

INITIAL

LISTING GUIDE



Introduction

Welcome to Nasdaq, where the ideas of tomorrow find capital today!

We invented electronic trading in 1971 and are proud that the revolutionary model that we developed 40 years ago is now the standard for markets worldwide. With our unsurpassed technology, an emphasis on transparency, and advanced tool set, we offer a unique and compelling value that attracts new firms to our markets. We then provide quality customer service, exceptional visibility opportunities and ground-breaking market intelligence resources. In short, we bring our entire business ecosystem to bear for our listed companies. With this unique value proposition, Nasdaq is the listing venue of choice for the world's most exciting companies.

This document is designed to be a practical guide to the listing process, giving you all the essential information your company needs to pursue a listing on the Nasdaq Stock Market. For your convenience, listing application forms and related listing materials are available electronically through the [Nasdaq Listing Center](#).

Questions regarding the listing process should be directed to Listing Qualifications at +1 301 978 8008. Please also review our list of [frequently asked questions](#).



Listing Timeline

While it generally takes four to six weeks to process a listing application, this time frame is variable and may be shortened considerably, if the application raises no issues and the company responds quickly to Staff comments.

Week 1. Company submits application for listing and Nasdaq Listing Qualifications Staff begins its review.

Weeks 2-3. Staff completes its preliminary review and prepares comment letter.

Weeks 3-4. Company addresses any issues raised by Staff.

Weeks 5-6. Staff completes their review and company is approved for listing.

Short Document Checklist

Since we are able to gather much of the information needed to verify compliance from publicly available sources, the forms and supporting documentation you need to apply to Nasdaq should take only a short time to prepare. You may click on the links below to preview the respective form.

1. [Symbol Reservation Form](#). This form is required to reserve or change your trading symbol. Symbol reservation requests may be submitted up to two years in advance and can be completed online through the Listing Center.
2. [Listing Application](#). This form can be completed online through the Listing Center.
3. [Listing Agreement](#). This form can be completed online through the Listing Center.
4. [Corporate Governance Certification](#). This form can be completed online through the Listing Center.
5. [Check Payment Form](#). All payments to Nasdaq may be made by check or wire. This form is only required when making payments by check. Companies must submit the application fee along with their application. The full entry fee is due prior to the first day of trading.
6. [Logo Submission Form](#). This form can be completed online through the Listing Center.

Electronic Application Process

The [Listing Center](#) is our online document portal, which supports the electronic submission of listing applications and forms. Our online process streamlines the preparation of applications and forms by pre-populating your form with much of the required information. Companies can also take advantage of this online portal to safely and securely submit supplemental documentation. We even store completed forms and supporting documents so they will be readily accessible for future reference. For more information on how to complete a Listing Application electronically, please take a few minutes to view our [frequently asked questions](#).

<p>Gather Company Information</p>	<p>Before you start, gather some basic company information. Users completing forms for companies listing on The Nasdaq Stock Market will need to provide the company's Central Index Key (CIK) code, current or reserved trading symbol and CUSIP. Using this information, we can pre-populate much of the company's general information for you.</p> <p>In order to help you gather all the information you will need to complete your form, you may access many of our forms in preview mode.</p> <p>If you have not already reserved your trading symbol or you would like to change your symbol upon listing, please complete a Symbol Reservation Form before you begin.</p>
<p>Create an Account</p>	<p>If you have not already done so, you must create a User Account to complete forms on the Listing Center. You will be asked to provide your email address and basic contact information so we can email you a link used to verify your credentials. Then, choose a password, answer some security questions and you're all set.</p>
<p>Complete Your Application</p>	<p>Companies listing on the Nasdaq Stock Market can complete the entire application process electronically. You can also submit supplemental documentation electronically.</p> <p>You can complete your form all at once or save your work and continue another time. You can even share your form with other users.</p>
<p>Connect with Your Own Listing Analyst</p>	<p>Within a few hours of your submission, you will receive a system-generated acknowledgement email. In a couple of business days, you will receive another email providing you with the contact information for the Analyst assigned to your application.</p>

Nasdaq Market Tiers

The Nasdaq Stock Market has three distinctive tiers: The Nasdaq Global Select Market[®], The Nasdaq Global Market[®] and The Nasdaq Capital Market[®]. Applicants must satisfy certain financial, liquidity and corporate governance requirements to be approved for listing on any of these market tiers. As illustrated in the following tables, the initial financial and liquidity requirements for the Nasdaq Global Select Market are more stringent than those for the Nasdaq Global Market and likewise, the initial listing requirements for the Nasdaq Global Market are more stringent than those for the Nasdaq Capital Market. Corporate governance requirements are the same across all Nasdaq market tiers.

