

**Reprint
as at 1 December 2016**



Securities Act (Overseas Employee Share Purchase Schemes) Exemption Amendment Notice 2008

(SR 2008/46)

Securities Act (Overseas Employee Share Purchase Schemes) Exemption Amendment Notice 2008: revoked, on 1 December 2016, pursuant to Schedule 1 clause 26 of the Financial Markets Conduct Regulations 2014 (LI 2014/326).

Pursuant to the Securities Act 1978, the Securities Commission gives the following notice (to which is appended a statement of reasons of the Securities Commission).

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Notice

1 Title

This notice is the Securities Act (Overseas Employee Share Purchase Schemes) Exemption Amendment Notice 2008.

2 Commencement

This notice comes into force on the day after the date of its notification in the *Gazette*.

Note

Changes authorised by subpart 2 of Part 2 of the Legislation Act 2012 have been made in this official reprint. Note 4 at the end of this reprint provides a list of the amendments incorporated.

This notice is administered by the Financial Markets Authority.

3 Principal notice amended

This notice amends the Securities Act (Overseas Employee Share Purchase Schemes) Exemption Notice 2002.

4 Interpretation

Clause 4(1) is amended by inserting the following definition in its appropriate alphabetical order:

parallel scheme has the meaning set out in clause 9(2)

5 New clause 9 substituted

Clause 9 is revoked and the following clause substituted:

9 Condition of exemption for specified securities that they are offered in overseas jurisdiction

- (1) The exemption in clause 5 is subject to the further condition that, at the time of the offer, specified securities—
 - (a) are also offered, or have previously been offered, under the employee share purchase scheme in the jurisdiction in which the scheme is established; or
 - (b) are also offered under a parallel scheme in the jurisdiction in which the employee share purchase scheme is established.
- (2) In this clause, **parallel scheme** means a scheme—
 - (a) under which eligible persons may acquire specified securities; and
 - (b) that is established under the laws of the jurisdiction in which the exempt overseas issuer is incorporated or listed; and
 - (c) the terms of which are substantially the same as those of the employee share purchase scheme except to the extent that variations are necessary or desirable to comply with, or to take into account, the laws of the jurisdictions in which specified securities are offered (whether under the parallel scheme or the employee share purchase scheme).

Dated at Wellington this 26th day of February 2008.

The Common Seal of the Securities Commission was affixed in the presence of:

[Seal]

J Diplock,
Chairperson.

Statement of reasons

This notice, which comes into force on the day after the date of its notification in the *Gazette*, amends the Securities Act (Overseas Employee Share Purchase Schemes) Exemption Notice 2002 (the **principal notice**).

The principal notice contains a condition requiring the specified securities offered in New Zealand under the employee share purchase scheme in accordance with the notice to also be offered under the scheme in the overseas jurisdiction in which the scheme is established. This notice modifies this requirement by allowing instead for the securities to be offered in the overseas jurisdiction under a parallel scheme that has substantially the same terms.

The Securities Commission considers that it is appropriate to make the amendments because—

- the principal notice recognises that the costs of producing a prospectus and investment statement to comply with New Zealand law may preclude offers being made to New Zealand employees by overseas issuers. Amending the conditions of the exemption to allow securities to be offered in the overseas jurisdiction under a parallel scheme is consistent with the objective of reducing compliance costs for overseas employee share purchase schemes; and
- the conditions of the exemption require the parallel scheme to be established in accordance with the laws of the jurisdiction in which the overseas issuer is incorporated or listed; and
- the conditions of the exemption ensure that the offer of securities to New Zealand employees under an employee share purchase scheme is substantially the same as the offer by the overseas issuer to its employees in the jurisdiction in which the employee share purchase scheme is established (except to the extent that variations are necessary or desirable to cater for the laws of the jurisdictions in which the securities are offered).

Reprints notes

1 *General*

This is a reprint of the Securities Act (Overseas Employee Share Purchase Schemes) Exemption Amendment Notice 2008 that incorporates all the amendments to that notice as at the date of the last amendment to it.

2 *Legal status*

Reprints are presumed to correctly state, as at the date of the reprint, the law enacted by the principal enactment and by any amendments to that enactment. Section 18 of the Legislation Act 2012 provides that this reprint, published in electronic form, has the status of an official version under section 17 of that Act. A printed version of the reprint produced directly from this official electronic version also has official status.

3 *Editorial and format changes*

Editorial and format changes to reprints are made using the powers under sections 24 to 26 of the Legislation Act 2012. See also <http://www.pco.parliament.govt.nz/editorial-conventions/>.

4 *Amendments incorporated in this reprint*

Financial Markets Conduct Regulations 2014 (LI 2014/326): Schedule 1 clause 26