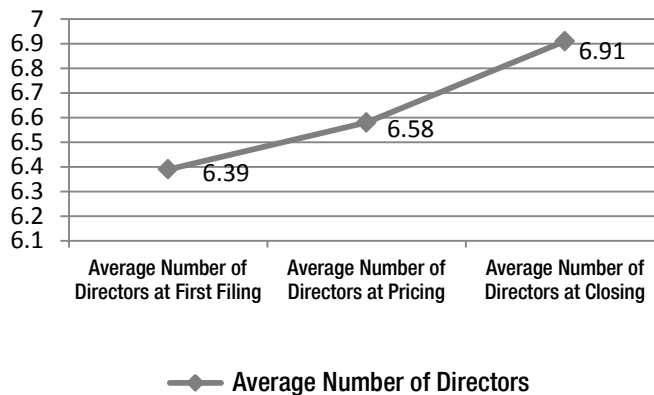


Figure 50: N=100.

Staggered Board

Of the 100 EGCs, 65.0% of the issuers had a staggered or classified board of directors.

**Triennial Director Elections vs.
Annual Director Elections**
(By Frequency)

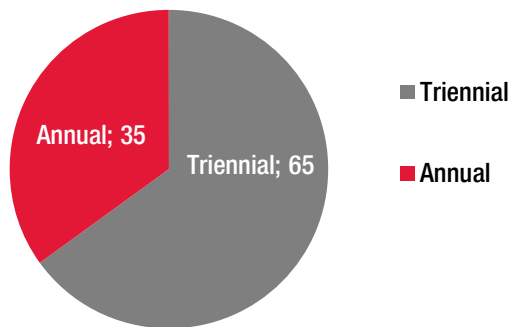


Figure 51: N=100.

Changes to Board Size

Of the 100 EGCs, 92.0% provided authority for the board to change its size, and 8.0% did not.

Authority to Change Board Size
(By Frequency)

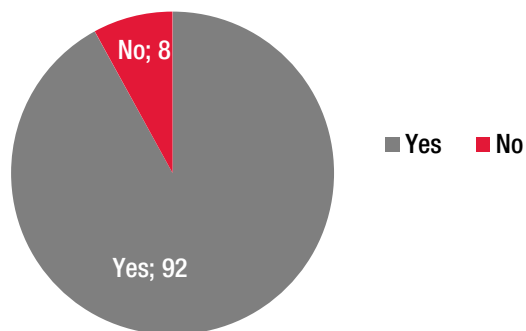


Figure 52: N=100.

Board Vacancies

Of the 100 EGCs, 96.0% provided authority for the board to fill director vacancies, and 4.0% did not.

Authority to Fill Director Vacancies (By Frequency)

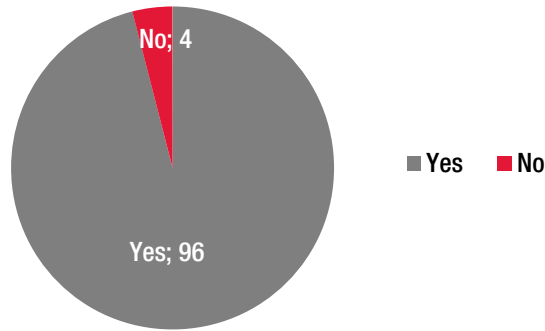


Figure 53: N=100.

Removal for Cause

Of the 100 EGCs, 65.0% provided that directors could be removed only for “cause.” 96.0% of the issuers gave the board the authority to fill vacancies, and 92.0% of the issuers gave the board the authority to change the number of directors.

Advance Notice Provisions

Of the 100 EGCs, 88.0% had “advance notice” bylaw provisions that require shareholders to follow specific procedures and timelines in order to nominate potential board members.

Advance Notice Provisions in Bylaws

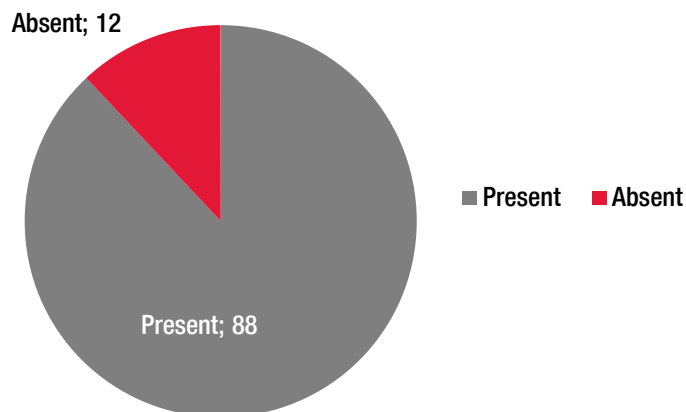


Figure 54: N=100.

Type of Voting

Of the 100 EGCs, 49.0% required a majority vote in order to elect directors in an uncontested election.

Type of Voting for Director Elections
(By Frequency)

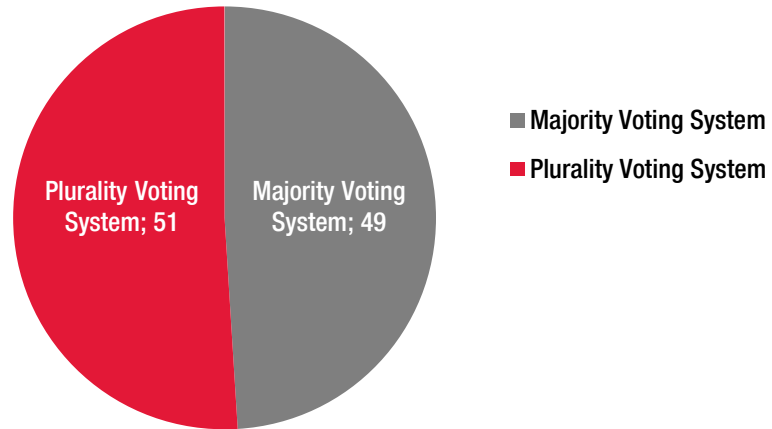


Figure 55: N=100.

Proxy Access

Of the 100 EGCs, 76.0% had proxy access for director nominations, and 24.0% did not.

Frequency of Proxy Access

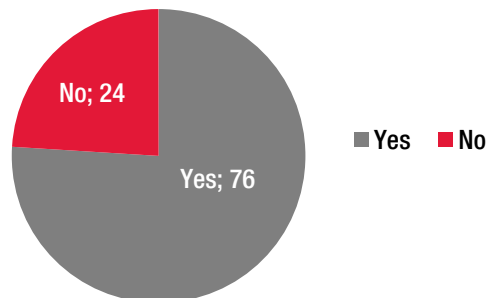


Figure 56: N=100.

Separation of CEO and Board Chair Roles

Based on 100 companies for which data was available, 58.0% separated the positions of chief executive officer and board chair. Of the 42 companies that did not separate the roles, 23.8% designated a lead independent director.

Frequency of Separation

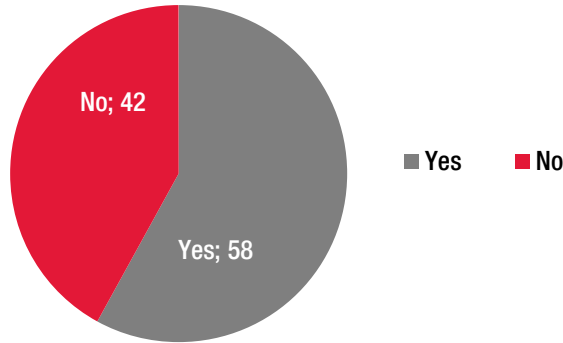


Figure 57: N=100.

Designated Lead Independent Director (By Frequency)

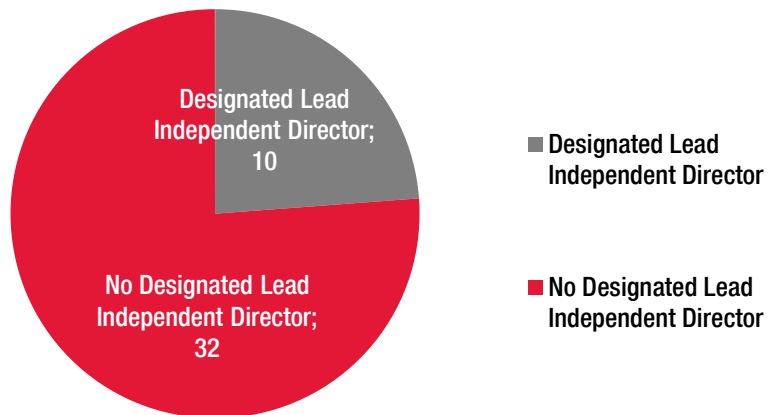


Figure 58: N=42.

Board Committees and Corporate Governance

The three standard committees — audit, compensation, and nominating and governance — were typically established prior to or upon completion of the IPO. Audit committees are universal at 100.0%. Upon completion of the IPO, 82.0% of the 100 EGCs had a nominating and governance committee, and 97.0% had a compensation committee. Of the 100 EGCs, 13.0% also identified additional committees in their filings, although there are no specific disclosure obligations relating to such committees.

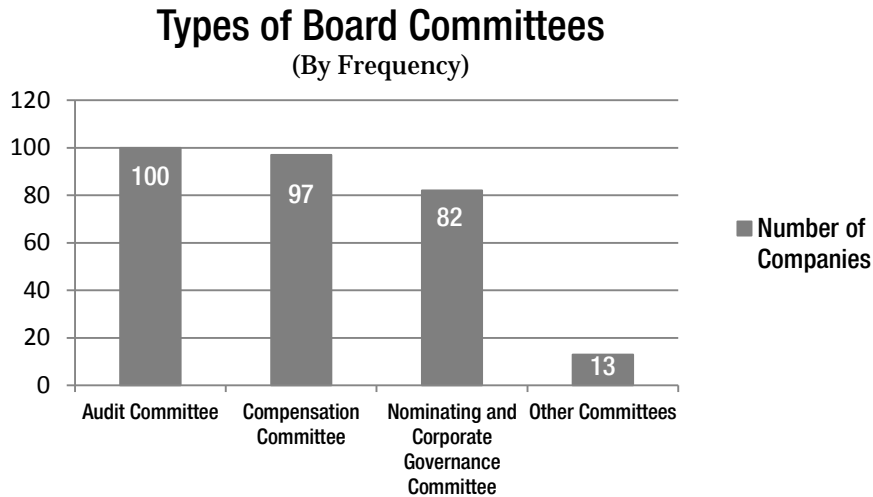


Figure 59: N=100.

Similar to prior years, in 2016, the filings referenced a large range of committees, including strategic planning, various risk- and compliance-related, executive, finance and investment, conflicts, asset liability management, and research and development steering committees.

Independent Directors on Committees

Upon completion of the IPO, 67.0% of the companies had appointed all independent directors to the three standard committees, and 33.0% did not.

All Independent Directors on Committees
upon Completion of IPO
(By Frequency)

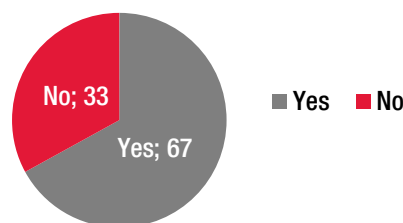


Figure 60: N=100.

"Phase-In" Provisions

Of the 33 companies that did not have all independent directors on the three standard committees, 45.5% relied on the permitted "phase-in" provisions of the applicable exchange.³⁴ Out of all 100 companies, 26% reported relying on "phase-in" provisions to comply with applicable exchange requirements.

Reliance on "Phase-in" Provisions
(By Frequency)

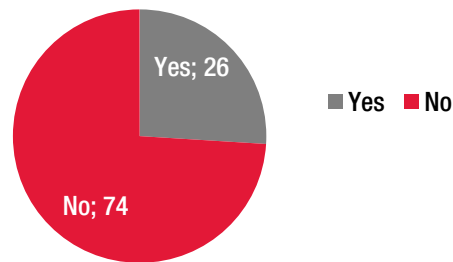


Figure 61: N=100.

Financial Experts

Of the 100 EGCs, 96.0% had a "financial expert" on the audit committee by pricing.

"Financial Expert" on Audit Committee at Pricing
(By Frequency)

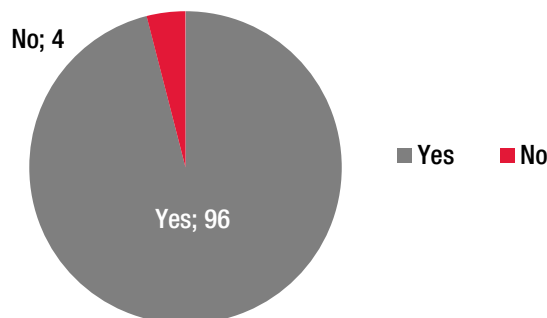


Figure 62: N=100.

³⁴ The balance of companies that did not have all independent directors on committees upon completion of the IPO were either FPIs relying on home corporate governance standards or controlled companies.

Code of Ethics

By completion of the IPO, 89.0% of the companies reviewed disclosed their code of ethics and/or code of business conduct, and 11.0% did not.

Code of Ethics and/or Business Conduct Disclosed
(By Frequency)

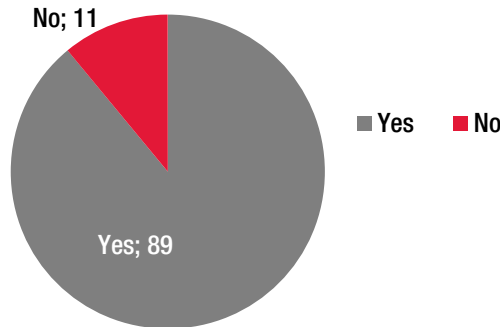


Figure 63: N=100.

Board Composition

Independent Directors

At or immediately following the pricing of the IPO, 77.4% of the non-controlled company issuers (65 of 84 non-controlled companies) had a majority of independent directors. The average number of non-independent directors was 1.6, and only 12.0% of the 100 issuers had the chief financial officer as a member of the board of directors.

Gender Diversity

Women made up on average approximately 11.3% of the board membership of EGCs that went public in 2016.

Limitations on Board Tenure

Of the 100 EGCs, 3.0% had limitations on board tenure, and 97.0% did not.

Board Tenure Limitations (By Frequency)

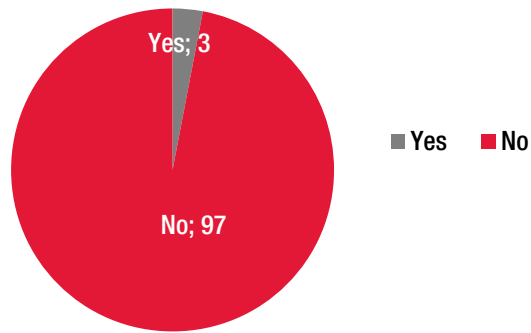


Figure 64: N=100.

Limitations on Board Memberships

Of the 100 EGCs, 2.0% imposed limits on the number of boards on which directors can serve, and 98.0% did not.

Board Membership Limitations (By Frequency)

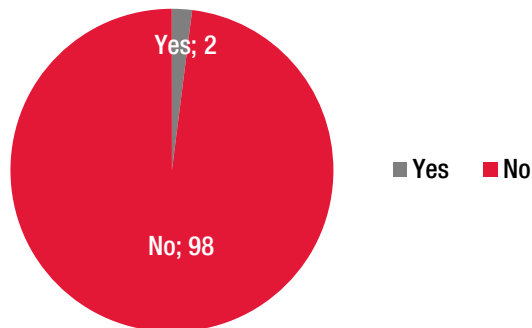


Figure 65: N=100.

Mandatory Retirement Age

Of the 100 EGCs, 3.0% had a mandatory retirement age for directors, and 97.0% did not.

Mandatory Retirement Age for Directors (By Frequency)

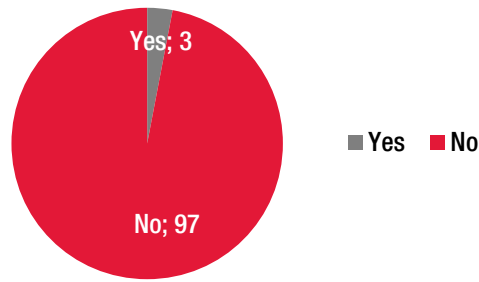


Figure 66: N=100.

Minimum Equity Ownership

Of the 100 EGCs, none had a minimum equity ownership requirement for directors and officers.

Board Compensation and Indemnification

Almost three-quarters (71.3%) of issuers (based on 94 companies that had determined their director compensation plans) provided for cash compensation to be paid to board members. Six of the 100 companies indicated that they had not yet determined the compensation package for board members.

Approximately 62.7% (42 of the 67 companies that provided for cash compensation to be paid to board members) provided for supplemental cash compensation to be paid to board members for membership on committees or attendance at board or committee meetings.

Approximately 61.2% (41 of the 67 companies that provided for cash compensation to be paid to board members) provided for supplemental cash compensation for committee chairs.

Compensation Package for Board Members (By Frequency)

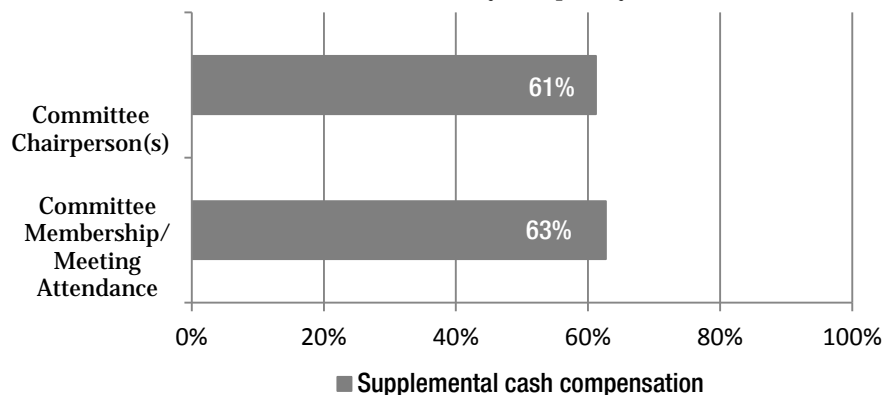


Figure 67: N=67.

Approximately 15.6% of the companies reported providing stock-based compensation. The majority of companies provided for options as the preferred type of stock-based compensation – 54.4% provided for options, 23.3% provided for restricted stock, and 32.2% provided for restricted stock units.

There were 62 companies that reported some form of stock-based compensation, with ten companies reporting that they had not yet determined specific stock-based compensation awards.

Approximately 1.1% of the companies provided additional stock-based compensation to directors serving on committees, with 2.2% of the companies providing additional compensation to directors serving as committee chairs.

Of the 100 EGCs, 84.0% stated they entered or would enter into separate indemnification agreements for directors and officers, and 16.0% did not.