It is important to note that even though a company's securities meet all enumerated criteria for initial inclusion, Nasdaq may deny initial listing, or apply additional conditions, if necessary to protect investors and the public interest.

Overview of Initial Listing Requirements

The following charts provide an overview of the criteria companies must satisfy. For a more detailed presentation of our listing requirements, please refer to our [Listing Rules](#) and consult our comprehensive list of [frequently asked questions](#).

Nasdaq Global Select Market: Financial Requirements

Companies must meet all of the criteria under at least one of the four financial standards below and the applicable liquidity requirements on the next page. These requirements apply to listing the primary class of securities for an operating company. Refer to our Listing Rules for specific requirements as they pertain to closed end funds, structured products and secondary classes.

Financial Requirements	Standard 1: Earnings	Standard 2: Capitalization with Cash Flow	Standard 3: Capitalization with Revenue	Standard 4: Assets with Equity
Listing Rules	5315(e) and 5315(f)(3)(A)	5315(e) and 5315(f)(3)(B)	5315(e) and 5315(f)(3)(C)	5315(e) and 5315(f)(3)(D)
Pre-Tax Earnings (income from continuing operations before income taxes)	Aggregate in prior three fiscal years \geq \$11 million and Each of the prior three fiscal years \geq \$0 and Each of the two most recent fiscal years \geq \$2.2 million	---	---	---
Cash Flows	---	Aggregate in prior three fiscal years \geq \$27.5 million and Each of the prior three fiscal years \geq \$0	---	---
Market Capitalization	---	Average \geq \$550 million over prior 12 months	Average \geq \$850 million over prior 12 months	\$160 million
Revenue	---	Previous fiscal year \geq \$110 million	Previous fiscal year \geq \$90 million	---
Total Assets	---	---	---	\$80 million
Stockholders' Equity	---	---	---	\$55 million
Bid Price	\$4	\$4	\$4	\$4

Nasdaq Global Select Market: Liquidity Requirements

Liquidity Requirements	Initial Public Offerings and Spin-Off Companies	Seasoned Companies: Currently Trading Common Stock or Equivalents	Affiliated Companies	Listing Rule
Round Lot Shareholders or Total Shareholders or Total Shareholders and Average Monthly Trading Volume over Past Twelve Months	450 or 2,200	450 or 2,200 or 550 and 1.1 million	450 or 2,200 or 550 and 1.1 million	5315(f)(1)
Publicly Held Shares	1,250,000	1,250,000	1,250,000	5315(e)(2)
Market Value of Publicly Held Shares or Market Value of Publicly Held Shares and Stockholders' Equity	\$45 million	\$110 million or \$100 million and \$110 million	\$45 million	5315(f)(2)

* The Company must also have four registered and active Market Makers unless it satisfies the requirements of the Nasdaq Global Market Income Standard or Equity Standard as set forth on the next page, in which case it must have three registered and active Market Makers.

Nasdaq Global Market: Financial and Liquidity Requirements

Companies must meet all of the criteria under at least one of the four standards below.

Requirements	Income Standard	Equity Standard	Market Value Standard*	Total Assets/ Total Revenue Standard
Listing Rules	5405(a) and 5405(b)(1)	5405(a) and 5405(b)(2)	5405(a) and 5405(b)(3)	5405(a) and 5405(b)(4)
Income from continuing operations before income taxes (in latest fiscal year or in two of last three fiscal years)	\$1 million	---	---	---
Stockholders' Equity	\$15 million	\$30 million	---	---
Market Value of Listed Securities	---	---	\$75 million	---
Total Assets and Total Revenue (in latest fiscal year or in two of last three fiscal years)	---	---	---	\$75 million and \$75 million
Publicly Held Shares	1.1 million	1.1 million	1.1 million	1.1 million
Market Value of Publicly Held Shares	\$8 million	\$18 million	\$20 million	\$20 million
Bid Price	\$4	\$4	\$4	\$4
Shareholders (round lot holders)	400	400	400	400
Market Makers	3	3	4	4
Operating History	---	2 years	---	---

* Currently traded companies qualifying solely under the Market Value Standard must meet the \$75 million Market Value of Listed Securities and the \$4 bid price requirement for 90 consecutive trading days before applying.

