

**WAC 460-44A-050 Isolated transactions—Sales not involving a public offering.** (1) An "isolated transaction" within the meaning of RCW 21.20.320(1) includes:

(a) Subject to the limitation of (b) of this subsection, any sale of an outstanding security by or on behalf of a person not in control of the issuer or controlled by the issuer or under common control with the issuer and not involving a distribution;

(b) Any sale satisfying the requirements of (a) of this subsection that is effected through a broker-dealer, provided that it is one of not more than three such transactions effected by or through the broker-dealer in this state during the prior twelve months;

(c) Any sale of an outstanding security by or on behalf of a person in control of the issuer or controlled by the issuer or under common control with the issuer if the sale is effected pursuant to:

(i) Brokers' transactions in accordance with section 4 (a)(4) of the Securities Act of 1933 and Rule 144 thereunder; or

(ii) Any other transaction not effected through a broker-dealer and not involving a distribution, if the sale, including any other sales of securities of the same class during the prior twelve months inside or outside this state by the person, does not exceed 1% of the outstanding shares or units of that class; or

(d) Any sale of a security by or on behalf of an issuer that is one of not more than three such transactions inside or outside this state during the prior twenty-four months.

An exemption provided by (a), (b), (c), or (d) of this subsection shall not be available for any offering made in a manner inconsistent with the limitations set forth in (a), (b), (c), or (d) of this subsection, respectively.

(2) "Sales not involving a public offering," within the meaning of RCW 21.20.320(1), is interpreted by the director in a manner consistent with section 4 (a)(2) of the federal Securities Act of 1933 and Securities and Exchange Commission Securities Act Release No. 4552.

[Statutory Authority: RCW 21.20.450, 21.20.320 (1) and (17). WSR 14-11-005, § 460-44A-050, filed 5/7/14, effective 6/7/14. Statutory Authority: RCW 21.20.450. WSR 98-18-032, § 460-44A-050, filed 8/26/98, effective 9/26/98; Order SD-130-77, § 460-44A-050, filed 11/23/77.]