Separate Indemnification Agreements

(By Frequency)

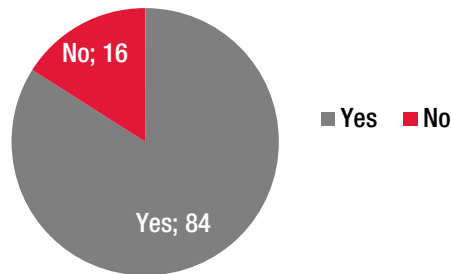


Figure 68: N=100.

Compensation of Officers

Clawback Policies

Of the 100 EGCs, 15.0% had clawback policies for executive officers, and 85.0% did not.

Clawback Policies for Executive Officers

(By Frequency)

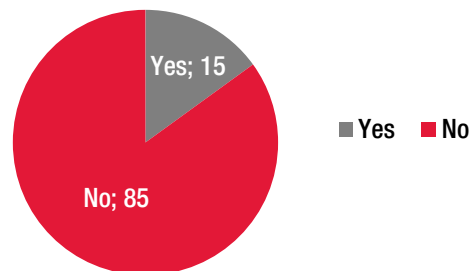


Figure 69: N=100.

Use of Compensation Consultants

Of the 100 EGCs, 6.0% disclosed the use of a compensation consultants in their IPO prospectuses, and 5.0% disclosed the name of their compensation consultants in their IPO prospectuses.

Disclosure of Use of a Compensation Consultants
(By Frequency)

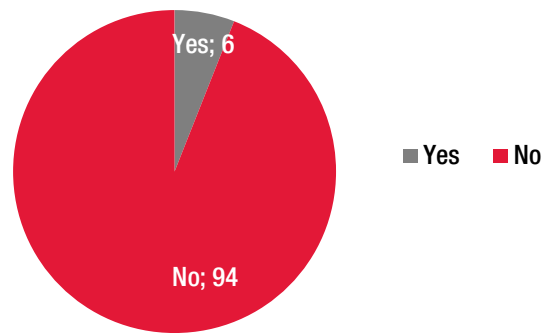


Figure 70: N=100.

Employment Agreements

Of the 100 EGCs, 78.0% adopted one or more employment or similar agreements for their executive officers, and 22.0% did not.

Employment Agreements for Executive Officers
(By Frequency)

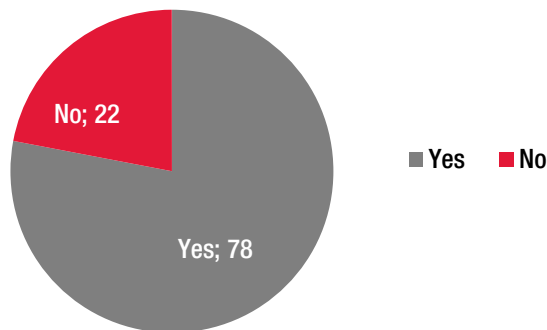


Figure 71: N=100.

Equity Compensation Plans

Of the 100 EGCs, 77.0% adopted a new equity compensation plan, and 23.0% did not. Of those EGCs that adopted a new equity compensation plan, 51.9% included an evergreen provision, 35.1% included a clawback provision, 40.3% permitted option or SAR repricing without shareholder approval, and 1.3% included a stock ownership or retention requirement.

Adoption of New Equity Compensation Plans (By Frequency)

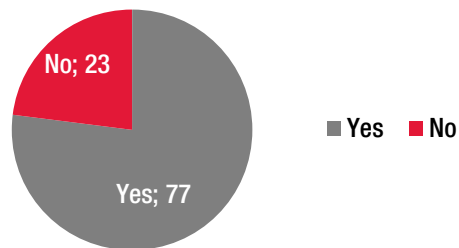


Figure 72: N=100.

Of the 100 EGCs, a majority (80.0%) had outstanding equity compensation awards at the time of the IPO. We reviewed the number of outstanding awards at the time of the IPO as a percentage of the fully diluted number of common shares post-IPO. Of the 80 EGCs with outstanding equity compensation awards, 23.8% had outstanding awards of less than 5%, 26.2% had outstanding awards between 5% and 10%, 30.0% had outstanding awards between 10% and 15%, 8.8% had outstanding awards between 15% and 20%, 10.0% had outstanding awards between 20% and 50%, and 1.2% had outstanding awards over 50%.

Outstanding Equity Compensation Awards (By Frequency)

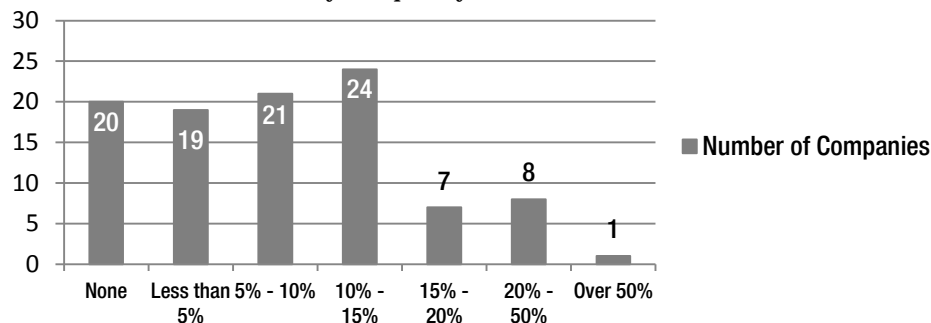


Figure 73: N=100.

We also reviewed the number of shares reserved for issuance under the new equity compensation plan adopted as a percentage of the fully diluted number of common shares post-IPO. Of the 72 EGCs

with shares reserved for issuance under a new equity compensation plan, 25.0% had shares reserved for issuance of less than 5%, 36.1% had shares reserved for issuance between 5% and 10%, 25.0% had shares reserved for issuance between 10% and 15%, 9.7% had shares reserved for issuance between 15% and 20%, 2.8% had shares reserved for issuance between 20% and 50%, and 1.4% had shares reserved for issuance over 50%.

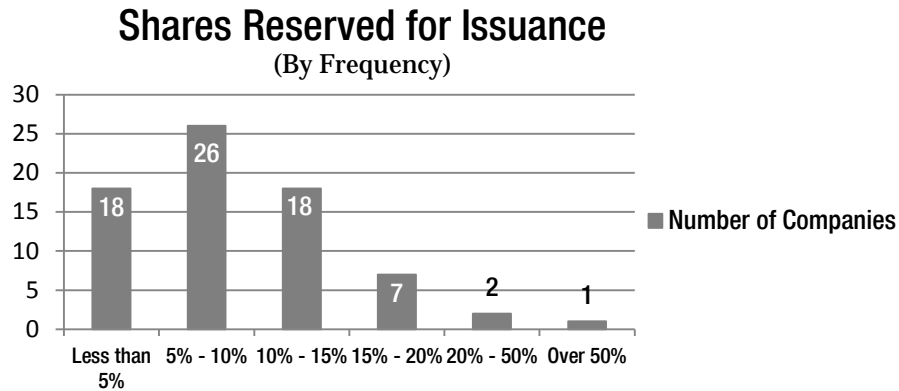


Figure 74: N=72.

In addition, we reviewed the number of outstanding awards at the time of the IPO, combined with the number of shares reserved for issuance under the new equity compensation plan adopted, as a percentage of the fully diluted number of common shares post-IPO. Of the 100 EGCs, 24.0% had outstanding awards of less than 5%, 12.0% had outstanding awards between 5% and 10%, 18.0% had outstanding awards between 10% and 15%, 14.0% had outstanding awards between 15% and 20%, 30.0% had outstanding awards between 20% and 50%, and 2.0% had outstanding awards over 50%. 16 of the 100 companies, or 16.0%, had neither any outstanding equity compensation awards nor any shares reserved for issuance under a new equity compensation plan.

Outstanding Equity Compensation Awards (Combined with Shares Reserved) (By Frequency)

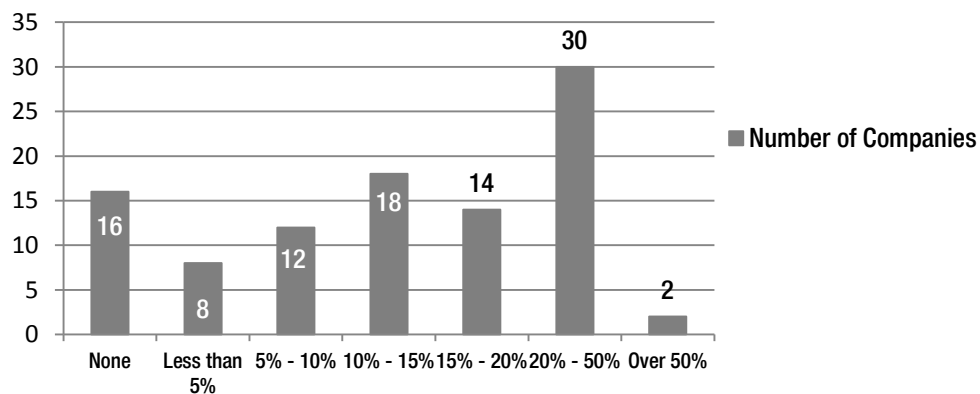


Figure 75: N=100.

Relationship with Shareholders

Exclusive Forum Provisions

In addition to the majority voting provision for uncontested director elections, the EGC filings revealed other provisions affecting the relationships between the EGCs and their stockholders. 63.0% of the issuers had super-majority voting requirements for certain actions and transactions. 19.0% of the issuers permitted stockholders to take action by written consent, and 9.0% permitted stockholders to call special meetings of stockholders with the percentage required to call the meeting varying from 5% to 51%. Last, slightly more than one-half of the issuers (59.0%) included exclusive forum provisions in their bylaws.

Exclusive Forum Provision in Bylaws
(By Frequency)

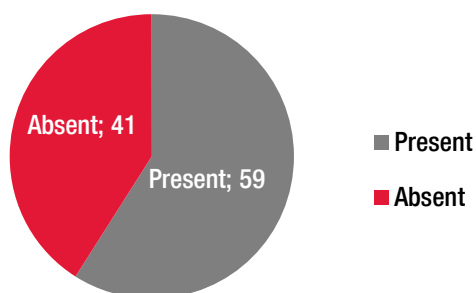


Figure 76: N=100.

Dual Classes of Stock

Twenty-six of the EGCs we reviewed had dual classes of common stock, including three issuers that had more than two classes of common stock. Eleven of the dual-class EGCs were FPIs.

Anti-Takeover Protections

Shareholder Rights Plans

Of the 100 EGCs, 8.0% had a shareholder rights plan, and 92.0% did not.

Shareholder Rights Plans (By Frequency)

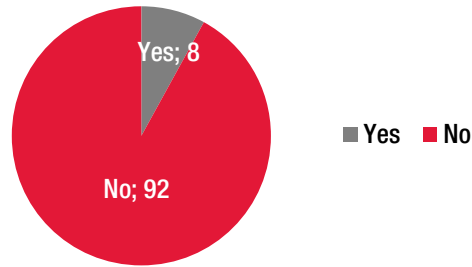


Figure 77: N=100.

Blank Check Preferred Stock

Of the 100 EGCs, 91.0% had the authority to issue “blank check” preferred stock.

Section 203 of the Delaware General Corporation Law

Of the 74 EGCs incorporated in the United States, 78.4% included Section 203 disclosure in their IPO prospectuses, and 21.6% did not.

DGCL Section 203 Disclosure (By Frequency)

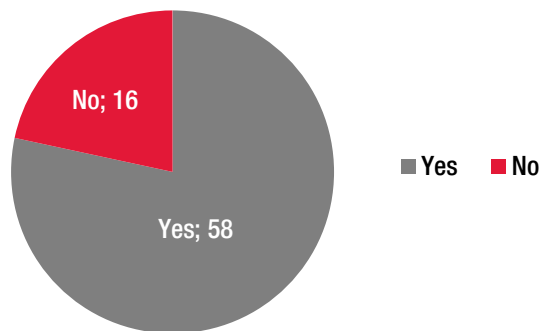


Figure 78: N=74.

PART III

The Use of Non-GAAP Financial Measures

Non-GAAP financial measures include, among others, earnings before interest, tax, depreciation and amortization (“EBITDA”), Adjusted EBITDA, Adjusted EBITDA Margin, Adjusted Net Income, Free Cash Flow, Contribution Margin, and Billings. Recently, the staff of the SEC’s Division of Corporation Finance (the “SEC Staff”), has focused on the use of non-GAAP financial measures by registrants in their SEC filings. In May 2016, the SEC Staff issued updated Compliance and Disclosure Interpretations, or C&DIs, on the use of non-GAAP financial measures, which provide further guidance on Regulation G under the Securities Act and Item 10(e) of Regulation S-K under the Securities Act, the two principal rules that address the use of non-GAAP financial measures. The SEC Staff has also issued a significant number of comment letters on the use of non-GAAP financial measures since the issuance of the updated C&DIs. For more information, see our Practice Pointers on Non-GAAP Financial Measures, available at <https://goo.gl/zZil0n>.

During the period from January 1, 2015, through December 31, 2016, of the 234 EGCs that prepared their financial statements using U.S. GAAP, 42.3% included non-GAAP financial measures in their IPO prospectuses, and 57.7% did not.

Use of Non-GAAP Financial Measures (2015 and 2016) (By Frequency)

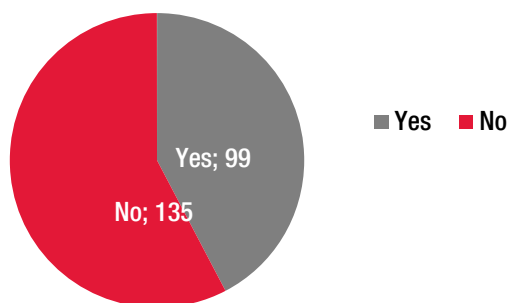


Figure 79: N=234.

During the year ended December 31, 2016, of the 89 EGCs that prepared their financial statements using U.S. GAAP, 46.1% included non-GAAP financial measures in their IPO prospectuses, and 53.9% did not.

Use of Non-GAAP Financial Measures (2016)

(By Frequency)

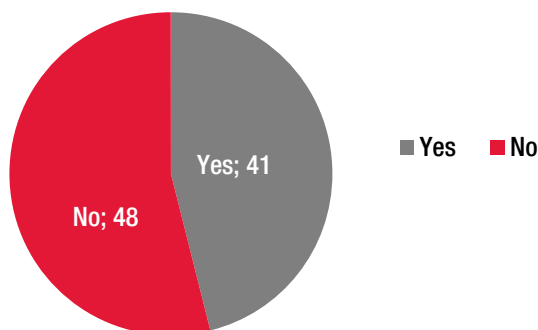


Figure 80: N=89.

The Influence of Proxy Advisory Services

When designing corporate governance policies and procedures, EGCs must carefully consider the voting policies of institutional investors and the proxy advisory services that provide voting advice to institutional investors. The two principal proxy advisory services are Institutional Shareholder Services Inc. (“ISS”) and Glass Lewis & Co. (“Glass Lewis”). ISS is the most influential proxy advisory service, typically influencing 20 percent to 30 percent of the votes at a typical annual meeting. Glass Lewis, on the other hand, has much less influence on the outcome of voting.

Both ISS and Glass Lewis make voting recommendations in accordance with voting guidelines, which provide a roadmap as to how the proxy advisory service will vote on a particular matter. These voting guidelines change over time, as the proxy advisory services seek to improve their approach to particular issues or to add guidelines for dealing with new issues. ISS and Glass Lewis have adopted specific voting guidelines addressing, e.g., voting on: the election of directors; advisory votes on executive compensation; the ratification of auditors; the approval of compensation plans; changes to the certificate of incorporation or bylaws; and shareholder proposals. In many cases, EGCs need to consider what governance policies and procedures should be implemented prior to going public in order to avoid seeking a shareholder vote after going public when the proxy advisory services and institutional investors may be opposed to a particular provision, as well as the impact of governance policies and procedures adopted prior to going public that may negatively impact the EGC’s governance profile, leading to potential negative vote recommendations by the proxy advisory services on a wide range of issues.

APPENDIX A

EMERGING GROWTH COMPANY IPOs

JANUARY 1, 2013 – DECEMBER 31, 2016 (IN ALPHABETICAL ORDER)

NAME	OFFERING DATE	OFFERING SIZE (\$M)	U.S. LISTING	INCORPORATION	SIC CODE
1347 Capital Corp.	7/15/2014	\$40.0	Nasdaq CM	Delaware	6770
1347 Property Insurance Holdings, Inc.	3/31/2014	\$15.1	Nasdaq CM	Delaware	6331
2U, Inc.	3/27/2014	\$119.3	Nasdaq GSM	Delaware	7372
500.com Limited	11/21/2013	\$75.2	NYSE	Cayman Islands	7990
58.com Inc.	10/31/2013	\$187.0	NYSE	Cayman Islands	7370
A10 Networks, Inc.	3/21/2014	\$187.5	NYSE	Delaware	3576
AAC Holdings, Inc.	10/1/2014	\$75.0	NYSE	Nevada	8093
Abengoa Yield plc	6/12/2014	\$720.7	Nasdaq GSM	United Kingdom	4911
Acacia Communications, Inc.	5/12/2016	\$103.5	Nasdaq GSM	Delaware	3674
Acceleron Pharma Inc.	9/18/2013	\$83.7	Nasdaq GM	Delaware	2836
Achaogen, Inc.	3/11/2014	\$72.0	Nasdaq GM	Delaware	2834
AC Immune SA	9/22/2016	\$66.0	Nasdaq GM	Switzerland	2834
Aclaris Therapeutics, Inc.	10/6/2015	\$55.0	Nasdaq GSM	Delaware	2834
Adamas Pharmaceuticals, Inc.	4/9/2014	\$48.0	Nasdaq GM	Delaware	2834
Adaptimmune Therapeutics plc	5/5/2015	\$191.3	Nasdaq GSM	United Kingdom	2836
Adeptus Health Inc.	6/24/2014	\$107.8	NYSE	Delaware	8060
Adesto Technologies Corporation	10/26/2015	\$25.0	Nasdaq CM	Delaware	3674
ADMA Biologics, Inc.	10/16/2013	\$28.5	Nasdaq CM	Delaware	2836
Aduro Biotech, Inc.	4/14/2015	\$119.0	Nasdaq GSM	Delaware	2834
Advanced Accelerator Applications S.A.	11/10/2015	\$75.0	Nasdaq GSM	France	2834
Aeglea BioTherapeutics, Inc.	4/6/2016	\$50.0	Nasdaq GM	Delaware	2834
Aerie Pharmaceuticals, Inc.	10/24/2013	\$67.2	Nasdaq GM	Delaware	2836
Aerohive Networks, Inc.	3/27/2014	\$75.0	NYSE	Delaware	7373
Agile Therapeutics, Inc.	5/22/2014	\$55.0	Nasdaq GM	Delaware	2834
Agios Pharmaceuticals, Inc.	7/23/2013	\$106.0	Nasdaq GSM	Delaware	2834
Aimmune Therapeutics, Inc.	8/5/2015	\$160.0	Nasdaq GSM	Delaware	2834
Airgain, Inc.	8/11/2016	\$12.0	Nasdaq CM	Delaware	3663
Akebia Therapeutics, Inc.	3/19/2014	\$100.0	Nasdaq GM	Delaware	2834
Akers Biosciences, Inc.	1/23/2014	\$15.0	Nasdaq CM	New Jersey	2835
Alarm.com Holdings, Inc.	6/25/2015	\$98.0	Nasdaq GSM	Delaware	7372