Nasdaq Capital Market: Financial and Liquidity Requirements

Companies must meet all of the criteria under at least one of the three standards below.

Requirements	Equity Standard	Market Value of Listed Securities Standard*	Net Income Standard
Listing Rules	5505(a) and 5505(b)(1)	5505(a) and 5505(b)(2)	5505(a) and 5505(b)(3)
Stockholders' Equity	\$5 million	\$4 million	\$4 million
Market Value of Publicly Held Shares	\$15 million	\$15 million	\$5 million
Operating History	2 years	---	---
Market Value of Listed Securities	---	\$50 million	---
Net Income from Continuing Operations (in the latest fiscal year or in two of the last three fiscal years)	---	---	\$750,000
Publicly Held Shares	1 million	1 million	1 million
Shareholders (round lot holders)	300	300	300
Market Makers	3	3	3
Bid Price OR Closing Price**	\$4 \$3	\$4 \$2	\$4 \$3

* Currently traded companies qualifying solely under the Market Value Standard must meet the \$50 million Market Value of Listed Securities and the applicable bid price requirement for 90 consecutive trading days before applying.

** To qualify under the closing price alternative, a company must have: (i) average annual revenues of \$6 million for three years, or (ii) net tangible assets of \$5 million, or (iii) net tangible assets of \$2 million and a 3 year operating history, in addition to satisfying the other financial and liquidity requirements listed above.

Corporate Governance Requirements

Companies listed on The Nasdaq Stock Market are required to meet high standards of corporate governance, as set forth in the [Listing Rule 5600 Series](#). Certain exemptions and phase-ins from these requirements apply to limited partnerships, foreign private issuers, initial public offerings and controlled companies.

The following chart provides an overview of Nasdaq's corporate governance requirements. For a more detailed discussion, please refer to our Listing Rules or consult our comprehensive list of [frequently asked questions](#). If you would like to speak with Listing Qualifications Staff at any time, please call us at +1 301 978 8008. While such conversations are generally sufficient to answer your questions, we also provide definitive written guidance, which can be requested through the [Listing Center](#).

Corporate Governance Requirement	Description	Listing Rule
Distribution of Annual or Interim Reports	The company must make its annual and interim reports available to shareholders, either by mail or electronically through the company's website.	5250(d)
Independent Directors	The company's board of directors is required to have a majority of independent directors.	5605(b)
Audit Committee	The company is required to have an audit committee consisting solely of independent directors who also satisfy the requirements of SEC Rule 10A-3 and who can read and understand fundamental financial statements. The audit committee must have at least three members. One member of the audit committee must have experience that results in the individual's financial sophistication.	5605(c)
Compensation of Executive Officers	The company is required to have a compensation committee consisting solely of independent directors and having at least two members. In addition, Rule 5605(d)(2)(A) includes an additional independence test for compensation committee members. The compensation committee must determine, or recommend to the full board for determination, the compensation of the chief executive officer and all other executive officers.	5605(d)
Nomination of Directors	Independent directors must select or recommend nominees for directors.	5605(e)
Code of Conduct	The company must adopt a code of conduct applicable to all directors, officers and employees.	5610

Corporate Governance Requirement	Description	Listing Rule
Annual Meetings	The company is required to hold an annual meeting of shareholders no later than one year after the end of its fiscal year.	5620(a)
Solicitation of Proxies	The company is required to solicit proxies for all shareholder meetings.	5620(b)
Quorum	The company must provide for a quorum of not less than 33 1/3% of the outstanding shares of its voting stock for any meeting of the holders of its common stock.	5620(c)
Conflict of Interest	The company must conduct appropriate review and oversight of all related party transactions for potential conflict of interest situations.	5630
Shareholder Approval	<p>The company is required to obtain shareholder approval of certain issuances of securities, including:</p> <ul style="list-style-type: none"> • Acquisitions where the issuance equals 20% or more of the pre-transaction outstanding shares, or 5% or more of the pre-transaction outstanding shares when a related party has a 5% or greater interest in the acquisition target • Issuances resulting in a change of control • Equity compensation • Private placements where the issuance equals 20% or more of the pre-transaction outstanding shares at a price less than the greater of book or market value. 	5635
Voting Rights	Corporate actions or issuances cannot disparately reduce or restrict the voting rights of existing shareholders.	5640

Fees

The charts below provide an overview of entry and annual fees, by market tier, for most companies. There is a separate entry fee schedule for closed end funds, exchange traded funds and other types of structured products. Once listed, companies are subject to additional fees when undertaking certain corporate actions, such as changing their name or listing additional shares. More information about fees is available in the [Listing Rule 5900 Series](#).

