



US EXEMPTION FRAMEWORK

Regulation D: Rule 506(c) Offering Framework

General Solicitation, Accredited Investor Verification, and Federal Exemption

Unykorn Capital Markets

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Classification:

Restricted — BD Only

Date:

March 2026

OVERVIEW

Rule 506(c) permits general solicitation in private placements provided all investors are accredited and the issuer takes reasonable steps to verify accredited investor status. Unykorn's platform enforces accreditation verification as a prerequisite for subscription processing — no investor bypass is available.

Verification methods supported: third-party accreditation letter review, income and net worth documentation with automated review workflow, attorney or CPA certification, and registered investment adviser letter acceptance. All verification records are stored in the audit-ready document vault with timestamp, reviewer identity, and version control.

Form D filing is required within 15 days of first sale. The platform's compliance module tracks first sale date, investor count, and aggregate proceeds at each threshold, and delivers a Form D preparation package to the sponsoring BD's compliance team on schedule. State blue sky notice filings remain the responsibility of the sponsoring BD — a jurisdiction checklist is provided as part of the standard package.



PARTNER IMPLEMENTATION CHECKLIST

- 1 Confirm accredited investor restriction with securities counsel
- 2 Configure investor onboarding to enforce verification
- 3 Select verification methodology (income/NW docs, letter, CPA)
- 4 Establish first sale tracking for Form D filing timeline
- 5 Prepare Form D with the broker-dealer compliance team
- 6 Complete state blue sky notice filings (see separate checklist)
- 7 Retain verification records in audit vault for 5 years minimum

NEXT STEPS — Unykorn Capital Markets Partnership Desk

BD Partnerships: partners@unkorn.org
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