A Survey and Related Resources

Alcobra Ltd.	5/21/2013	\$25.0	Nasdaq GM	Israel	2834
Alder BioPharmaceuticals, Inc.	5/7/2014	\$80.0	Nasdaq GM	Delaware	2834
Aldeyra Therapeutics, Inc.	5/1/2014	\$12.0	Nasdaq CM	Delaware	2834
Alliance Bancshares, Inc.	10/7/2015	\$54.6	Nasdaq GM	Texas	6022
Amber Road, Inc.	3/20/2014	\$96.1	NYSE	Delaware	7372
Ambit Biosciences Corporation	5/15/2013	\$65.0	Nasdaq GM	Delaware	2834
Amedica Corporation	2/12/2014	\$20.1	Nasdaq CM	Delaware	3841
American Farmland Company	10/19/2015	\$48.0	NYSE MKT	Maryland	6798
American Homes 4 Rent	7/31/2013	\$705.9	NYSE	Maryland	6798
American Renal Associates Holdings, Inc.	4/20/2016	\$165.0	NYSE	Delaware	8090
American Residential Properties, Inc.	5/8/2013	\$287.7	NYSE	Maryland	6798
Amphastar Pharmaceuticals, Inc.	6/24/2014	\$56.0	Nasdaq GSM	Delaware	2834
Amplify Snack Brands, Inc.	8/4/2015	\$270.0	NYSE	Delaware	2000
Andina Acquisition Corp. II	11/24/2015	\$40.0	Nasdaq CM	Cayman Islands	6770
Antero Resources Corporation	10/9/2013	\$1,571.9	NYSE	Delaware	4922
Apigee Corporation	4/23/2015	\$87.0	Nasdaq GSM	Delaware	7372
AppFolio, Inc.	6/25/2015	\$74.4	Nasdaq GM	Delaware	7372
Applied Genetic Technologies Corporation	3/26/2014	\$50.0	Nasdaq GM	Delaware	2836
Applied Optoelectronics, Inc.	9/25/2013	\$36.0	Nasdaq GM	Delaware	3674
Apptio, Inc.	9/22/2016	\$96.0	Nasdaq GM	Delaware	7372
Aqua Metals, Inc.	7/30/2015	\$33.0	Nasdaq CM	Delaware	3341
AquaVenture Holdings LLC	10/5/2016	\$117.0	NYSE	British Virgin Islands	4941
Aquinox Pharmaceuticals, Inc.	3/6/2014	\$46.2	Nasdaq GM	Delaware	2834
AR Capital Acquisition Corp.	10/1/2014	\$240.0	Nasdaq CM	Delaware	6770
Aratana Therapeutics, Inc.	6/26/2013	\$34.5	Nasdaq GM	Delaware	2834
Arcadia Biosciences, Inc.	5/14/2015	\$65.6	Nasdaq GM	Delaware	2870
Ardelyx, Inc.	6/18/2014	\$60.0	Nasdaq GM	Delaware	2834
Ardmore Shipping Corporation	7/31/2014	\$140.0	NYSE	Marshall Islands	4412
Argos Therapeutics, Inc.	2/6/2014	\$45.0	Nasdaq GM	Delaware	2834
Arista Networks, Inc.	6/5/2014	\$225.8	NYSE	Delaware	3576
Armada Hoffer Properties, Inc.	5/7/2013	\$190.0	NYSE	Maryland	6500
Arowana Inc.	4/30/2015	\$72.0	Nasdaq CM	Cayman Islands	6770
Artisan Partners Asset Management Inc.	3/6/2013	\$331.6	NYSE	Delaware	6282
Ascendis Pharma A/S	1/27/2015	\$108.0	Nasdaq GSM	Denmark	2834
Aspen Aerogels, Inc.	6/12/2014	\$82.5	NYSE	Delaware	5030
Atara Biotherapeutics, Inc.	10/15/2014	\$55.0	Nasdaq GSM	Delaware	2836
Athlon Energy Inc.	8/1/2013	\$315.8	NYSE	Delaware	1311

A Survey and Related Resources

At Home Group Inc.	8/3/2016	\$130.0	NYSE	Delaware	5719
Atlantic Alliance Partnership Corp.	4/28/2015	\$75.0	Nasdaq CM	British Virgin Islands	6770
Atlas Financial Holdings, Inc.	2/11/2013	\$24.1	Nasdaq CM	Cayman Islands	6331
Atlassian Corporation Plc	12/9/2015	\$462.0	Nasdaq GSM	United Kingdom	7372
Atomera Incorporated	8/5/2016	\$24.0	Nasdaq CM	Delaware	3674
aTyr Pharma, Inc.	5/6/2015	\$75.0	Nasdaq GSM	Delaware	2836
Audentes Therapeutics, Inc.	7/19/2016	\$75.0	Nasdaq GM	Delaware	2836
Auris Medical Holding AG	8/5/2014	\$56.4	Nasdaq GM	Switzerland	2834
Auspex Pharmaceuticals, Inc.	2/4/2014	\$84.0	Nasdaq GM	Delaware	2834
Autohome Inc.	12/10/2013	\$132.9	NYSE	Cayman Islands	7374
Avalanche Biotechnologies, Inc.	7/30/2014	\$102.0	Nasdaq GM	Delaware	2836
Avenue Financial Holdings, Inc.	2/9/2015	\$27.5	Nasdaq GSM	Tennessee	6022
AveXis, Inc.	2/10/2016	\$95.0	Nasdaq GSM	Delaware	2836
Avinger, Inc.	1/29/2015	\$65.0	Nasdaq GM	Delaware	3841
Avista Healthcare Public Acquisition Corp.	10/10/2016	\$300.0	Nasdaq CM	Cayman Islands	6770
Aviv REIT, Inc.	3/20/2013	\$264.0	NYSE	Maryland	6798
Avolon Holdings Limited	12/11/2014	\$272.7	NYSE	Cayman Islands	-7359
Axovant Sciences Ltd.	6/10/2015	\$315.0	NYSE	Bermuda	2834
Axsome Therapeutics, Inc.	11/19/2015	\$51.0	Nasdaq CM	Delaware	2834
Azure Power Global Limited	10/11/2016	\$61.4	NYSE	Mauritius	4931
AzurRx BioPharma, Inc.	10/11/2016	\$5.3	Nasdaq CM	Delaware	2834
Bankwell Financial Group, Inc.	5/15/2014	\$48.6	Nasdaq GM	Connecticut	6022
Baozun Inc.	5/20/2015	\$110.0	Nasdaq GSM	Cayman Islands	5961
Barington/Hilco Acquisition Corp.	2/5/2015	\$40.0	Nasdaq CM	Delaware	6770
Barracuda Networks, Inc.	11/5/2013	\$74.5	NYSE	Delaware	3577
BeiGene, Ltd.	2/2/2016	\$158.4	Nasdaq GSM	Cayman Islands	2834
Bellerophon Therapeutics LLC	2/13/2015	\$60.0	Nasdaq GM	Delaware	2834
Bellicum Pharmaceuticals, Inc.	12/17/2014	\$139.7	Nasdaq GM	Delaware	2834
Benefitfocus, Inc.	9/17/2013	\$130.8	Nasdaq GM	Delaware	7372
Benitec Biopharma Limited	8/18/2015	\$13.8	Nasdaq CM	Australia	2834
BIND Therapeutics, Inc.	9/19/2013	\$70.5	Nasdaq GSM	Delaware	2834
Bio Blast Pharma Ltd.	7/30/2014	\$35.2	Nasdaq GM	Israel	2834
BioAmber Inc.	5/9/2013	\$80.0	NYSE	Delaware	2860
Biocept, Inc.	2/4/2014	\$19.0	Nasdaq CM	Delaware	8071
BiondVax Pharmaceuticals Ltd.	5/11/2015	\$9.6	Nasdaq CM	Israel	2836
Biotie Therapies Corp.	6/10/2015	\$56.0	Nasdaq GSM	Finland	2834
Blackhawk Network Holdings, Inc.	4/18/2013	\$230.0	Nasdaq GSM	Delaware	6199

A Survey and Related Resources

BlackLine, Inc.	10/27/2016	\$146.2	Nasdaq GSM	Delaware	7372
Blue Buffalo Pet Products, Inc.	7/21/2015	\$676.6	Nasdaq GSM	Delaware	2047
Blue Capital Reinsurance Holdings Ltd.	11/5/2013	\$125.0	NYSE	Bermuda	6331
bluebird bio, Inc.	6/18/2013	\$101.0	Nasdaq GSM	Delaware	2836
Blueprint Medicines Corporation	4/29/2015	\$146.6	Nasdaq GSM	Delaware	2834
Bojangles', Inc.	5/7/2015	\$147.3	Nasdaq GSM	Delaware	5812
Boot Barn Holdings, Inc.	10/29/2014	\$80.0	NYSE	Delaware	5661
Borderfree, Inc.	3/20/2014	\$80.0	Nasdaq GM	Delaware	7389
Boulevard Acquisition Corp.	2/12/2014	\$210.0	Nasdaq CM	Delaware	6770
Boulevard Acquisition Corp. II	9/21/2015	\$350.0	Nasdaq CM	Delaware	6770
Box, Inc.	1/22/2015	\$175.0	NYSE	Delaware	7372
Bright Horizons Family Solutions Inc.	1/24/2013	\$222.2	NYSE	Delaware	8351
C1 Financial, Inc.	8/13/2014	\$44.7	NYSE	Florida	6022
Cachet Financial Solutions, Inc.	7/9/2014	\$6.8	OTCQB	Delaware	6770
Calithera Biosciences, Inc.	10/1/2014	\$80.0	Nasdaq GSM	Delaware	2834
Cambridge Capital Acquisition Corporation	12/17/2013	\$70.0	Nasdaq CM	Delaware	6770
Cancer Genetics, Inc.	4/4/2013	\$6.0	Nasdaq CM	Delaware	8071
Capitol Acquisition Corp. II	5/10/2013	\$180.0	Nasdaq CM	Delaware	6770
Capitol Acquisition Corp. III	10/13/2015	\$300.0	Nasdaq CM	Delaware	6770
Capnia, Inc.	11/12/2014	\$10.7	Nasdaq CM	Delaware	3845
CapStar Financial Holdings, Inc.	9/21/2016	\$38.8	Nasdaq GSM	Tennessee	6022
Cara Therapeutics, Inc.	1/30/2014	\$55.0	Nasdaq GM	Delaware	2834
Carbylan Therapeutics, Inc.	4/8/2015	\$65.0	Nasdaq GM	Delaware	2834
Care.com, Inc.	1/23/2014	\$91.0	NYSE	Delaware	7200
CareDx, Inc.	7/16/2014	\$40.0	Nasdaq GM	Delaware	8071
Castlight Health, Inc.	3/13/2014	\$177.6	NYSE	Delaware	7374
Catabasis Pharmaceuticals, Inc.	6/24/2015	\$60.0	Nasdaq GM	Delaware	2834
CB Pharma Acquisition Corp.	12/12/2014	\$40.0	Nasdaq CM	Cayman Islands	-6770
Celladon Corporation	1/29/2014	\$44.0	Nasdaq GM	Delaware	2836
Cellect Biotechnology Ltd.	7/29/2016	\$14.7	Nasdaq CM	Israel	2836
Cellectis S.A.	3/24/2015	\$228.3	Nasdaq GM	France	2836
Cellular Dynamics International, Inc.	7/24/2013	\$46.2	Nasdaq GM	Wisconsin	2836
Celyad SA	6/18/2015	\$80.1	Nasdaq GM	Belgium	2834
Century Communities, Inc.	6/17/2014	\$103.0	NYSE	Delaware	1531
Cerecor Inc.	10/14/2015	\$26.0	Nasdaq CM	Delaware	2834
Cerulean Pharma Inc.	4/10/2014	\$59.5	Nasdaq GM	Delaware	2834
CF Corporation	5/19/2016	\$600.0	Nasdaq CM	Cayman Islands	6770

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ChannelAdvisor Corporation	5/22/2013	\$80.5	NYSE	Delaware	7372
Check-Cap Ltd.	2/18/2015	\$12.0	Nasdaq CM	Israel	3844
Cheetah Mobile Inc.	5/7/2014	\$168.0	NYSE	Cayman Islands	7372
Chegg, Inc.	11/12/2013	\$187.5	NYSE	Delaware	8200
Cherry Hill Mortgage Investment Corporation	10/3/2013	\$130.0	NYSE	Maryland	6798
Chiasma, Inc.	7/15/2015	\$101.8	Nasdaq GSM	Delaware	2834
Chimerix, Inc.	4/10/2013	\$102.5	Nasdaq GM	Delaware	2834
China Commercial Credit, Inc.	8/13/2013	\$8.9	Nasdaq CM	Delaware	6021
China Online Education Group	6/9/2016	\$45.6	NYSE	Cayman Islands	8200
Cidara Therapeutics, Inc.	4/14/2015	\$76.8	Nasdaq GM	Delaware	2836
City Office REIT, Inc.	4/14/2014	\$72.5	NYSE	Maryland	6798
Clearside Biomedical, Inc.	6/1/2016	\$50.4	Nasdaq GM	Delaware	2834
ClubCorp Holdings, Inc.	9/19/2013	\$252.0	NYSE	Nevada	7997
Coherus BioSciences, Inc.	11/12/2014	\$85.0	Nasdaq GM	Delaware	2836
Collegium Pharmaceutical, Inc.	5/6/2015	\$69.6	Nasdaq GSM	Virginia	2834
CoLucid Pharmaceuticals, Inc.	5/5/2015	\$55.0	Nasdaq GM	Delaware	2834
Committed Capital Acquisition Corporation II	4/10/2014	\$35.0	OTC Pink	Delaware	6770
Community Healthcare Trust Inc	5/20/2015	\$118.8	NYSE	Maryland	6798
Conatus Pharmaceuticals Inc.	7/24/2013	\$66.0	Nasdaq GM	Delaware	2834
Concert Pharmaceuticals, Inc.	2/12/2014	\$84.0	Nasdaq GM	Delaware	2834
ConforMIS, Inc.	6/30/2015	\$135.0	Nasdaq GSM	Delaware	3841
Conifer Holdings, Inc.	8/12/2015	\$32.5	Nasdaq GM	Delaware	6331
ConnectOne Bancorp, Inc.	2/11/2013	\$44.8	Nasdaq GSM	New Jersey	6022
Connecture, Inc.	12/11/2014	\$53.1	Nasdaq GM	Delaware	7372
Continental Building Products, Inc.	2/4/2014	\$164.7	NYSE	Delaware	3270
ContraFect Corporation	7/28/2014	\$36.0	Nasdaq CM	Delaware	2834
Control4 Corporation	8/1/2013	\$64.0	Nasdaq GSM	Delaware	3670
Controladora Vuela Compañía de Aviación, S.A.B. de C.V.	9/17/2013	\$346.2	NYSE	Mexico	4512
Conyers Park Acquisition Corp.	7/14/2016	\$375.0	Nasdaq CM	Delaware	6770
Corium International, Inc.	4/2/2014	\$52.0	Nasdaq GM	Delaware	2834
Corvus Pharmaceuticals, Inc.	3/22/2016	\$70.5	Nasdaq GM	Delaware	2834
Cotiviti Holdings, Inc.	5/25/2016	\$237.5	NYSE	Delaware	7389
County Bancorp, Inc.	1/15/2015	\$18.6	Nasdaq GM	Wisconsin	6022
Coupa Software Incorporated	10/5/2016	\$133.2	Nasdaq GM	Delaware	7372
Coupons.com Incorporated	3/6/2014	\$168.0	NYSE	Delaware	7310
Covisint Corporation	9/26/2013	\$64.0	Nasdaq GSM	Michigan	7374
CPI Card Group Inc.	10/8/2015	\$150.0	Nasdaq GSM	Delaware	7374

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CRISPR Therapeutics AG	10/18/2016	\$56.0	Nasdaq GM	Switzerland	2836
Criteo S.A.	11/4/2013	\$250.6	Nasdaq GM	France	7311
Cvent, Inc.	8/8/2013	\$117.6	NYSE	Delaware	7372
Cyan, Inc.	5/8/2013	\$88.0	NYSE	Delaware	7373
CyberArk Software Ltd.	9/23/2014	\$85.8	Nasdaq GSM	Israel	7372
Cynapsus Therapeutics Inc.	6/17/2015	\$63.0	Nasdaq GM	Canada	2834
CyrusOne Inc.	1/17/2013	\$313.5	Nasdaq GSM	Maryland	6798
CytomX Therapeutics, Inc.	10/7/2015	\$80.0	Nasdaq GSM	Delaware	2834
Dave & Buster's Entertainment, Inc.	10/9/2014	\$94.1	Nasdaq GM	Delaware	5812
DAVIDsTEA INC.	6/4/2015	\$96.9	Nasdaq GM	Canada	5499
DBV Technologies S.A.	10/21/2014	\$92.6	Nasdaq GSM	France	2836
Dermira, Inc.	10/2/2014	\$125.0	Nasdaq GSM	Delaware	2834
Diamond Resorts International, Inc.	7/18/2013	\$217.0	NYSE	Delaware	7011
Dicerna Pharmaceuticals, Inc.	1/29/2014	\$90.0	Nasdaq GSM	Delaware	2834
Dimension Therapeutics, Inc.	10/21/2015	\$71.5	Nasdaq GSM	Delaware	2836
Dipexium Pharmaceuticals, Inc.	3/12/2014	\$33.0	Nasdaq CM	Delaware	2834
Dorian LPG Ltd.	5/7/2014	\$135.0	NYSE	Marshall Islands	4412
Double Eagle Acquisition Corp.	9/10/2015	\$480.0	Nasdaq CM	Cayman Islands	6770
DT Asia Investments Limited	9/30/2014	\$60.0	Nasdaq CM	British Virgin Islands	6770
Duluth Holdings Inc.	11/19/2015	\$80.0	Nasdaq GSM	Wisconsin	5600
Eagle Pharmaceuticals, Inc.	2/11/2014	\$50.3	Nasdaq GM	Delaware	2834
Easterly Acquisition Corp.	7/29/2015	\$180.0	Nasdaq CM	Delaware	6770
Easterly Government Properties, Inc.	2/5/2015	\$180.0	NYSE	Maryland	6798
Eclipse Resources Corporation	6/19/2014	\$818.1	NYSE	Delaware	1311
E-compass Acquisition Corp.	8/12/2015	\$40.0	Nasdaq CM	Cayman Islands	6770
Edge Therapeutics, Inc.	9/30/2015	\$80.5	Nasdaq GSM	Delaware	2834
Editas Medicine, Inc.	2/2/2016	\$94.4	Nasdaq GSM	Delaware	2836
Egalet Corporation	2/5/2014	\$50.4	Nasdaq GM	Delaware	2834
eHi Car Services Limited	11/17/2014	\$120.0	NYSE	Cayman Islands	7510
El Pollo Loco Holdings, Inc.	7/24/2014	\$107.1	Nasdaq GSM	Delaware	5812
Electrum Special Acquisition Corporation	6/10/2015	\$175.0	Nasdaq CM	British Virgin Islands	6770
Eleven Biotherapeutics, Inc.	2/5/2014	\$50.0	Nasdaq GM	Delaware	2834
e.l.f. Beauty, Inc.	9/21/2016	\$141.7	NYSE	Delaware	2844
Ellington Residential Mortgage REIT	5/1/2013	\$129.0	NYSE	Maryland	6798
Enanta Pharmaceuticals, Inc.	3/20/2013	\$56.0	Nasdaq GSM	Delaware	2834
EndoChoice Holdings, Inc.	6/4/2015	\$95.3	NYSE	Delaware	3841
Endurance International Group Holdings, Inc.	10/24/2013	\$252.6	Nasdaq GSM	Delaware	7372