Entry Fees

Entry fees are based upon the aggregate number of shares outstanding at the time of initial listing. The application fee, which is included in the amounts below, is non-refundable and must accompany the application submission. The remainder of the entry fee is due prior to the first day of trading.

Nasdaq Global Select Market and Nasdaq Global Market

Total Shares Outstanding	Entry Fee
Up to 30 million	\$125,000, including \$25,000 application fee
30+ to 50 million	\$150,000, including \$25,000 application fee
50+ to 100 million	\$200,000, including \$25,000 application fee
Over 100 million	\$225,000, including \$25,000 application fee

Nasdaq Capital Market

Total Shares Outstanding	Entry Fee
Up to 15 million	\$50,000, including \$5,000 application fee
Over 15 million	\$75,000, including \$5,000 application fee

All-Inclusive Annual Fee

Companies that are newly listed in 2015 are automatically enrolled in the All-Inclusive Annual Listing Fee program. For more information on the All-Inclusive Annual Fee program, please review our [frequently asked questions](#).

In the first year of listing, the company's annual fee will be prorated based on the month of listing.

Nasdaq Global Select and Global Markets

Total Shares Outstanding	2015 Annual Fee Domestic and Foreign Issues (excluding American Depository Shares)	2015 Annual Fee American Depository Shares
Up to 10 million	\$45,000	\$45,000
10+ to 50 million	\$55,000	\$45,000
50+ to 75 million	\$75,000	\$52,500
75+ to 100 million	\$100,000	\$75,000
100+ to 125 million	\$125,000	\$75,000
125+ to 150 million	\$135,000	\$75,000
Over 150 million	\$155,000	\$75,000

Nasdaq Capital Market

Total Shares Outstanding	2015 Annual Fee Domestic and Foreign Issues (excluding American Depository Shares)	2015 Annual Fee American Depository Shares
Up to 10 million	\$42,000	\$37,000
10+ to 50 million	\$55,000	\$45,000
Over 50 million	\$75,000	\$45,000

* The only regulatory fees not included in the All-Inclusive Fee are those for hearings and appeals.

Listing Requirements and Fees for Other Types of Securities

The following charts should be used as a reference to help you locate the specific section of our Listing Rules that apply when a company is seeking to list a security other than the primary common stock or ordinary shares of an operating company.

Nasdaq Global Select Market

Description of Securities	Listing Rules	Entry Fee Rules	Annual Fee Rules
Closed End Funds	5315(b) , 5315(c) and 5450	5910(a)	5910(d) or IM-5910-1
Preferred Stock and Secondary Classes of Common Stock	5225 and 5320	5910(a)	5910(c) or IM-5910-1
Units, Rights and Warrants	5455 and 5460		

Nasdaq Global Market

Description of Securities	Listing Rules	Entry Fee Rules	Annual Fee Rules
Preferred Stock and Secondary Classes of Common Stock	5415 and 5460	5910(a)	5910(c) or IM-5910-1
Units, Rights and Warrants	5225 , 5410 and 5455		
Exchange Traded Funds: Portfolio Depository Receipts	5705(a)	5940(a)	5940(b)
Exchange Traded Funds: Index Fund Shares	5705(b)		
Linked Securities	5710	5930(a)	5930(b)
Certain Other Derivative Securities	5711	5940(a)	5940(b)
Alpha Index Linked Securities	5712	5930(a)	5930(b)
Selected Equity-Linked Debt Securities	5715		
Trust Issued Receipts	5720	5940(a)	5940(b)
Index Warrants	5725		
Other Securities, which include Callable Common Stock, Contingent Litigation Rights/Warrants, and Trust Preferred Securities	5730	5930(a)	5930(b)
Managed Funds	5735	5940(a)	5940(b)

Nasdaq Capital Market

Description of Securities	Listing Rules	Entry Fee Rules	Annual Fee Rules
Preferred Stock and Secondary Classes of Common Stock	5510 and 5555	5920(a)	5920(c) or IM-5920-1
Convertible Debentures, Rights and Warrants	5515 and 5560		
Units	5225		

Corporate Solutions

Nasdaq's Corporate Solutions subsidiary offers a wide array of products and services designed to enhance transparency, mitigate risk, maximize efficiency and facilitate better corporate governance for private and public companies.

