

BUSINESS CORPORATION ACT (EXCERPT)
Act 284 of 1972

450.1795 Acquiring person statement.

Sec. 795. Any person who proposes to make or has made a control share acquisition may at the person's election deliver an acquiring person statement to the issuing public corporation at the issuing public corporation's principal office. The acquiring person's statement, if submitted, is for informational purposes only. If the acquiring person statement is delivered to the corporation, the person shall also file a copy of the statement with the administrator. The acquiring person statement shall set forth all of the following:

(a) The identity of the acquiring person and each other member of the group of which the person is a part for purposes of determining control shares.

(b) A statement that the acquiring person statement is given pursuant to this chapter.

(c) The number of shares of the issuing public corporation owned, directly or indirectly, by the acquiring person and each other member of the group and the number of shares not owned by such person, but with respect to which each person has the power, directly or indirectly, to direct the exercise of voting power.

(d) The range of voting power under which the control share acquisition falls or, if consummated, would fall.

(e) If the control share acquisition has not taken place:

(i) A description in reasonable detail of the terms of the proposed control share acquisition.

(ii) Representations of the acquiring person, together with a statement in reasonable detail of the facts upon which they are based, that the proposed control share acquisition, if consummated, will not be contrary to law.

(iii) A statement that the acquiring person has the financial ability to consummate the proposed control share acquisition from its own internal funds, or the acquiring person has entered into a definitive financing agreement, with 1 or more responsible financial institutions or other entities having the necessary financial capacity, for any financing of the proposed control share acquisition not to be provided by funds of the acquiring person. A copy of the definitive financing agreement and evidence of the acquiring person's financial capability to consummate the proposed control share acquisition shall be provided to the corporation with the acquiring person statement.

(iv) A statement as to the purpose of the acquisition, including if the purpose is to acquire control of the business of the issuer of the securities, any plans or proposals which such persons may have to liquidate such issuer, to sell its assets to or merge it with any other persons, or to make any other major change in its business or corporate structure.

History: Add. 1988, Act 58, Eff. Apr. 1, 1988.

Compiler's note: Section 2 of Act 58 of 1988 provides: "This amendatory act shall not apply to any domestic corporation before June 1, 1989, unless the corporation's board of directors adopts a resolution, pursuant to this section, electing to have this act apply to the corporation. The resolution shall specify the date after January 1, 1988 and before June 1, 1989 on which this act will apply to the corporation. The resolution shall be filed with the department of commerce, corporation and securities bureau, on or before the date that the act will apply to the corporation."