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Energous Corporation	3/27/2014	\$24.0	Nasdaq CM	Delaware	3663
Entellus Medical, Inc.	1/28/2015	\$78.3	Nasdaq GM	Delaware	3841
Enzymotec Ltd.	9/26/2013	\$61.8	Nasdaq GSM	Israel	2834
Epizyme, Inc.	5/30/2013	\$77.1	Nasdaq GM	Delaware	2834
Equity Bancshares, Inc.	11/10/2015	\$43.7	Nasdaq GSM	Kansas	6022
Eros International Plc	11/14/2013	\$55.0	NYSE	Isle of Man	7822
Esperion Therapeutics, Inc.	6/25/2013	\$70.0	Nasdaq GM	Delaware	2834
Essent Group Ltd.	10/30/2013	\$335.1	NYSE	Bermuda	6351
Etsy, Inc.	4/15/2015	\$266.7	Nasdaq GSM	Delaware	5961
Euronav NV	1/22/2015	\$199.2	NYSE	Belgium	4412
Everbridge, Inc.	9/15/2016	\$90.0	Nasdaq GM	Delaware	7372
Everspin Technologies, Inc.	10/7/2016	\$40.0	Nasdaq GSM	Delaware	3674
EVERTEC, Inc.	4/11/2013	\$505.3	NYSE	Puerto Rico	7374
Everyday Health, Inc.	3/27/2014	\$100.1	NYSE	Delaware	7389
Evogene Ltd.	11/20/2013	\$73.8	NYSE	Israel	2870
Evoke Pharma, Inc.	9/24/2013	\$25.2	Nasdaq CM	Delaware	2834
Evolent Health, Inc.	6/4/2015	\$195.5	NYSE	Delaware	8090
Extraction Oil & Gas, Inc.	10/11/2016	\$633.3	Nasdaq GSM	Delaware	1311
Fairway Group Holdings Corp.	4/6/2013	\$177.7	Nasdaq GM	Delaware	5411
Farmland Partners Inc.	4/10/2014	\$53.2	NYSE MKT	Maryland	6798
Fate Therapeutics, Inc.	9/30/2013	\$40.0	Nasdaq GM	Delaware	2836
FB Financial Corporation	9/15/2016	\$111.8	NYSE	Tennessee	6022
FCB Financial Holdings, Inc	7/31/2014	\$165.4	NYSE	Delaware	6021
Fenix Parts, Inc.	5/14/2015	\$96.0	Nasdaq GM	Delaware	5010
FibroGen, Inc.	11/13/2014	\$145.8	Nasdaq GSM	Delaware	2834
Fifth Street Asset Management Inc.	10/29/2014	\$102.0	Nasdaq GSM	Delaware	6282
FinTech Acquisition Corp.	2/12/2015	\$100.0	Nasdaq CM	Delaware	6770
FireEye, Inc.	9/19/2013	\$303.5	Nasdaq GSM	Delaware	3577
First Hawaiian, Inc.	8/3/2016	\$485.0	Nasdaq GSM	Delaware	6022
First NBC Bank Holding Company	5/9/2013	\$100.0	Nasdaq GSM	Louisiana	6022
Fitbit, Inc.	6/17/2015	\$731.5	NYSE	Delaware	3571
Five Oaks Investment Corp.	3/21/2013	\$60.5	Nasdaq GSM	Maryland	6798
Five Prime Therapeutics, Inc.	9/18/2013	\$62.4	NYSE	Delaware	2834
Five9, Inc.	4/3/2014	\$70.0	Nasdaq GSM	Delaware	7374
Flex Pharma, Inc.	1/28/2015	\$86.4	Nasdaq GM	Delaware	2834
Flexion Therapeutics, Inc.	2/11/2014	\$65.0	Nasdaq GM	Delaware	2834
FMSA Holdings Inc.	10/2/2014	\$400.0	Nasdaq GM	Delaware	1400

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Foamix Pharmaceuticals Ltd.	9/17/2014	\$40.2	NYSE	Israel	2833
Fogo de Chao, Inc.	6/18/2015	\$88.2	Nasdaq GSM	Delaware	5812
Fortress Transportation and Infrastructure Investors LLC	5/14/2015	\$340.0	NYSE	Delaware	6141
Forward Pharma A/S	10/14/2014	\$220.5	Nasdaq GM	Denmark	2834
Foundation Medicine, Inc.	9/25/2013	\$106.0	Nasdaq GSM	Delaware	8071
Fox Factory Holding Corp.	8/7/2013	\$128.6	Nasdaq GSM	Delaware	3571
Freshpet, Inc.	11/6/2014	\$156.3	Nasdaq GSM	Delaware	2040
Fulgent Genetics, Inc.	9/28/2016	\$37.8	Nasdaq GM	Delaware	8071
Galapagos NV	5/13/2015	\$210.1	Nasdaq GSM	Belgium	2834
Galmed Pharmaceuticals Ltd.	3/12/2014	\$38.3	Nasdaq GM	Israel	2834
Garnero Group Acquisition Company	6/25/2014	\$125.0	Nasdaq CM	Cayman Islands	6770
GDS Holdings Limited	11/1/2016	\$192.5	Nasdaq GSM	Cayman Islands	7370
Gemphire Therapeutics Inc.	8/4/2016	\$30.0	Nasdaq GM	Delaware	2834
Gener8 Maritime, Inc.	6/24/2015	\$210.0	NYSE	Marshall Islands	4412
Genocea Biosciences, Inc.	2/4/2014	\$66.0	Nasdaq CM	Delaware	2836
GeoPark Limited	2/6/2014	\$94.5	Nasdaq GM	Bermuda	1311
Gigamon Inc.	6/11/2013	\$128.3	NYSE	Delaware	7374
Gladstone Land Corporation	1/28/2013	\$50.0	NYSE	Maryland	6798
Glaukos Corporation	6/24/2015	\$108.0	NYSE	Delaware	3841
Global Blood Therapeutics, Inc.	8/11/2015	\$120.0	Nasdaq GSM	Delaware	2834
Global Defense & National Security Systems, Inc.	10/23/2013	\$60.0	Nasdaq GM	Delaware	6770
Global Partner Acquisition Corp.	7/29/2015	\$135.0	Nasdaq CM	Delaware	6770
Global Water Resources, Inc.	4/28/2016	\$7.3	Nasdaq GM	Delaware	4941
Globant S.A.	7/17/2014	\$58.5	Nasdaq CM	Luxembourg	7374
Globelimmune, Inc.	7/1/2014	\$15.0	NYSE	Delaware	2834
GlycoMimetics, Inc.	1/9/2014	\$56.0	Nasdaq CM	Delaware	2834
Gogo Inc.	6/20/2013	\$187.0	Nasdaq GM	Delaware	4099
GoPro, Inc.	6/25/2014	\$427.2	Nasdaq GSM	Delaware	3861
Gores Holdings, Inc.	8/13/2015	\$350.0	Nasdaq CM	Delaware	6770
GP Investments Acquisition Corp.	5/19/2015	\$150.0	Nasdaq CM	Cayman Islands	6770
Great Ajax Corp.	2/13/2015	\$71.3	NYSE	Maryland	6798
Great Basin Scientific, Inc.	10/8/2014	\$8.1	Nasdaq GSM	Delaware	3841
Great Western Bancorp, Inc.	10/14/2014	\$288.0	Nasdaq CM	Delaware	6022
Green Bancorp, Inc.	8/7/2014	\$70.3	NYSE	Texas	6021
Gridsum Holding Inc.	9/22/2016	\$87.1	Nasdaq GSM	Cayman Islands	7372
GrubHub Inc.	4/3/2014	\$192.5	Nasdaq GSM	Delaware	7389

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GTY Technology Holdings Inc.	10/26/2016	\$480.0	Nasdaq GSM	Cayman Islands	6770
GW Pharmaceuticals plc	5/1/2013	\$31.2	NYSE	United Kingdom	2834
Hannon Armstrong Sustainable Infrastructure	4/17/2013	\$166.7	Nasdaq GM	Maryland	6798
Harmony Merger Corp.	3/23/2015	\$100.0	Nasdaq CM	Delaware	6770
Health Insurance Innovations, Inc.	2/7/2013	\$65.3	NYSE	Delaware	6411
HealthEquity, Inc.	8/5/2014	\$127.4	Nasdaq GM	Delaware	7389
Heat Biologics, Inc.	7/23/2013	\$25.0	Nasdaq GSM	Delaware	2834
Hennessy Capital Acquisition Corp.	1/16/2014	\$100.0	Nasdaq CM	Delaware	3713
Hennessy Capital Acquisition Corp. II	7/22/2015	\$175.0	Nasdaq CM	Delaware	6770
Heritage Insurance Holdings, Inc.	5/22/2014	\$66.0	Nasdaq CM	Delaware	6331
HF2 Financial Management Inc.	3/21/2013	\$153.0	NYSE	Delaware	6282
Histogenics Corporation	12/2/2014	\$65.0	Nasdaq CM	Delaware	3842
Hortonworks, Inc.	12/11/2014	\$100.0	Nasdaq GM	Delaware	7372
Houlihan Lokey, Inc.	8/12/2015	\$220.5	NYSE	Delaware	6282
HTG Molecular Diagnostics, Inc.	5/5/2015	\$50.0	Nasdaq GM	Delaware	3826
HubSpot, Inc.	10/9/2014	\$125.0	Nasdaq GSM	Delaware	7372
Hunter Maritime Acquisition Corp.	11/18/2016	\$150.0	Nasdaq GSM	Marshall Islands	6770
Hutchison China MediTech Limited	3/16/2016	\$101.3	Nasdaq GSM	Cayman Islands	2834
Hydra Industries Acquisition Corp.	10/24/2014	\$80.0	NYSE	Delaware	6770
Ichor Holdings, Ltd	12/8/2016	\$52.9	Nasdaq GSM	Cayman Islands	3674
Ideal Power Inc.	11/22/2013	\$15.0	Nasdaq CM	Delaware	3620
iDreamSky Technology Limited	8/6/2014	\$115.5	Nasdaq CM	Cayman Islands	7372
iKang Healthcare Group, Inc.	4/8/2014	\$152.7	Nasdaq GSM	British Virgin Islands	8011
Immune Design Corp.	7/23/2014	\$60.0	Nasdaq GSM	Delaware	2834
Impinj, Inc.	7/20/2016	\$67.2	Nasdaq GSM	Delaware	3577
Imprivata, Inc.	6/24/2014	\$75.0	Nasdaq GM	Delaware	7372
INC Research Holdings, Inc.	11/13/2014	\$150.0	NYSE	Delaware	8731
Independence Contract Drilling, Inc.	8/7/2014	\$110.0	Nasdaq GSM	Delaware	1381
Independent Bank Group, Inc.	4/2/2013	\$83.2	NYSE	Texas	3022
InfraREIT, Inc.	1/29/2015	\$460.0	NYSE	Maryland	6798
Innocoll AG	7/25/2014	\$58.5	Nasdaq GM	Germany	2834
Innovative Industrial Properties, Inc.	11/30/2016	\$67.0	Nasdaq GSM	Maryland	6798
Inogen, Inc.	2/13/2014	\$70.6	Nasdaq GM	Delaware	3842
Inotek Pharmaceuticals Corporation	2/17/2015	\$40.0	Nasdaq GM	Delaware	2834
Inovalon Holdings, Inc.	2/11/2015	\$600.0	Nasdaq GSM	Delaware	7374
Installed Building Products, Inc.	2/12/2014	\$81.8	Nasdaq GSM	Delaware	1520
Instructure, Inc.	11/12/2015	\$70.4	NYSE	Delaware	7372

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Insys Therapeutics, Inc.	5/2/2013	\$32.0	NYSE	Delaware	2834
Intec Pharma Ltd.	8/4/2015	\$30.2	Nasdaq CM	Israel	2834
Intellia Therapeutics, Inc.	5/5/2016	\$108.0	Nasdaq GSM	Delaware	2836
Intersect ENT, Inc.	7/23/2014	\$55.0	Nasdaq GM	Delaware	3841
Intrawest Resorts Holdings, Inc.	1/30/2014	\$187.5	Nasdaq GM	Delaware	7990
Intrexon Corporation	8/7/2013	\$160.0	NYSE	Virginia	8731
Investar Holding Corporation	6/30/2014	\$40.3	NYSE	Louisiana	6022
Invitae Corporation	2/11/2015	\$101.6	NYSE	Delaware	8071
Invuity, Inc.	6/15/2015	\$48.0	Nasdaq GM	Delaware	3841
iRadimed Corporation	7/15/2014	\$12.6	NYSE	Delaware	3841
iRhythm Technologies, Inc.	10/19/2016	\$107.0	Nasdaq GSM	Delaware	3841
Jaguar Animal Health, Inc.	5/13/2015	\$20.0	Nasdaq CM	Delaware	2834
James River Group Holdings, Ltd.	12/11/2014	\$231.0	Nasdaq CM	Bermuda	6331
Jensyn Acquisition Corp.	3/2/2016	\$39.0	Nasdaq GSM	Delaware	6770
Jernigan Capital, Inc.	3/26/2015	\$100.0	NYSE	Maryland	6798
JGWPT Holdings Inc.	11/8/2013	\$115.5	NYSE	Delaware	6199
JM Global Holding Company	7/23/2015	\$50.0	Nasdaq CM	Delaware	6770
Jones Energy, Inc.	7/23/2013	\$187.5	NYSE	Delaware	1311
Jumei International Holding Limited	5/15/2014	\$245.1	NYSE	Cayman Islands	5990
Juno Therapeutics, Inc.	12/18/2014	\$246.6	NYSE	Delaware	2836
Jupai Holdings Limited	7/15/2015	\$53.0	NYSE	Cayman Islands	8900
K2M Group Holdings, Inc.	5/7/2014	\$132.4	Nasdaq GSM	Virginia	3841
Kadmon Holdings, LLC	7/26/2016	\$75.0	NYSE	Delaware	2834
KaloBios Pharmaceuticals, Inc.	1/31/2013	\$70.0	Nasdaq GSM	Delaware	2834
Kamada Ltd.	5/30/2013	\$51.6	Nasdaq GM	Israel	2834
Karyopharm Therapeutics Inc.	11/12/2013	\$108.8	Nasdaq GSM	Delaware	2834
KemPharm, Inc.	4/15/2015	\$56.0	Nasdaq GM	Delaware	2834
Kindred Biosciences, Inc.	12/11/2013	\$52.5	Nasdaq GSM	Delaware	2834
Kinsale Capital Group, Inc.	7/27/2016	\$105.6	Nasdaq GSM	Delaware	6331
Kite Pharma, Inc.	6/19/2014	\$127.5	Nasdaq CM	Delaware	2836
Kitov Pharmaceuticals Holdings Ltd.	11/23/2015	\$13.1	Nasdaq CM	Israel	2834
KLR Energy Acquisition Corp.	3/10/2016	\$80.0	Nasdaq GSM	Delaware	6770
Kofax Limited	12/5/2013	\$11.7	Nasdaq GSM	Bermuda	7370
Kornit Digital Ltd.	4/1/2015	\$71.0	Nasdaq GSM	Israel	3555
La Quinta Holdings Inc.	4/8/2014	\$650.3	Nasdaq GSM	Delaware	7011
Ladder Capital Corp	2/5/2014	\$225.3	NYSE	Delaware	6500
Landcadia Holdings, Inc.	5/25/2016	\$250.0	Nasdaq GSM	Delaware	6770