All companies listed on Nasdaq receive free access to Nasdaq's Market Intelligence Desk and Nasdaq Online.

Nasdaq also offers additional complimentary services to certain new listings, including companies listing on Nasdaq's Global and Global Select Markets in connection with an initial public offering, upon emerging from bankruptcy, or in connection with a spin-off or carve-out from another company. Nasdaq also offers such services to companies that switch their listing from the New York Stock Exchange to Nasdaq's Global or Global Select Markets. Specifically, eligible companies will receive the following governance, communications and intelligence services:

- **Whistleblower Hotline:** Use of a financial reporting hotline that provides employees and others with fully-automated means of reporting incidents and concerns
- **Investor Relations Website:** Use of a website with all the necessary content and features to communicate with investors, including a corporate governance library containing documents such as the Board committees' charters and the company's code of ethics
- **Press Releases:** \$15,000 worth of distribution services for earnings or other press releases, including photographs, and filing of EDGAR and XBRL reports.
- **Webcasts:** Four standard interactive webcasts.
- **Market Analytic Tool:** Use of a market analytic tool, which integrates corporate shareholder communications, capital market information, investor contact management, and board-level reporting into a unified workflow environment for up to two users. This tool includes information about research and earnings estimates on the company and helps identify potential purchasers of the company's stock using quantitative targeting and qualitative insights.

In addition, eligible companies with a market capitalization of \$750 million or more will also receive:

- **Press Releases:** An additional \$5,000 worth of distribution services.
- **Market Surveillance Tools:** A stock surveillance package which uses public, subscription and issuer-based data sources to monitor the daily movement and settlement activity of the Company's stock, provide alerts on significant increases in trading volume and block trading activity, and offer analysis of unusual changes in stock price.

Most eligible companies receive these services for two years from the date of listing. Companies with a market capitalization of \$750 million or more that switch from the New York Stock Exchange to Nasdaq's Global or Global Select Markets receive these products and services for three years from the date of listing.

Additional details are available in [IM-5900-7](#) of the Nasdaq Rules. For more information about the corporate solutions available for your company, please contact us by email at learnmore@nasdaq.com or by telephone at +1 508 804 2111 or +1 800 990 6397.

Contact Information

We're here to help. If you need assistance, feel free to contact us.

Contact	For Questions Regarding	By Phone or Email
New Listings & Capital Markets	New Company Listings, including Companies Switching from Other Exchanges	Phone: +1 301 978 8008 Email: listingapplications@nasdaq.com
Corporate Communications	General Press and Photo Inquiries	Email: CorporateCommunications@nasdaq.com
Corporate Data Operations	Stock Splits/Dividends, Company Reorganizations, Name and Symbol Changes	Phone: +1 203 926 3501 or +1 877 308 0523 Email: nasdaqreorgs@nasdaq.com
Corporate Solutions	Products and Services, including Nasdaq Online, Directors Desk, GlobeNewswire, FactSet	Phone: +1 508 804 2111 or +1 800 990 6397 Email: learnmore@nasdaq.com
Listing Center Support Desk	Problems Logging In and Other Technical Questions	Phone: +1 301 978 8008
Listing Qualifications	Application Process, Initial Listing Continued Listing, Deficiency Process Rule Interpretation Requests, Corporate Governance Listing of Additional Shares	Phone: +1 301 978 8008 Email: listingapplications@nasdaq.com Email: continuedlisting@nasdaq.com Email: staffinterpretations@nasdaq.com Email: las@nasdaq.com
Market Intelligence Desk (MID)	The overall marketplace, real-time quotes, trading analysis, and MID reports	Phone: +1 646 344 7800 Email: Market.IntelligenceDesk@nasdaq.com
MarketWatch	Disclosure of Material News, Company Press Releases, Regulation FD Compliance, Trading Halts	Phone: +1 301 978 8500 or +1 800 537 3929 Email: nasdaqmarketwatch@nasdaq.com
OGC, Hearings Department	Hearing Requests and Process	Phone: +1 301 978 8203 Email: hearings@nasdaq.com
Symbol Reservations	Reserving or changing a symbol for trading on The Nasdaq Stock Market	Phone: +1 212 231 5530 Email: symbol.reservation@nasdaq.com