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Lantheus Holdings, Inc.	6/24/2015	\$65.0	Nasdaq GM	Delaware	2834
LDR Holding Corporation	10/8/2013	\$75.0	NYSE	Texas	3841
Leju Holdings Limited	4/16/2014	\$100.0	Nasdaq GSM	Cayman Islands	6500
Levy Acquisition Corp.	11/13/2013	\$150.0	NYSE	Illinois	6770
LGI Homes, Inc.	11/6/2013	\$99.0	Nasdaq CM	Delaware	1531
LightInTheBox Holding Co., Ltd.	6/11/2013	\$78.9	Nasdaq GSM	Cayman Islands	5961
Liquid Holdings Group, LLC	7/25/2013	\$28.6	NYSE	Delaware	7372
Live Oak Bancshares, Inc.	7/23/2015	\$81.6	Nasdaq GSM	North Carolina	6022
Lombard Medical, Inc.	4/25/2014	\$55.0	Nasdaq GM	Cayman Islands	3841
Loxo Oncology, Inc.	7/31/2014	\$68.4	Nasdaq GM	Delaware	2834
Luxoft Holding, Inc	6/25/2013	\$69.6	Nasdaq GM	Foreign	7371
M I Acquisitions, Inc.	9/13/2016	\$50.0	Nasdaq GSM	Delaware	6770
M III Acquisition Corp.	7/7/2016	\$150.0	Nasdaq GSM	Delaware	6770
Macrocure Ltd.	7/30/2014	\$53.5	NYSE	Israel	2836
MacroGenics, Inc.	10/16/2013	\$80.0	Nasdaq GM	Delaware	2834
Malibu Boats, Inc.	1/30/2014	\$100.0	Nasdaq GSM	Delaware	3730
Mammoth Energy Services, Inc.	10/13/2016	\$116.3	Nasdaq GSM	Delaware	1389
Marcus & Millichap, Inc.	10/30/2013	\$72.0	Nasdaq GSM	Delaware	6531
Marin Software Incorporated	3/21/2013	\$105.0	NYSE	Delaware	7374
Marinus Pharmaceuticals, Inc.	7/31/2014	\$45.0	NYSE	Delaware	2834
Marketo, Inc.	5/16/2013	\$78.8	Nasdaq GM	Delaware	7372
Markit Ltd.	6/18/2014	\$1,283.3	Nasdaq GSM	Bermuda	6200
Marrone Bio Innovations, Inc.	8/1/2013	\$57.0	Nasdaq GSM	Delaware	2870
Match Group, Inc.	11/18/2015	\$400.0	Nasdaq GSM	Delaware	7389
Materialise NV	6/24/2014	\$96.0	Nasdaq GM	Belgium	7372
Mavenir Systems, Inc.	11/6/2013	\$54.5	Nasdaq GSM	Delaware	3576
MaxPoint Interactive, Inc.	3/5/2015	\$74.8	NYSE	Delaware	7370
MCBC Holdings, Inc.	7/16/2015	\$91.1	Nasdaq GM	Delaware	3730
MedEquities Realty Trust, Inc.	9/28/2016	\$239.1	NYSE	Delaware	6798
Medical Transcription Billing, Corp.	7/22/2014	\$20.4	NYSE	Delaware	7372
MediWound Ltd.	3/19/2014	\$70.0	Nasdaq CM	Israel	2833
Medley Management Inc.	9/23/2014	\$108.0	Nasdaq GM	Delaware	6282
MEDOVEX Corp.	12/19/2014	\$8.0	NYSE	Nevada	3841
Medpace Holdings, Inc.	8/10/2016	\$161.0	Nasdaq GSM	Delaware	8731
MedWorth Acquisition Corp.	6/26/2013	\$52.8	Nasdaq CM	New York	8082
Memorial Resource Development Corp.	6/12/2014	\$813.2	Nasdaq CM	Delaware	1311
Merus B.V.	5/18/2016	\$55.0	Nasdaq GSM	The Netherlands	2834

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MGM Growth Properties LLC	4/19/2016	\$1,050.0	NYSE	Delaware	6798
Midland States Bancorp, Inc.	5/23/2016	\$80.1	Nasdaq GSM	Illinois	6022
Mimecast Limited	5/18/2016	\$55.0	Nasdaq GSM	The Netherlands	2834
MINDBODY, Inc.	6/18/2015	\$100.1	Nasdaq GM	Delaware	7372
Minerva Neurosciences, Inc.	6/30/2014	\$32.7	Nasdaq GSM	Delaware	2834
Mirna Therapeutics, Inc.	9/30/2015	\$43.8	Nasdaq GM	Delaware	2834
MiX Telematics Limited	8/9/2013	\$100.7	Nasdaq GM	South Africa	7372
MobileIron, Inc.	6/11/2014	\$100.0	NYSE	Delaware	7372
Mobileye N.V.	7/31/2014	\$889.7	Nasdaq GSM	Israel	7372
Model N, Inc.	3/19/2013	\$104.5	NYSE	Delaware	7370
Moelis & Company	4/15/2014	\$162.5	NYSE	Delaware	6282
MOKO Social Media Limited	6/26/2014	\$8.3	NYSE	Australia	7370
MOL Global, Inc.	10/9/2014	\$168.8	Nasdaq GM	Cayman Islands	7389
Momo Inc.	12/10/2014	\$216.0	Nasdaq GM	Cayman Islands	7372
Monster Digital, Inc.	7/7/2016	\$9.1	Nasdaq CM	Delaware	3572
Montage Technology Group Limited	9/25/2013	\$71.0	Nasdaq GM	Cayman Islands	3674
Motif Bio plc	11/17/2016	\$17.0	Nasdaq CM	England	2834
Multi Packaging Solutions International Limited	10/21/2015	\$214.5	NYSE	Bermuda	2759
MyoKardia, Inc.	10/28/2015	\$54.8	Nasdaq GSM	Delaware	2834
Myovant Sciences Ltd.	10/26/2016	\$217.5	NYSE	Bermuda	2834
Nabriva Therapeutics AG	9/17/2015	\$92.3	Nasdaq GM	Austria	2834
NanoString Technologies, Inc.	6/25/2013	\$54.0	Nasdaq GM	Delaware	2836
Nant Health, LLC	6/1/2016	\$91.0	Nasdaq GSM	Delaware	7374
NantKwest, Inc.	7/27/2015	\$207.2	Nasdaq GSM	Delaware	2836
Natera, Inc.	7/1/2015	\$180.0	Nasdaq GSM	Delaware	8071
National Commerce Corporation	3/18/2015	\$33.2	Nasdaq GSM	Delaware	6021
National Storage Affiliates Trust	4/22/2015	\$260.0	NYSE	Maryland	6798
Navigator Holdings Ltd.	11/20/2013	\$228.0	Nasdaq GM	Marshall Islands	4412
Neff Corporation	11/20/2014	\$157.1	NYSE	Delaware	7359
Neos Therapeutics, Inc.	7/22/2015	\$72.0	Nasdaq GSM	Delaware	2834
Neothetics, Inc.	11/19/2014	\$65.1	NYSE	Delaware	2834
NephroGenex, Inc.	2/11/2014	\$37.2	Nasdaq GM	Delaware	2834
NeuroDerm Ltd.	11/13/2014	\$45.0	Nasdaq CM	Israel	2834
Nevro Corp.	11/5/2014	\$126.0	Nasdaq GM	Delaware	3841
New Relic, Inc.	12/11/2014	\$115.0	NYSE	Delaware	7372
Nexvet Biopharma plc	2/4/2015	\$40.0	Nasdaq GSM	Ireland	2834
Nimble Storage, Inc.	12/12/2013	\$168.0	NYSE	Delaware	3572

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Nivalis Therapeutics, Inc.	6/16/2015	\$77.0	Nasdaq GSM	Delaware	2834
NMI Holdings, Inc.	11/7/2013	\$27.3	NYSE	Delaware	6351
Noble Midstream Partners LP	9/14/2016	\$281.3	NYSE	Delaware	4932
Noodles & Company	6/27/2013	\$96.4	Nasdaq GM	Delaware	5812
Norcraft Companies, Inc.	11/6/2013	\$102.4	Nasdaq GSM	Delaware	2430
Nord Anglia Education, Inc.	3/25/2014	\$304.0	NYSE	Cayman Islands	8200
Nordic American Offshore Ltd.	6/11/2014	\$94.1	NYSE	Marshall Islands	4412
North Atlantic Drilling Ltd.	1/28/2014	\$125.0	NYSE	United Kingdom	1381
Novan, Inc.	9/20/2016	\$45.1	Nasdaq GM	Delaware	2834
NovoCure Limited	10/1/2015	\$165.0	Nasdaq GSM	New Jersey	3841
NRG Yield, Inc.	7/16/2013	\$430.7	NYSE	Delaware	4911
Nutanix, Inc.	9/29/2016	\$237.9	Nasdaq GSM	Delaware	7372
NV5 Holdings, Inc.	3/27/2013	\$8.4	NYSE	Delaware	7380
Oasmia Pharmaceutical AB	10/22/2015	\$9.5	Nasdaq CM	Sweden	2834
Obalon Therapeutics, Inc.	10/5/2016	\$75.0	Nasdaq GM	Nevada	3841
Ocular Therapeutix, Inc.	7/24/2014	\$65.0	Nasdaq CM	Delaware	2834
Ollie's Bargain Outlet Holdings, Inc.	7/15/2015	\$142.8	Nasdaq GSM	Delaware	5331
Omthera Pharmaceuticals, Inc.	4/11/2013	\$64.0	Nasdaq GM	Delaware	2834
Oncobiologics, Inc.	5/12/2016	\$35.0	Nasdaq GM	Delaware	2836
On Deck Capital, Inc.	12/16/2014	\$200.0	Nasdaq GM	Delaware	6199
OncoMed Pharmaceuticals, Inc.	7/17/2013	\$81.6	NYSE	Delaware	2834
Onconova Therapeutics, Inc	7/24/2013	\$77.5	Nasdaq GSM	Delaware	2834
Ooma, Inc.	7/16/2015	\$65.0	NYSE	Delaware	7372
OpGen, Inc.	5/4/2015	\$17.1	Nasdaq GSM	Delaware	8071
Ophthotech Corporation	9/24/2013	\$167.2	Nasdaq GM	Delaware	2834
Opower, Inc.	4/3/2014	\$115.9	Nasdaq GSM	Delaware	7372
Orchid Island Capital, Inc.	2/14/2013	\$35.4	NYSE	Maryland	6798
Otonomy, Inc.	8/12/2014	\$100.0	NYSE MKT	Delaware	2834
Oxford Immunotec Global PLC	11/21/2013	\$64.3	Nasdaq GSM	United Kingdom	2835
Pace Holdings Corp.	9/10/2015	\$400.0	Nasdaq GSM	Cayman Islands	6770
Pacific Special Acquisition Corp.	10/14/2015	\$50.0	Nasdaq CM	Virgin Islands	6770
Papa Murphy's Holdings, Inc.	5/1/2014	\$64.2	Nasdaq GM	Delaware	5812
Paramount Group, Inc.	11/18/2014	\$2,292.5	Nasdaq GSM	Maryland	6798
Parnell Pharmaceuticals Holdings Ltd	6/18/2014	\$50.0	NYSE	Australia	2834
Parsley Energy, Inc.	5/22/2014	\$925.0	NYSE	Delaware	1311
Patriot National, Inc.	1/15/2015	\$116.4	NYSE	Delaware	6411
Pattern Energy Group Inc.	9/26/2013	\$352.0	Nasdaq GM	Delaware	4911

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Paycom Software, Inc.	3/14/2014	\$99.7	NYSE	Delaware	7372
Paylocity Holding Corporation	3/18/2014	\$119.8	Nasdaq GSM	Delaware	7372
Peak Resorts, Inc.	11/20/2014	\$90.0	Nasdaq GM	Missouri	7990
PennyMac Financial Services, Inc.	5/8/2013	\$191.2	NYSE	Delaware	6162
Penumbra. Inc.	9/17/2015	\$120.0	NYSE	Delaware	3841
People's Utah Bancorp	6/10/2015	\$36.3	Nasdaq CM	Utah	6022
Pfenex Inc.	7/23/2014	\$50.0	NYSE MKT	Delaware	2834
PhaseRx, Inc.	5/17/2016	\$18.5	Nasdaq CM	Delaware	2834
Phibro Animal Health Corporation	4/10/2014	\$191.2	Nasdaq GM	Delaware	2834
Physicians Realty Trust	7/8/2013	\$120.0	NYSE	Maryland	6798
Planet Fitness, Inc.	8/5/2015	\$216.0	NYSE	Delaware	7997
Polar Power, Inc.	12/6/2016	\$16.8	Nasdaq CM	Delaware	3621
Portola Pharmaceuticals, Inc.	5/21/2013	\$122.1	Nasdaq GM	Delaware	2834
Potbelly Corporation	10/3/2013	\$105.0	Nasdaq GSM	Delaware	5812
PRA Health Sciences, Inc.	11/12/2014	\$305.6	Nasdaq GSM	Delaware	8731
Premier, Inc.	9/25/2013	\$760.1	Nasdaq GSM	Delaware	8741
Presbia PLC	1/28/2015	\$41.7	Nasdaq GSM	Ireland	3841
Press Ganey Holdings, Inc.	5/20/2015	\$222.5	NYSE	Delaware	7380
Professional Diversity Network, Inc.	3/5/2013	\$21.0	Nasdaq CM	Delaware	7370
ProNAi Therapeutics, Inc.	7/15/2015	\$137.7	Nasdaq GSM	Delaware	2834
ProQR Therapeutics B.V.	9/18/2014	\$97.5	Nasdaq GM	The Netherlands	2834
Prosensa Holding B.V.	6/27/2013	\$78.0	Nasdaq GSM	The Netherlands	2834
Protagonist Therapeutics, Inc.	8/10/2016	\$90.0	Nasdaq CM	Delaware	2834
Proteon Therapeutics, Inc.	10/21/2014	\$61.0	Nasdaq GM	Delaware	2836
Proteostasis Therapeutics, Inc.	2/10/2016	\$50.0	Nasdaq GM	DE	2834
PTC Therapeutics, Inc.	6/19/2013	\$125.6	Nasdaq GSM	Delaware	2834
Pulse Biosciences, Inc.	5/17/2016	\$20.0	Nasdaq CM	Nevada	3841
Pure Storage, Inc.	10/6/2015	\$425.0	NYSE	Delaware	3572
Q2 Holdings, Inc.	3/19/2014	\$100.9	NYSE	Delaware	7372
QIWI plc	5/2/2013	\$212.5	Nasdaq GSM	Cyprus	7389
QTS Realty Trust, Inc.	10/8/2013	\$257.3	NYSE	Maryland	6798
Quantenna Communications, Inc.	10/27/2016	\$107.2	Nasdaq GSM	Delaware	3674
Quartet Merger Corp.	10/28/2013	\$84.0	Nasdaq CM	Delaware	6770
Quinpario Acquisition Corp.	8/8/2013	\$150.0	Nasdaq CM	Delaware	6770
Quinpario Acquisition Corp. 2	1/15/2015	\$350.0	Nasdaq CM	Delaware	6770
Qunar Cayman Islands Limited	10/31/2013	\$166.7	Nasdaq GM	Cayman Islands	7389
Quotient Ltd.	4/24/2014	\$40.0	Nasdaq GM	Bailiwick of Jersey	2835

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Rally Software Development Corp.	4/11/2013	\$84.0	NYSE	Delaware	7372
Ra Pharmaceuticals, Inc.	10/25/2016	\$91.6	Nasdaq GSM	Delaware	2834
Rapid7, Inc.	7/16/2015	\$103.2	Nasdaq GM	Delaware	7372
RCS Capital Corporation	6/5/2013	\$50.0	NYSE	Delaware	6211
Reata Pharmaceuticals, Inc.	5/25/2016	\$60.5	Nasdaq GM	Delaware	2834
RE/MAX Holdings, Inc.	10/1/2013	\$220.0	NYSE	Delaware	6531
Receptos, Inc.	5/8/2013	\$72.8	Nasdaq GM	Delaware	2834
Recro Pharma, Inc.	3/6/2014	\$30.0	Nasdaq CM	Pennsylvania	2834
Regado Biosciences, Inc.	8/22/2013	\$43.0	Nasdaq CM	Delaware	2834
REGENXBIO Inc.	9/16/2015	\$138.6	Nasdaq GSM	Delaware	2836
Relypsa Inc.	11/14/2013	\$75.4	Nasdaq GSM	Delaware	2834
Resonant Inc.	6/3/2014	\$16.2	Nasdaq CM	Delaware	3674
RetailMeNot, Inc.	7/18/2013	\$190.9	Nasdaq GSM	Delaware	7310
Revance Therapeutics, Inc.	2/5/2014	\$96.0	Nasdaq GM	Delaware	2834
ReWalk Robotics Ltd.	9/11/2014	\$36.0	Nasdaq GM	Israel	3842
Rexford Industrial Realty, Inc.	7/18/2013	\$224.0	NYSE	Maryland	6798
Rice Energy Inc.	1/23/2014	\$924.0	NYSE	Delaware	1311
RingCentral, Inc.	9/26/2013	\$97.5	NYSE	Delaware	7374
Ritter Pharmaceuticals, Inc.	6/24/2015	\$20.0	Nasdaq CM	Delaware	2834
Rocket Fuel Inc.	9/19/2013	\$116.0	Nasdaq GSM	Delaware	7370
ROI Acquisition Corp. II	9/16/2013	\$125.0	Nasdaq CM	Delaware	6770
Roka Bioscience, Inc.	7/16/2014	\$60.0	Nasdaq GM	Delaware	3826
RSP Permian, Inc.	1/17/2014	\$390.0	NYSE	Delaware	1311
Ruthigen, Inc.	3/21/2014	\$19.2	Nasdaq CM	Delaware	2834
Saban Capital Acquisition Corp.	9/15/2016	\$235.0	Nasdaq CM	Cayman Islands	6770
Sage Therapeutics, Inc.	6/17/2014	\$90.0	Nasdaq GM	Delaware	2834
Scorpio Bulkera Inc.	12/11/2013	\$305.2	NYSE	Marshall Islands	4412
SCYNEXIS, Inc.	5/2/2014	\$62.0	Nasdaq GM	Delaware	2834
Second Sight Medical Products, Inc.	11/18/2014	\$31.5	Nasdaq CM	California	3845
SecureWorks Corp.	4/21/2016	\$112.0	Nasdaq GSM	Delaware	7379
Selecta Biosciences, Inc.	6/21/2016	\$70.0	Nasdaq GM	Delaware	2834
Semler Scientific, Inc.	2/20/2014	\$10.0	Nasdaq CM	Delaware	3845
SenesTech, Inc.	12/8/2016	\$15.0	Nasdaq CM	Delaware	2870
Senseonics Holdings, Inc.	3/17/2016	\$45.0	NYSE MKT	Delaware	3823
Sensus Healthcare, Inc.	6/2/2016	\$11.0	Nasdaq CM	Delaware	3841
Seres Therapeutics, Inc.	6/25/2015	\$133.8	Nasdaq GSM	Delaware	2834
SFX Entertainment, Inc.	1/8/2014	\$260.0	Nasdaq GSM	Delaware	7900

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Shake Shack Inc.	1/29/2015	\$105.0	NYSE	Delaware	5810
Shopify Inc.	5/20/2015	\$130.9	NYSE	Canada	7372
Sientra, Inc.	10/28/2014	\$75.0	Nasdaq GSM	Delaware	3842
Signal Genetics, Inc.	6/17/2014	\$8.5	Nasdaq CM	Delaware	8071
Silvercrest Asset Management Group Inc.	6/26/2013	\$52.7	Nasdaq GM	Delaware	6282
Silver Eagle Acquisition Corp.	7/25/2013	\$300.0	Nasdaq CM	Delaware	6770
Silver Run Acquisition Corporation	2/23/2016	\$450.0	Nasdaq CM	Delaware	6770
Silver Spring Networks, Inc.	3/12/2013	\$80.8	NYSE	Delaware	3576
Sino Mercury Acquisition Corp.	8/26/2014	\$40.0	Nasdaq CM	Delaware	6770
Sky Solar Holdings, Ltd.	11/18/2014	\$44.2	Nasdaq CM	Cayman Islands	4931
Smart Sand, Inc.	11/3/2016	\$128.7	Nasdaq GSM	Delaware	1400
SolarEdge Technologies, Inc.	3/25/2015	\$126.0	Nasdaq GSM	Delaware	3674
Sophiris Bio Inc.	8/16/2013	\$65.0	Nasdaq GM	British Columbia	2834
Spark Energy, Inc.	7/28/2014	\$54.0	Nasdaq GSM	Delaware	4931
Spark Therapeutics, Inc.	1/29/2015	\$161.0	Nasdaq GSM	Delaware	2836
Sportsman's Warehouse Holdings, Inc.	4/16/2014	\$118.8	Nasdaq GSM	Delaware	5940
Spring Bank Pharmaceuticals, Inc.	5/5/2016	\$11.0	Nasdaq CM	Delaware	2834
Square 1 Financial, Inc.	3/26/2014	\$104.1	Nasdaq GSM	Delaware	6022
Square, Inc.	11/18/2015	\$243.0	NYSE	Delaware	7372
SteadyMed Ltd.	3/19/2015	\$40.0	Nasdaq GSM	Israel	2834
Stellar Acquisition III Inc.	8/18/2016	\$65.0	Nasdaq CM	Republic of Marshall Islands	6770
Stemline Therapeutics, Inc.	1/28/2013	\$33.2	Nasdaq CM	Delaware	2834
Stock Building Supply Holdings, Inc.	8/8/2013	\$98.0	Nasdaq GSM	Delaware	5211
Stonegate Mortgage Corporation	10/9/2013	\$113.6	NYSE	Ohio	6162
STORE Capital Corporation	11/17/2014	\$508.8	NYSE	Maryland	6798
Strongbridge Biopharma plc	10/16/2015	\$25.0	Nasdaq GSM	Ireland	2834
Summit Materials, Inc.	3/11/2015	\$400.0	NYSE	Delaware	1400
Summit Therapeutics plc	3/4/2015	\$34.2	Nasdaq GSM	United Kingdom	2834
SunEdison Semiconductor Limited	1/28/2013	\$93.6	Nasdaq GSM	Delaware	2834
Sungy Mobile Limited	11/21/2013	\$78.5	Nasdaq GM	Cayman Islands	7372
Sunrun Inc.	8/4/2015	\$250.6	Nasdaq GSM	Delaware	3430
Superior Drilling Products, Inc.	5/23/2014	\$27.0	NYSE MKT	Utah	3533
Surgery Partners, Inc.	9/30/2015	\$271.4	Nasdaq GSM	Delaware	8062
Surgical Care Affiliates, Inc.	10/29/2013	\$234.7	Nasdaq GSM	Delaware	8093
Syndax Pharmaceuticals, Inc.	3/2/2016	\$52.8	Nasdaq GSM	Delaware	2834
Syros Pharmaceuticals, Inc.	6/29/2016	\$50.0	Nasdaq GSM	Delaware	2834
T2 Biosystems, Inc.	8/6/2014	\$57.2	Nasdaq GM	Delaware	3841

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Tableau Software, Inc.	5/16/2013	\$254.2	NYSE	Delaware	7372
Tabula Rasa HealthCare, Inc.	9/28/2016	\$51.6	Nasdaq GSM	Delaware	8099
Tactile Systems Technology, Inc.	7/27/2016	\$40.0	Nasdaq GSM	Delaware	3841
Talend S.A.	7/28/2016	\$94.5	Nasdaq GM	France	7372
Talmer Bankcorp, Inc.	2/11/2014	\$202.2	Nasdaq CM	Michigan	6021
Tandem Diabetes Care, Inc.	11/13/2013	\$120.0	Nasdaq GM	Delaware	3841
Tarena International, Inc.	4/2/2014	\$137.7	Nasdaq GSM	Cayman Islands	8200
TCP International Holdings Ltd.	6/25/2014	\$78.6	NYSE	Switzerland	3640
Teladoc, Inc.	6/30/2015	\$156.8	NYSE	Delaware	7389
TerraForm Global, Inc.	7/31/2015	\$675.0	Nasdaq GSM	Delaware	4911
TerraForm Power, Inc.	7/17/2014	\$501.6	Nasdaq GSM	Delaware	4911
Terrapin 3 Acquisition Corporation	7/16/2014	\$185.0	Nasdaq CM	Delaware	6770
TetraLogic Pharmaceuticals Corporation	12/11/2013	\$50.1	Nasdaq GM	Delaware	2834
Tetraphase Pharmaceuticals, Inc.	3/19/2013	\$75.0	Nasdaq GM	Delaware	2834
Textura Corporation	6/6/2013	\$75.0	NYSE	Delaware	7372
The Bank of N.T. Butterfield & Son Limited	9/15/2016	\$250.0	NYSE	Bermuda	6029
The Container Store Group, Inc.	10/31/2013	\$225.0	NYSE	Delaware	5700
The ExOne Company	2/6/2013	\$95.4	Nasdaq GM	Delaware	3355
The Habit Restaurants, Inc.	11/19/2014	\$90.0	Nasdaq GM	Delaware	5812
The Joint Corp.	11/10/2014	\$19.5	Nasdaq CM	Delaware	6794
The New Home Company Inc.	1/30/2014	\$85.9	NYSE	Delaware	1531
The Rubicon Project, Inc.	4/1/2014	\$101.6	NYSE	Delaware	7370
The Trade Desk, Inc.	9/20/2016	\$84.0	Nasdaq GM	Delaware	7370
Third Point Reinsurance Ltd.	8/14/2013	\$275.7	NYSE	Bermuda	6331
TiGenix N.V.	12/14/2016	\$35.7	Nasdaq GSM	Belgium	2834
Tokai Pharmaceuticals, Inc.	9/6/2014	\$97.2	Nasdaq GM	Delaware	2834
Townsquare Media, Inc.	7/23/2014	\$91.7	NYSE	Delaware	4832
TPI Composites, Inc.	7/21/2016	\$68.8	Nasdaq GSM	Delaware	3511
TRACON Pharmaceuticals, Inc.	1/29/2015	\$36.0	Nasdaq GSM	Delaware	2836
Transocean Partners LLC	7/31/2014	\$385.0	NYSE	Marshall Islands	1381
Tremor Video, Inc.	6/26/2013	\$75.0	NYSE	Delaware	7311
Trevena, Inc.	1/31/2014	\$64.8	Nasdaq GSM	Delaware	2834
TRI Pointe Homes, Inc.	1/30/2013	\$232.7	NYSE	Delaware	1531
TriState Capital Holdings, Inc.	5/8/2013	\$65.6	Nasdaq GSM	Pennsylvania	6022
Triumph Bancorp, Inc.	11/7/2014	\$80.4	Nasdaq GSM	Texas	6022
trivago N.V.	12/15/2016	\$287.2	Nasdaq GSM	The Netherlands	7374
TriVascular Technologies, Inc.	4/15/2010	\$78.0	Nasdaq GSM	Delaware	3841

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TrueCar, Inc.	5/21/2014	\$70.0	Nasdaq GSM	Delaware	7370
Trupanion, Inc.	7/17/2014	\$71.3	NYSE	Delaware	6324
TubeMogul, Inc.	7/23/2014	\$43.8	Nasdaq GSM	Delaware	7372
Tuniu Corporation	5/8/2014	\$72.0	Nasdaq GSM	Cayman Islands	4700
Turning Point Brands, Inc.	5/10/2016	\$54.0	NYSE	Delaware	2100
Twilio Inc.	6/22/2016	\$150.0	NYSE	Delaware	7372
Twitter, Inc.	11/13/2013	\$1,820.0	NYSE	Delaware	7370
UBIC, Inc.	5/15/2013	\$9.2	Nasdaq GM	Japan	7374
UCP, Inc.	7/17/2013	\$116.3	NYSE	Delaware	1531
Ultragenyx Pharmaceutical Inc.	1/30/2014	\$121.0	Nasdaq GSM	Delaware	2834
Unique Fabricating, Inc.	6/30/2015	\$22.3	NYSE MKT	Delaware	3714
uniQure B.V.	2/5/2014	\$91.8	Nasdaq GSM	The Netherlands	2834
Upland Software, Inc.	11/5/2014	\$46.2	Nasdaq GSM	Delaware	7372
Varonis Systems, Inc.	2/27/2014	\$105.6	Nasdaq GSM	Delaware	7372
Vascular Biogenics Ltd.	7/30/2014	\$64.8	Nasdaq GSM	Israel	2834
Veeva Systems Inc.	10/15/2013	\$260.9	NYSE	Delaware	7372
Veracyte, Inc.	10/29/2013	\$65.0	Nasdaq GM	Delaware	8071
Veritex Holdings, Inc.	10/8/2014	\$35.1	Nasdaq GM	Texas	6022
Versartis, Inc.	3/20/2014	\$126.0	Nasdaq GSM	Delaware	2834
Viking Therapeutics, Inc.	4/28/2015	\$24.0	Nasdaq CM	Delaware	2834
Vince Holding Corp.	11/21/2013	\$200.0	NYSE	Delaware	5600
Violin Memory, Inc.	9/26/2013	\$162.0	NYSE	Delaware	3572
Virtu Financial, Inc.	4/15/2015	\$314.1	Nasdaq GSM	Delaware	6200
Vitae Pharmaceuticals, Inc.	9/24/2014	\$55.0	Nasdaq GM	Delaware	2834
Vital Therapies, Inc.	4/17/2014	\$54.0	Nasdaq GM	Delaware	2834
Vivint Solar, Inc.	10/1/2014	\$329.6	NYSE	Delaware	3433
voxeljet AG	10/17/2013	\$84.5	NYSE	Germany	3555
Voyager Therapeutics, Inc.	11/10/2015	\$70.0	Nasdaq GSM	Delaware	2836
vTv Therapeutics Inc.	7/29/2015	\$117.2	Nasdaq GSM	Delaware	2834
WAVE Life Sciences Ltd.	11/10/2015	\$102.0	Nasdaq GSM	Singapore	2834
Wayfair Inc.	10/1/2014	\$319.0	NYSE	Delaware	5961
WCI Communities, Inc	7/24/2013	\$102.3	NYSE	Delaware	1531
Weibo Corporation	4/16/2014	\$285.6	Nasdaq GSM	Cayman Islands	7370
WildHorse Resource Development Corporation	12/13/2016	\$412.5	NYSE	Delaware	1311
Wingstop Inc.	6/11/2015	\$110.2	Nasdaq GSM	Delaware	5812
Wix.com Ltd.	11/5/2013	\$127.1	Nasdaq GM	Israel	7370
WL Ross Holding Corp.	6/5/2014	\$435.0	Nasdaq CM	Delaware	6770

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Workiva Inc.	12/11/2014	\$100.8	NYSE	Delaware	7372
Wowo Limited	4/8/2015	\$40.0	Nasdaq GSM	Cayman Islands	7379
Xactly Corporation	6/25/2015	\$56.3	NYSE	Delaware	7372
Xencor, Inc.	12/2/2013	\$70.0	Nasdaq GM	Delaware	2834
Xenon Pharmaceuticals Inc.	11/4/2014	\$36.0	Nasdaq GM	British Columbia	2834
xG Technology, Inc.	7/22/2013	\$7.4	Nasdaq CM	Delaware	3669
Xoom Corporation	2/14/2013	\$101.2	Nasdaq GSM	Delaware	6099
Xtera Communications, Inc.	11/12/2015	\$25.0	Nasdaq GSM	Delaware	3661
Xunlei Limited	6/23/2014	\$87.8	Nasdaq GSM	Cayman Islands	7372
Yintech Investment Holdings Limited	4/26/2016	\$101.3	Nasdaq GSM	Cayman Islands	6200
Yirendai Ltd.	12/18/2015	\$75.0	NYSE	Cayman Islands	6199
Yodlee, Inc.	10/2/2014	\$75.0	Nasdaq GSM	Delaware	7372
Yulong Eco-Materials Limited	6/26/2015	\$14.1	Nasdaq CM	Cayman Islands	3270
YuMe, Inc.	8/6/2013	\$46.1	NYSE	Delaware	7311
Zafgen, Inc.	6/18/2014	\$96.0	Nasdaq GM	Delaware	2834
ZAIS Financial Corp.	2/7/2013	\$120.1	NYSE	Maryland	6798
Zendesk, Inc.	5/14/2014	\$100.0	NYSE	Delaware	7374
Zoe's Kitchen, Inc.	4/10/2014	\$87.5	NYSE	Delaware	5812
Zosano Pharma Corporation	1/26/2015	\$49.5	Nasdaq CM	Delaware	2834
ZS Pharma, Inc.	6/17/2013	\$107.0	Nasdaq GM	Delaware	2834
ZTO Express (Cayman) Inc.	10/26/2016	\$1,406.0	NYSE	Cayman Islands	4210
Zulily, Inc.	11/14/2013	\$253.0	Nasdaq GSM	Delaware	5961
Zynerba Pharmaceuticals, Inc.	8/4/2015	\$42.0	Nasdaq GSM	Delaware	2834

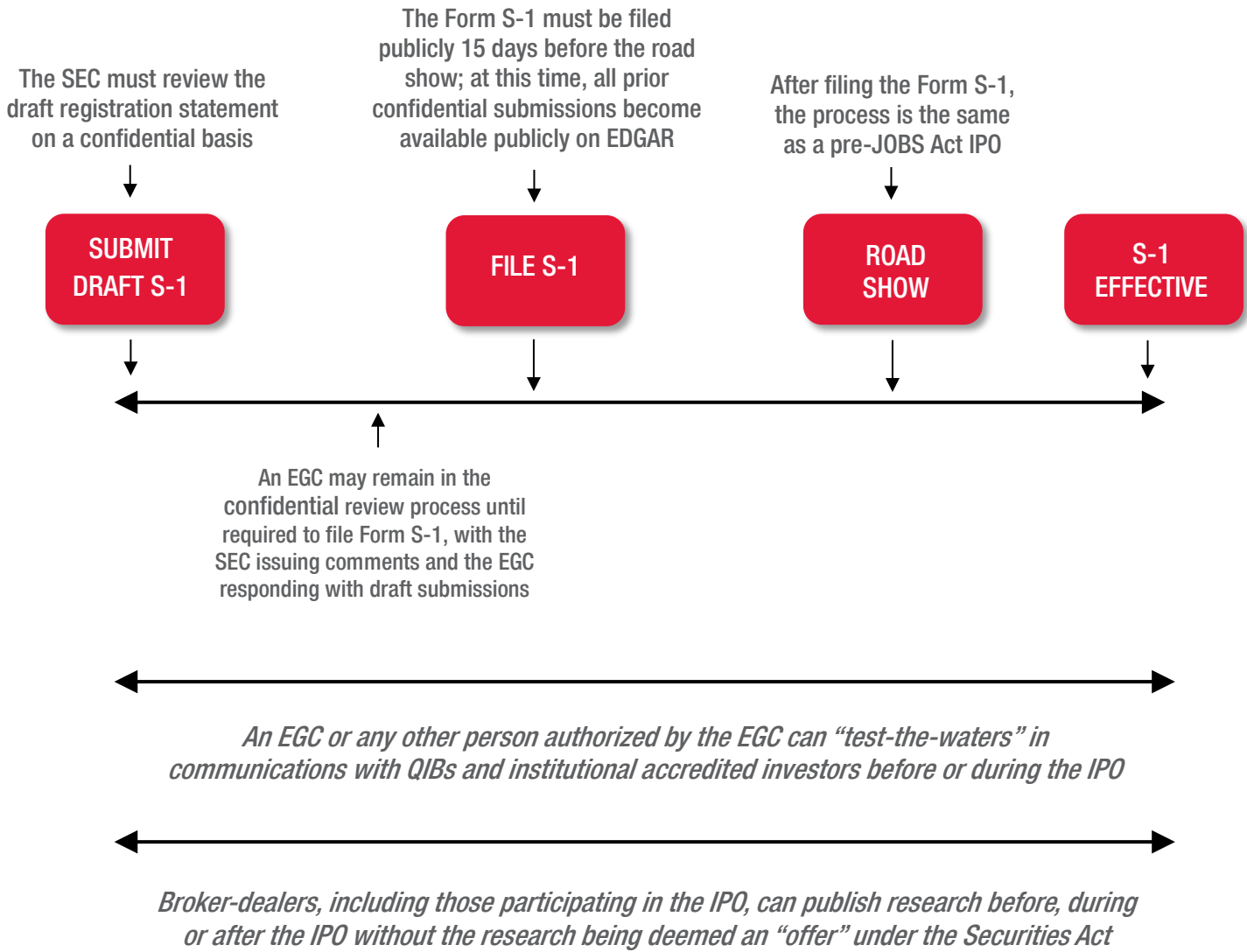
APPENDIX B

EMERGING GROWTH COMPANIES

Emerging Growth Company – Benefits

- Permits submitting a registration statement with the SEC on a confidential basis.
- EGCs may engage in oral or written communications with QIBs and institutional accredited investors in order to gauge their interest in a proposed IPO (i.e., “test-the-waters”) either prior to or following the first filing of the IPO registration statement.
- Requires EGCs to provide only two years of audited financial statements to the SEC (rather than three years), and delays the auditor attestation on internal controls requirement.
- Permits EGCs to omit financial information for historical periods otherwise required if the EGC reasonably believes such information will not be required at the time of the contemplated offering.
- Foreign Private Issuers that are EGCs will continue to be entitled to all of the other disclosure benefits available to them as FPIs (such as, for example, reduced compensation disclosure requirements, if permitted by home country practice).
- EGCs are exempt from:
 - The mandatory say-on-pay vote requirement;
 - The Dodd-Frank Act-required CEO pay ratio rules and may use certain smaller reporting company scaled disclosure;
 - Any new or revised financial accounting standard until the date that such accounting standard becomes broadly applicable to private companies; and
 - Any rule requiring mandatory audit firm rotation or a supplement to the auditor’s report that would provide additional information regarding the audit of the company’s financial statements (no such requirements currently exist).
- An EGC may forego reliance on any exemption available to it. However, if it chooses to comply with financial reporting requirements applicable to non-EGCs, it must comply with all such standards and cannot selectively opt in or opt out of requirements.
- Any election must be made at the time the EGC files its first registration statement or Exchange Act report.

EGC IPO Process



Disclosure Requirements

	PRIOR TO JOBS ACT	UNDER THE JOBS ACT AND THE FAST ACT
Financial Information in SEC Filings	<ul style="list-style-type: none"> • 3 years of audited financial statements • 2 years of audited financial statements for smaller reporting companies • Selected financial data for each of 5 years (or for life of issuer, if shorter) and any interim period included in the financial statements 	<ul style="list-style-type: none"> • 2 years of audited financial statements • Not required to present selected financial data for any period prior to the earliest audited period presented in connection with an IPO • Within 1 year of IPO, EGC would report 3 years of audited financial statements • May omit financial information if there is a reasonable belief such will not be required at time of contemplated offering
Confidential Submissions of Draft IPO Registration Statement	<ul style="list-style-type: none"> • No confidential filing for U.S. issuers • Confidential filing for FPIs only in specified circumstances 	EGCs (including FPIs that are EGCs) may submit a draft IPO registration statement for confidential review prior to public filing, provided that the registration statement is publicly filed with the SEC not later than 15 days before the EGC conducts a “road show.” This supersedes the SEC’s December 2011 position on confidential submissions by FPIs.
Communications Before and During The Offering Process	<ul style="list-style-type: none"> • Limited ability to “test-the-waters” 	EGCs, either prior to or after filing a registration statement, may “test-the-waters” by engaging in oral or written communications with QIBs and institutional accredited investors to determine interest in an offering
Auditor Attestation on Internal Controls	<ul style="list-style-type: none"> • Auditor attestation on effectiveness of internal controls over financial reporting required in second annual report after IPO • Non-accelerated filers not required to comply 	Transition period for compliance of up to 5 years
Accounting Standards	<ul style="list-style-type: none"> • Must comply with applicable new or revised financial accounting standards 	<ul style="list-style-type: none"> • Not required to comply with any new or revised financial accounting standard until such standard applies to companies that are not subject to Exchange Act public company reporting • EGCs may choose to comply with non-EGC accounting standards but may not selectively comply

Disclosure Requirements (cont'd)

	PRIOR TO JOBS ACT	UNDER THE JOBS ACT AND THE FAST ACT
Executive Compensation Disclosure	<ul style="list-style-type: none"> • Must comply with executive compensation disclosure requirements, unless a smaller reporting company (which is subject to reduced disclosure requirements) • Beginning for fiscal years starting on or after January 1, 2017, will be required to calculate and disclose the median compensation of all employees compared to the CEO 	<ul style="list-style-type: none"> • May comply with executive compensation disclosure requirements by complying with the reduced disclosure requirements generally available to smaller reporting companies • Exempt from requirement to calculate and disclose the median compensation of all employees compared to the CEO • FPIs entitled to rely on other executive compensation disclosure requirements
Say-on-Pay	<ul style="list-style-type: none"> • Must hold non-binding advisory stockholder votes on executive compensation arrangements 	Exempt from requirement to hold non-binding advisory stockholder votes on executive compensation arrangements for 1 to 3 years after no longer an EGC

Testing-the-Waters

- The Securities Act prohibits all “offers” in whatever form prior to the filing of a registration statement.
- Prior to the JOBS Act, non-public companies and most public companies were prohibited from communicating with potential investors about a proposed offering without having filed a registration statement (“gun jumping”).
- Title I of the JOBS Act expands permissible communications during a securities offering by amending the Securities Act to permit an EGC, or any person authorized to act on behalf of an EGC, either before or after the filing of a registration statement, to test-the-waters by:
 - engaging in oral or written communications with potential investors that are QIBs or institutions that are accredited investors to determine whether such investors might have an interest in a contemplated securities offering.
- This concept changes the communications framework for offerings:
 - “Test-the-waters communications” will not be considered “gun jumping”;
 - The communications may be oral or written;
 - If the communications are written, the communications need not comply with the requirements for a prospectus; and
 - These communications still are subject to securities law liability.
- An EGC can use these communications in order to gain important insights into the views of QIBs and institutional accredited investors.

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- During this “test-the-waters” process, the underwriter cannot solicit/confirm an order without a preliminary prospectus.
- The content of these conversations should be discussed and perhaps scripted.
- To the extent that written materials are used, counsel will want to ensure that the materials are consistent with the disclosures that will ultimately be included in the EGC’s registration statement.

APPENDIX C

NYSE VS. NASDAQ GLOBAL MARKET PRINCIPAL QUANTITATIVE LISTING REQUIREMENTS

The following table summarizes the principal quantitative listing requirements; there are also qualitative requirements.

Selected Listing Requirement	NYSE	Nasdaq Global Market
Minimum Number of Shareholders	400 round lot holders for U.S. companies and 5,000 round lot holders for non-U.S. companies. ^{1,2}	Same. ³
Minimum Number of Publicly Held Shares	1,100,000 for U.S. companies and 2,500,000 for non-U.S. companies. ^{1,2}	Same, with similar exclusions.
Minimum Aggregate Market Value of Publicly Held Shares	\$40 million for U.S. companies and \$100 million for non-U.S. companies (\$60 million if the non-U.S. company has a parent or affiliate that is a listed company and retains control of the company or is under common control with the company). ^{1,2}	Any of: <ul style="list-style-type: none"> • \$8 million under the Income Standard; • \$18 million under the Equity Standard; <i>or</i> • \$20 million under the Market Value Standard⁴ or the Total Assets/Total Revenue Standard.⁵
Minimum per Price Share	At least \$4.00 at initial listing.	Same. ⁶
Minimum Number of Market Makers	N/A	Four; unless company qualifies for listing under the Income or Equity Standards, which each require three. ⁷
Minimum Financial Standards	For U.S. companies, one of the following: ⁸ <ul style="list-style-type: none"> • Earnings Test: Adjusted pre-tax earnings from continuing operations must total (1) \$10 million for the last three fiscal years,⁹ including a minimum of \$2 million in each of the two most recent fiscal years and positive amounts in all three years, or (2) if there is a loss in the third fiscal year, \$12 million for the last three fiscal years, including a minimum of \$5 million in the most recent fiscal year and \$2 million in the next most recent fiscal year;¹⁰ <i>or</i> • Global Market Capitalization Test: \$200 million in global market capitalization (existing public companies must meet the minimum global market capitalization for a minimum of 90 consecutive trading days prior to listing on the NYSE). 	One of the following: ¹¹ <ul style="list-style-type: none"> • Income Standard: (1) \$1 million in annual pre-tax income from continuing operations in most recently completed fiscal year or in two of the three most recently completed fiscal years; and (2) stockholders' equity of \$15 million; <i>or</i> • Equity Standard: (1) stockholders' equity of \$30 million; and (2) two-year operating history; <i>or</i> • Market Value Standard: N/A for IPO; <i>or</i>

¹ A foreign private issuer (FPI) may also avail itself of the requirement applicable to U.S. companies.

² The number of shareholders includes shareholders of record and beneficial holders of shares held in street name. Shares held by directors, officers, or immediate families and other concentrated holdings of 10% or more are excluded. When considering a listing application from a company organized under the laws of Canada, Mexico, or the United States ("North America"), the NYSE will include all North American holders in applying the minimum shareholder requirement. When listing a company from outside North America, the NYSE may, in its discretion, include holders in the company's home country or primary trading market outside the United States in applying the minimum shareholder requirement, provided that such market is a regulated stock exchange. In exercising this discretion, the NYSE will consider all relevant factors including: (i) whether the information is derived from a reliable source, preferably either a government-regulated securities market or a transfer agent that is subject to governmental regulation; (ii) whether there exist efficient mechanisms for the transfer of securities between the company's non-U.S. trading market and the United States; and (iii) the number of shareholders and the extent of trading in the company's securities in the United States prior to the listing.

³ For the Nasdaq Global Select Market, at least 550 total holders and an average monthly trading volume over the prior 12 months of at least 1,100,000 shares; or at least 2,200 total holders; or a minimum of 450 round lot holders. For the Nasdaq Capital Market, a minimum of 300 round lot holders.

⁴ Market Value Standard is not applicable to IPOs.

⁵ For the Nasdaq Global Select Market, \$45 million. For the Nasdaq Capital Market, \$15 million under the Equity or the Market Value of Listed Securities Standards and \$5 million under the Net Income Standard.

⁶ For the Nasdaq Capital Market, \$4 bid price or \$3 or \$2 closing price under certain conditions.

⁷ For the Nasdaq Capital Market, three.

⁸ Real estate investment companies (REITs), closed-end management investment companies and business development companies (BDCs) have different requirements.

⁹ Under certain circumstances, a company may qualify with \$10 million in aggregate for two years and nine months.

¹⁰ A company that qualifies as an EGC and avails itself of the provisions of the Securities Act of 1933, as amended (the "Securities Act"), and the Exchange Act permitting EGCs to report only two years of audited financial statements can qualify under the Earnings Test by meeting the following requirements: adjusted pre-tax earnings from continuing operations must total at least \$10 million in the aggregate for the last two fiscal years together with a minimum of \$2 million in both years.

¹¹ The other tiers (Nasdaq Global Select Market and Nasdaq Capital Market) have different requirements.

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	<p>For non-U.S. companies, one of the following:</p> <ul style="list-style-type: none">• Earnings Test: Adjusted pre-tax earnings from continuing operations must total \$100 million for the last three fiscal years (two years if company is an EGC), including a minimum of \$25 million in each of the two most recent fiscal years; <i>or</i>• Valuation/Revenue with Cash Flow Test: (1) \$500 million in global market capitalization; (2) \$100 million in revenues during the most recent 12-month period; and (3) \$100 million aggregate adjusted cash flows for the last three fiscal years with at least \$25 million in each of the two most recent fiscal years; <i>or</i>• Pure Valuation/Revenue Test: (1) \$750 million in global market capitalization; and (2) \$75 million in revenues during most recent fiscal year; <i>or</i>• Affiliated Company Test: (1) \$500 million in global market capitalization; (2) parent or affiliated company is a listed company in good standing; (3) parent or affiliated company retains control of, or is under common control with, the entity; and (4) operating history of 12 months.	<ul style="list-style-type: none">• Total Assets/Total Revenue Standard: Total assets + total revenue of \$75 million each for the most recently completed fiscal year or two of the three most recently completed fiscal years.
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APPENDIX D

SUMMARY OF DIFFERENCES BETWEEN THE NYSE AND NASDAQ LISTING STANDARDS

The following chart summarizes some the key differences between the requirements for companies with securities listed on the New York Stock Exchange (“NYSE”) and the requirements for companies with securities listed on the NASDAQ Global Select Market (“NASDAQ”). The chart includes sections that summarize the differences between the two exchanges in their qualitative listing requirements, corporate governance standards, website posting requirements and listing costs. Please note that the chart does not necessarily include all of the detailed provisions of such rules.

INITIAL LISTING STANDARDS

Initial Quantitative Listing Standards

NYSE

For U.S. companies, one of the following:*

- Earnings Test: Adjusted pre-tax earnings from continuing operations must total (1) \$10 million for the last three fiscal years, including a minimum of \$2 million in each of the two most recent fiscal years and positive amounts in all three years, or (2) if there is a loss in the third fiscal year, \$12 million for the last three fiscal years, including a minimum of \$5 million in the most recent fiscal year and \$2 million in the next most recent fiscal year; or
- Global Market Capitalization Test: \$200 million in global market capitalization (existing public companies must meet the minimum global market capitalization for a minimum of 90 consecutive trading days prior to listing on the NYSE).

*Real estate investment companies (REITs), closed-end management investment companies and business development companies (BDCs) have different requirements.

For non-U.S. companies, one of the following:

- Earnings Test: Adjusted pre-tax earnings from continuing operations must total \$100 million for the last three fiscal years (two years if company is an EGC)*, including a minimum of \$25 million in each of the two most recent fiscal years;** or
- Valuation/Revenue with Cash Flow Test: (1) \$500 million in global market capitalization; (2) \$100 million in revenues during the most recent 12-month period; and (3) \$100 million aggregate adjusted cash flows for the last three fiscal years with at least \$25 million in each of the two most recent fiscal years; or
- Pure Valuation/Revenue Test: (1) \$750 million in global market capitalization; and (2) \$75 million in revenues during most recent fiscal year; or
- Affiliated Company Test: (1) \$500 million in global market capitalization; (2) parent or affiliated company is a listed company in good standing; (3) parent or affiliated company retains control of, or is under common control with, the entity; and (4) operating history of 12 months.

NASDAQ

One of the following:

- Standard 1 (Earnings): Adjusted pre-tax earnings from continuing operations must total (1) \$11 million for the last three fiscal years, including a minimum of \$2.2 million in each of the two most recent fiscal years and positive amounts in all three years; or
- Standard 2 (Capitalization with Cash Flow): (1) Aggregate cash flows in prior three fiscal years greater than or equal to \$27.5 million and positive amounts in all three years; (2) average market capitalization greater than or equal to \$550 million over the prior 12 months; and (3) revenue for previous fiscal year greater than or equal to \$110 million; or
- Standard 3 (Capitalization with Revenue): (1) Average market capitalization greater than or equal to \$850 million over the prior 12 months; and (2) revenue for previous fiscal year greater than or equal to \$90 million; or
- Standard 4 (Assets with Equity): (1) \$160 million in market capitalization; (2) \$80 million in total assets; and (3) \$55 million in stockholders' equity.

The company must also meet the following requirements:

- At least 2,200 total holders or 450 round lot holders;
- Minimum number of publicly held shares of 1,250,000;
- Minimum aggregate market value of publicly held shares of \$45 million; and
- Minimum price per share at least \$4.00 at initial listing.

* Under certain circumstances, a company may qualify with \$10 million in aggregate for two years and nine months.

**A company that qualifies as an EGC and avails itself of the provisions of the Securities Act and the Exchange Act permitting EGCs to report only two years of audited financial statements can qualify under the Earnings Test by meeting the following requirements: adjusted pre-tax earnings from continuing operations must total at least \$10 million in the aggregate for the last two fiscal years together with a minimum of \$2 million in both years.

The company must also meet the following requirements:*

- 400 round lot holders for U.S. companies and 5,000 round lot holders for non-U.S. companies;
- Minimum number of publicly held shares of 1,100,000 for U.S. companies and 2,500,000 for non-U.S. companies;
- Minimum aggregate market value of publicly held shares of \$40 million for U.S. companies and \$100 million for non-U.S. companies (\$60 million if the non-U.S. company has a parent or affiliate that is a listed company and retains control of the company or is under common control with the company); and
- Minimum price per share at least \$4.00 at initial listing.

*An FPI may also avail itself of the requirement applicable to U.S. companies. The number of shareholders includes shareholders of record and beneficial holders of shares held in street name. Shares held by directors, officers, or immediate families and other concentrated holdings of 10% or more are excluded. When considering a listing application from a company organized under the laws of Canada, Mexico, or the United States ("North America"), the NYSE will include all North American holders in applying the minimum shareholder requirement. When listing a company from outside North America, the NYSE may, in its discretion, include holders in the company's home country or primary trading market outside the United States in applying the minimum shareholder requirement, provided that such market is a regulated stock exchange. In exercising this discretion, the NYSE will consider all relevant factors including: (i) whether the information is derived from a reliable source, preferably either a government-regulated securities market or a transfer agent that is subject to governmental regulation; (ii) whether there exist efficient mechanisms for the transfer of securities between the company's non-U.S. trading market and the United States; and (iii) the number of shareholders and the extent of trading in the company's securities in the United States prior to the listing.

CORPORATE GOVERNANCE STANDARDS

NYSE

NASDAQ

Director Independence

Standard⁴⁶ (Generally, the NYSE and NASDAQ standards for independence are the same, except as noted)

The board of directors must make an affirmative determination as to whether or not each director is independent after reviewing each director's relationship with the company. Among other criteria, the board's review includes evaluating whether the director has a relationship with the company or is an officer, partner, or stockholder of a company that has a relationship with the company.

The board of directors must make an affirmative determination as to whether each director is independent. Among other criteria, the board's review includes evaluating whether the director has a relationship with the company or is an officer, partner, or stockholder of a company that has a relationship with the company.

Under the NYSE standard for director independence, a director is not independent if:

Under the NASDAQ standard for director independence, a director is not independent if:

The director served as an employee or the immediate family member served as an executive officer for a company that has made or received the greater of \$1M or 2% of gross revenues worth of payments to/from the listed company in any of the past three fiscal years.

The director is or has a Family Member who is a controlling shareholder or an executive officer of a company that has made or received the greater of \$200,000 or 5% of gross revenues worth of payments to/from the listed company in any of the past three fiscal years.

For purposes of the above rules, "Family Member" includes a person's spouse, parents, children, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, brothers- and sisters-in-law, and anyone who shares such person's home. References to "company" include any parent or subsidiary in a consolidated group with the company.

For purposes of the above rules, "Family Member" means a person's spouse, parents, children and siblings, whether by blood, marriage or adoption, or anyone residing in such person's home (other than domestic employees).

Disclosure of Independence Determination

The board must disclose the basis for its determination in its annual proxy statement or, if the company does not file an annual proxy statement, in the company's annual report filed with the SEC. Alternatively, the board may adopt and disclose standards for determining director independence and make a general disclosure that a given individual meets those standards.

No disclosure requirement regarding the basis for independence determination; only whether the determination has been made that a director is independent.

Independent Compensation Committee

Required.

Required.

Independent Nominating/Corporate Governance Committee

Required.

Company has the option to have nominating decisions made by a group consisting of a majority of the independent directors.

⁴⁶ Under the rules of both NYSE and NASDAQ, company listing in connection with its initial public offering has one year to become fully compliant with the independence standards. Each committee must have one independent director at the initial listing, have a majority of independent directors within 90 days of the initial listing, and be fully independent within one year of the initial listing. Additionally, a Company listing in connection with its initial public offering shall have 12 months from the date of listing to comply with the majority independent board requirement.

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Audit Committee Independence and Financial Literacy Requirements

The committee must have at least three members, each of whom is or will become within a reasonable time period after appointment financially literate, as “interpreted by the listed company’s board in its business judgment.” In addition, at least one member must have accounting or related financial management expertise. Note, while the NYSE does not require such person to be an “audit committee financial expert,” a board may “presume that such a person has accounting or related financial management expertise.” Further, a listed company must disclose whether an audit committee member serves on more than three audit committees of public companies.

The committee must have at least three members, each of whom is financially literate (unlike the NYSE where members need not be financially literate at the time they begin service). At least one of the members must have past employment experience in finance or accounting field or requisite professional certification in accounting. None of the members may have participated in preparing the listed company’s (or any current subsidiary of the company’s) financial statements at any time during the past three years.

Audit Committee Charter

The written charter must address:

- The committee’s purpose, which must be to:
 - assist the board with oversight of: the integrity of the financial statements; compliance with legal and regulatory requirements; the independent auditor’s qualifications and independence; and the performance of the internal audit department and the independent auditors; and
 - prepare the disclosure required by Item 407(d)(3)(i) of Regulation S-K (the audit committee report).
- Annual performance self-evaluation of the committee.
- Committee duties and responsibilities, which must include those set out in Rules 10A-3(b)(2), (3), (4), and (5) of the Exchange Act as well as to:
 - at least annually obtain and review a report by the independent auditor regarding the auditor’s internal quality control procedures, any material issues raised by the auditor’s most recent internal quality control review or any government investigation within the past five years regarding any audits carried out by the auditor and steps taken to deal with any issues, and all relationships between the auditor and the company;
 - review and discuss the company’s annual audited financial statements and quarterly financial statements with management and the independent auditor;
 - discuss the company’s earnings press releases and any financial information and earnings guidance provided to analysts and rating agencies;
 - discuss risk assessment and risk management policies;
 - meet periodically with each of management,

The written charter must address:

- Scope of the committee’s responsibilities and how it carries out those responsibilities, including its structure, processes, and membership requirements.
- Responsibility for receiving a formal written statement from the outside auditors regarding all relationships between the auditor and the company, discussing with the auditor any relationships or services that may affect the objectivity and independence of the auditor, and taking or recommending that the board take action to oversee the independence of the auditor.
- Purpose of overseeing the accounting and financial reporting processes of the company and the audits of the financial statements.
- Specific responsibilities and authority to comply with Rules 10A-3(b)(2), (3), (4), and (5) of the Exchange Act regarding:
 - oversight of registered public accounting firms;
 - complaints relating to accounting, internal accounting controls, or auditing matters;
 - authority to engage advisors; and
 - funding.

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internal auditors and the independent auditors;

- review any audit problems or difficulties and management's response with the independent auditors;
- set hiring policies for current or former employees of the independent auditor; and
- report regularly to the board.

For those companies that do not yet have an internal audit function (because they are relying on the one-year transition period), the charter must also provide that the committee must:

- Assist with board oversight of the design and implementation of an internal audit function.
- Meet periodically with the company personnel primarily responsible for designing and implementing the internal audit function.
- Review with the independent auditors the company's plans for implementing the internal audit function, including management's plans for internal audit's budget, staff, and responsibilities.
- Report regularly to the board regarding the design and implementation of internal audit.

Compensation Committee Charter

The charter must address the following rights and responsibilities:

- The compensation committee may, in its sole discretion, retain or obtain advice of a compensation consultant, independent legal counsel, or other adviser.
- The compensation committee must be directly responsible for the appointment, compensation, and oversight of any compensation adviser.
- The listed company must provide appropriate funding for payment of reasonable compensation to a compensation adviser, as determined by the compensation committee.
- In selecting compensation advisers, the compensation committee must take into consideration all factors relevant to that person's independence from management, including:
 - the provision of other services to the listed company by the person that employs the compensation adviser;
 - the amount of fees received from the listed company by the person that employs the compensation adviser, as a percentage of that person's total revenue;

Each listed company must adopt a formal written charter (or board resolution) for its compensation committee that includes, among other provisions:

- The scope of the compensation committee's responsibilities and how it will carry out its responsibilities.
- The compensation committee's responsibility for determining, or recommending to the board of directors for determination, the compensation of the CEO and other executive officers.
- A provision that the CEO may not be present during voting or deliberations on his or her compensation.
- The specific compensation committee responsibilities and authorities set out in NASDAQ Listing Rule 5605(d)(3), which include:
 - The responsibility and authority to retain compensation consultants, legal counsel, and other advisors.
 - The provision that the listed company must provide appropriate funding for payment of reasonable compensation to a compensation advisor, as determined by the compensation committee.

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- the conflict of interest policies and procedures of the person that employs the compensation adviser;
 - any relationship of the compensation adviser with a member of the compensation committee;
 - any stock of the listed company owned by the compensation adviser; and
 - any business or personal relationship of the compensation adviser with an executive officer of the company.
- The responsibility and authority to consider the six independence factors itemized in Rule 10C-1(b)(4) under the Exchange Act (same as the six factors enumerated under the NYSE rules) before selecting or receiving advice from any compensation advisor.

The compensation committee must review and reassess the adequacy of the compensation committee charter annually.

Compensation advisers do not need to be independent, but the compensation committee must undertake an evaluation of their independence.

Nominating & Corporate Governance Committee Charter

The written charter must address:

- Purpose and responsibilities, which must at a minimum include:
 - identifying individuals qualified to become board members consistent with criteria approved by the board and select, or recommend that the board select, the director nominees for the next annual meeting of stockholders;
 - developing and recommending to the board a set of corporate governance guidelines for the company; and
 - overseeing the evaluation of the board and management.
- Annual performance self-evaluation of the committee.

The charter should also address:

- Committee member qualifications.
- Appointment and removal of members.
- Structure and operations, including the ability to delegate to subcommittees.
- Reporting to the board.
- Sole authority to retain and terminate any search firm to be used to identify director candidates, including authority to approve the search firm's fees and other retention terms.

If the company has an N&CG Committee, it must have a written charter addressing the director nominations process and any related matters as may be required under federal securities laws.

If the company does not have an N&CG Committee, it must certify that it has adopted board resolutions addressing the director nominations process and any related matters as may be required under federal securities laws.

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Internal Audit Function	The company must have an internal audit function that provides management and the audit committee with ongoing assessments of the company's risk management processes and internal controls. The company must adopt the internal audit function within one year of listing.	Not required.
Corporate Governance Guidelines	<p>Companies must adopt and disclose corporate governance guidelines that must address:</p> <ul style="list-style-type: none">• Director qualification standards. This should at a minimum reflect the director independence standards in Sections 303A.01 and 303A.02, and may also include other policies such as:<ul style="list-style-type: none">○ a limitation on the number of boards on which a director can sit; and○ director tenure, retirement, and succession.• Director responsibilities, including attendance at board meetings and advance review of meeting materials.• Director access to management and, as necessary and appropriate, independent advisors.• Director compensation, including general principles for determining the form and amount of compensation.• Director orientation and continuing education.• Management succession, including policies for:<ul style="list-style-type: none">○ selection of the CEO;○ performance review; and○ succession following an emergency or retirement.• Annual performance self-evaluation of the board.	Not required.
Code of Conduct/Business Conduct and Ethics	<p>Companies must adopt a code of business conduct and ethics that applies to all directors, officers, and employees. The code must provide the following:</p> <ul style="list-style-type: none">• Waiver of the code for executive officers or directors can be made only by the board or a board committee.• Compliance standards and procedures for the effective operation of the code. <p>The code should also address the following topics:</p> <ul style="list-style-type: none">• Conflicts of interest. The code must prohibit conflicts of interest and provide a means for employees, officers, and directors to report	<p>Companies must adopt a code of business conduct and ethics that applies to all directors, officers, and employees. The code must:</p> <ul style="list-style-type: none">• Comply with the definition of code of ethics in Section 406 of Sarbanes-Oxley and any related SEC regulations. This means the code must include standards reasonably necessary to promote:<ul style="list-style-type: none">○ ethical handling of conflicts of interest;○ full and fair disclosure; and○ compliance with laws, rules, and regulations.

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potential conflicts to the company.

- Corporate opportunities.
- Confidentiality. Employees, officers, and directors must keep information confidential except when disclosure is authorized by the company or legally required.
- Fair dealing. Employees, officers, and directors must deal fairly with customers, suppliers, competitors, and employees.
- Protection and proper use of company assets.
- Compliance with laws, rules, and regulations, including insider trading laws.
- Encouraging the reporting of any illegal or unethical behavior.

- Provide for an enforcement mechanism that ensures:
 - prompt and consistent enforcement of the code;
 - protection for persons reporting questionable behavior;
 - clear standards for compliance; and
 - a fair process for determining violations.
- Require that any waiver of the code for executive officers or directors be made only by the full board.

Waivers from the Code of Conduct/Business Conduct and Ethics

If the board of directors or a board committee grants a waiver of the code for an executive officer or director, the waiver must be disclosed to stockholders within four business days in a press release, on the company's website or by filing a Form 8-K.

Generally the same, except:

- Only the full board can grant the waiver.
- The reasons for the waiver in addition to the waiver must be disclosed.

If the board of directors approves a waiver of the code for a director or executive officer, the waiver and the reasons for the waiver must be disclosed within four business days by filing a Form 8-K.

Annual CEO Certification

The CEO of a listed company must also annually certify in a written affirmation to the NYSE that he or she is not aware of any violations of NYSE corporate governance listing standards made by the company.

No annual certification process, but must amend initial certification if a change would cause the initial certification to be inaccurate.

Meetings of Independent Directors

The non-management directors (including non-independent directors) must meet at regularly scheduled executive sessions without management. However, the company can choose instead to hold meetings of only the independent directors. If the company does not choose this option, it should hold an executive session of only independent directors at least once a year.

There must be regularly scheduled meetings of only the independent directors. These should occur at least twice a year.

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Non-independent Members of Board Committees

All committee members must meet SEC and NYSE independence standards.

All committee members must meet SEC independence standards. However, NASDAQ allows a listed company to appoint one non-independent director (one that does not satisfy NASDAQ's definition of independence and is not an executive officer or employee) to the audit, compensation, or nominating committee under certain limited circumstances.

Stockholder Approvals

Stockholder approval is required for the following:

- Equity compensation plans and any material revisions to those plans.
- Issuing securities that would result in a change of control.
- Issuing common stock or securities convertible into, or exchangeable for, common stock if:
 - the common stock will have voting power of 20% or more of the common stock outstanding before the issuance; or
 - the number of shares of common stock to be issued is 20% or more of the number of shares of common stock outstanding before the issuance.
- Issuing common stock or securities convertible into, or exchangeable for, common stock to any director, officer, or substantial securityholder, any of their affiliates or subsidiaries, or any entity in which they have a substantial interest in an amount that exceeds either 1% of the number of shares of common stock or 1% of the voting power outstanding before the issuance.

Stockholder approval is not required for the following:

- Equity plans that are made available to stockholders generally or that allow employees or directors to elect to buy shares on the open market or from the company for current fair market value.
- Employment inducement awards, including grants to new employees in connection with a merger or acquisition.
- Adjusting existing equity awards to reflect a merger or acquisition.
- Issuances of shares under plans inherited in mergers or acquisitions to employees of the acquired entities.
- Equity plans under Section 401(a) (such as employee stock option plans) or Section 423 (employee stock purchase plans) of the Internal Revenue Code (IRC) or "parallel excess plans" under ERISA and the IRC.

Stockholder approval is generally required for issuing securities in:

- Acquisitions of stock or assets of another company.
- Equity-based compensation of officers, directors, employees or consultants.
- A change in control of the company.
- Private placements.

In particular, stockholder approval is required for the following:

- Issuing securities that will result in a change of control.
- Issuing securities in an acquisition if any director, officer, or substantial stockholder has a 5% or more interest in the company or assets being acquired and the issuance could result in an increase in outstanding common stock or voting power of 5% or more.
- Issuing securities in an acquisition if:
 - the common stock to be issued will have voting power of 20% or more of the voting power outstanding before the issuance; or
 - the number of shares of common stock to be issued will be 20% or more of the number of shares of common stock outstanding before the issuance.
- Stock option plans, stock purchase plans, and other equity compensation arrangements by which officers, directors, employees, or consultants can acquire stock and any material amendments to those plans and arrangements.
- Issuing securities in a transaction that is not a public offering where:
 - the sale or issuance of common stock or securities convertible into or exchangeable for common stock is at a price less than the greater of book or market value and represents, together with sales by directors, officers, or substantial holders, 20% or more of the number of shares or voting power

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- Public offerings of securities for cash.
- Private placements of common stock for cash for a price that exceeds each of the market value and book value of the common stock.
- Private placements of securities convertible into or exchangeable for common stock if the conversion or exercise price exceeds each of the market value and book value of the common stock.
- Issuances where the delay in obtaining stockholder approval would seriously jeopardize the company's financial viability and the audit committee approves reliance on this exception.

outstanding before the issuance; or

- the sale or issuance of common stock or securities convertible into or exchangeable for common stock of 20% or more of the number of shares or voting power outstanding before the issuance is at a price less than the greater of book or market value.

Stockholder approval is not required for the following:

- Issuance of warrants or rights generally to all securityholders of the company.
- Stock purchase plans available on equal terms to all securityholders of the company (such as dividend reinvestment plans).
- Tax qualified nondiscriminatory employee benefit plans, such as plans under Section 401(a) or Section 423 of the IRC, or parallel non-qualified plans, if these plans are approved by an independent compensation committee or a majority of the independent directors on the board.
- Employment inducement awards to someone who was not an employee or director of the company before (including in connection with a merger or acquisition) if the awards are approved by an independent compensation committee or a majority of the independent directors on the board.
- Adjusting existing equity awards to reflect a merger or acquisition.
- Issuances of shares under plans inherited in mergers or acquisitions to employees of the acquired entities.
- Public offerings.
- Issuances where the delay in obtaining stockholder approval would seriously jeopardize the company's financial viability and the audit committee or a similar body of independent disinterested directors approves reliance on this exception.

Website Posting Requirements

	NYSE	NASDAQ
Audit Committee Charter	Website posting required.	Website posting not required.
Compensation Committee Charter	Website posting required.	Website posting not required.
Nominating and Corporate Governance Committee Charter	Website posting required.	Website posting not required.
Code of Ethics	Website posting required.	Must be made publically available, but NASDAQ rules do not specify the means to do so.
Corporate Governance Guidelines	Website posting required.	Website posting not required.
Changes to Code of Ethics	The NYSE requires waivers from the code of ethics and business conduct to be disclosed to stockholders. This can be accomplished by, among other options, posting on the company's website.	NASDAQ requires waivers from the code of conduct to be disclosed. This can be accomplished by, among other options, posting on the company's website in a manner that satisfies Item 5.05(c) of Form 8-K.
Company Contributions to Certain Tax Exempt Organizations	The NYSE requires a listed company to disclose any contributions made by it to any tax exempt organization in which any independent director of the company serves as an executive officer if, within the past three years, contributions in any single fiscal year from the listed company to the organization exceeded the greater of \$1M or 2% of the tax exempt organization's consolidated gross revenues. This information can be posted on the company's website or disclosed in the company's proxy statement.	Not required.
Audit Committee Member Service on Other Companies' Boards	If any member of a listed company's audit committee serves on the audit committees of more than three public companies, the NYSE requires the listed company to disclose its board's determination that this simultaneous service would not impair the ability of the director to effectively serve on its audit committee. This information can be posted on the company's website or disclosed in the company's proxy statement.	Not required.
Communications with Directors	Method for interested parties (including stockholders) to communicate with the presiding director or with the company's independent or non-management directors as a group to be posted on the company's website or disclosed in company's proxy statement.	Not required – However, under Item 407(f) of Reg. S-K, if a company has adopted a process for security holders to communicate with the board of directors, the company must describe how holders can communicate with the full board or individual directors. This information can be posted on the company's website or disclosed in the company's proxy statement.

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Non-independent Members of Board Committees N/A

A company that relies on the exception for its compensation or nominating committee must disclose the member's relationship and reasons for board's determination. This information can be posted on the company's website or disclosed in the company's proxy statement.

Listing Fees

	NYSE	NASDAQ
Initial Listing Fee	The minimum fee is \$125,000, and the maximum is \$250,000, based on the number of shares listed.	The minimum fee is \$125,000, and the maximum is \$225,000.
Annual Listing Fee	The minimum annual fee is the greater of \$59,500 or \$0.00105 per share calculated based on the number of shares listed. The maximum aggregate fee is \$500,000 in any year.	The minimum fee is \$40,000, and the maximum is \$125,500.
Listing of Additional Shares	<p>\$0.0048 per share up to and including 75 million shares.</p> <p>\$0.00375 per share for any additional shares over 75 million shares up to and including 300 million shares.</p> <p>\$0.0019 per share for any additional shares over 300 million shares.</p> <p>Minimum application fee is \$25,000.</p>	<p>\$0.01 per share for any amount of shares exceeding 49,999 shares issued during a quarter, subject to a minimum fee of \$5,000 per quarter and a maximum fee of \$65,000 per year.⁴⁷</p> <p>Minimum application fee is \$25,000.</p>

⁴⁷ NASDAQ has announced its All-Inclusive Annual Listing Fee program, under which the annual fee is higher but there are no fees to issue additional shares, change name or symbol, request a written rule interpretation, or make any other corporate change. Companies under the All-Inclusive program receive just one invoice per year for all listing-related activities. All companies will be subject to the All-Inclusive program beginning in January 2018; listed companies can elect to opt-in to this program earlier.

APPENDIX E

CONTROLLED COMPANIES

A “controlled company” is a company of which more than 50% of the voting power for the election of directors is held by an individual, a group, or another company.¹ The calculation of voting power held by a group can include shares covered under voting agreements between or among shareholders relating to the election of directors.

A company elects to be a controlled company in its initial listing application to an exchange.

A company that elects to be considered a “controlled company” and relies on the exchange-permitted exemptions must disclose such exemptions in its public filings pursuant to Regulation S-K, Item 407(a), Instruction 1.

A “controlled company” is not required to comply with the following exchange requirements:

- A company’s board of directors is required to have a majority of independent directors.²
- Independent directors must determine the compensation of the CEO and other executive officers.³
- Independent directors must select or recommend nominees for directors.⁴

Phase-In Requirements After Losing Controlled Company Status

NASDAQ Rule IM-5615-5

Upon ceasing to be a controlled company, the company must:

- have at least one independent director on its Nominating and Corporate Governance Committee and at least one independent director on its Compensation Committee by the date on which the company ceases to be a controlled company (controlled company exemption does not extend to Audit Committee requirements);
- have at least a majority of independent directors on each Committee within 90 days of the date on which the company ceases to be a controlled company;
- have fully independent committees within one year of the date on which the company ceases to be a controlled company; and
- have a majority of independent directors on the Board of Directors within one year of the date on which the company ceases to be a controlled company.

NYSE Rule 303A.00

To the extent a controlled company ceases to qualify as such, the company must:

- satisfy the majority independent board requirement within one year of the date its status changed;
- make committee charters available on or through website by the date its status changed; and
- have at least one independent member on its nominating committee and at least one independent member on its compensation committee by the date its status changed, at least a majority of independent members on each committee within 90 days of the date its status changed, and fully independent committees within one year of the date its status changed.

¹ Nasdaq Equity Rule 5615(c)(1) and NYSE Listed Company Manual §303A.00.

² Nasdaq Equity Rule 5605(b)(1) and NYSE Listed Company Manual §303A.01.

³ Nasdaq Equity Rule 5605(d)(1)(B) and NYSE Listed Company Manual §303A.05.

⁴ Nasdaq Equity Rule 5605(e)(1) and NYSE Listed Company Manual §303A.04.

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RESOURCES

We have a number of resources regarding IPOs and EGCs, including the following:



The Short Field Guide to IPOs.
In our recently updated IPO Field Guide we provide an overview of the path to an initial public offering and address a number of recent developments. Our guide is available here: <https://goo.gl/Cvxa4S>.



MoFo's Quick Guide to REIT IPOs.
Our recently updated Quick Guide to REIT IPOs provides an overview of the path to an IPO for a REIT. The guide also addresses regulatory, tax, and accounting considerations relevant to sponsors considering forming a REIT. Our guide is available here: <https://goo.gl/jwrKE1>.




IFLR-MoFo JOBS Act Quick Start
The IFLR-MoFo JOBS Act Quick Start provides an overview of the provisions of the JOBS Act and the accommodations provided to EGCs. The quick start guide is available here: <https://goo.gl/C5ihUU>.

MOFO JUMPSTARTER

Our MoFo Jumpstarter blog and our dedicated JOBS Act Page is intended to provide entrepreneurs, domestic and foreign companies of all shapes and sizes, and financial intermediaries with up-to-the minute news and commentary on the JOBS Act. Visit www.mofojumpstarter.com and www.mofocom.com/jumpstart.

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