- (II) FILED WITH THE SECURITIES AND EXCHANGE COMMISSION, UNDER THE PROVISIONS OF THE SECURITIES EXCHANGE ACT AND THE APPLICABLE RULES AND REGULATIONS PROMULGATED UNDER THE SECURITIES EXCHANGE ACT WITH RESPECT TO TENDER OFFERS.
- (C) AN OFFEROR MAY, SUBSEQUENT TO THE FILING REQUIRED BY SUBSECTION (A) OF THIS SECTION, PUBLISH A NOTICE OF INTENTION TO MAKE A TAKE-OVER OFFER CONTAINING A FULL AND FAIR SUMMARY OF THE INFORMATION REQUIRED BY SUBSECTION (B) OF THIS SECTION, PROVIDED THAT THE NOTICE OF INTENTION CONTAINS A LEGEND, PROMINENTLY DISPLAYED ON THE NOTICE, STATING THAT AN OFFER MAY NOT BE MADE, AND TENDERS ARE NOT BEING AND MAY NOT BE SOLICITED, UNTIL THE EXPIRATION OF THE PEPIOD PRESCRIBED BY SUBSECTION (A) OF THIS SECTION, AND SPECIFYING THE DATE ON WHICH OFFERS MAY FIRST BE MADE. A TARGET COMPANY MAY, BUT NEED NOT, MAIL A COPY OF THIS NOTICE OF INTENTION TO ITS STOCKHOLDERS, BUT IS NOT RESPONSIBLE FOR THE CONTENTS OF THE NOTICE OF INTENTION.

11-903.

COPIES OF ALL ADVERTISEMENTS, CIRCULARS, LETTERS, OR OTHER MATERIALS PUBLISHED BY THE OFFEROR OR THE TARGET COMPANY, SOLICITING OR REQUESTING THE ACCEPTANCE OR REJECTION OF THE TAKE—OVER OFFER, SHALL BE FILED WITH THE COMMISSIONER AND SENT TO THE TARGET COMPANY OR OFFEROR, RESPECTIVELY, NOT LATER THAN THE TIME COPIES OF THE SOLICITATION MATERIALS ARE FIRST PUBLISHED OR USED OR SENT TO SECURITY HOLDERS OF THE TARGET COMPANY.

11-904.

- (A) IT IS UNLAWFUL FOR ANY OFFEROR OR TARGET COMPANY OR ANY CONTROLLING PERSON OF AN OFFEROR OR TARGET COMPANY OR ANY BROKER-DEALER ACTING ON BEHALF OF AN OFFEROR OR TARGET COMPANY TO ENGAGE IN ANY FRAUDULENT, DECEPTIVE OR MANIPULATIVE ACTS OR PRACTICES IN CONNECTION WITH A TAKE-OVER OFFER.
- (B) FRAUDULENT, DECEPTIVE AND MANIPULATIVE ACTS OR PRACTICES INCLUDE, WITHOUT LIMITATION:
- (1) PUBLICATION OR USE IN CONNECTION WITH THE OFFER OF ANY UNTRUE STATEMENT OF A MATERIAL FACT OR OMITTING TO STATE A MATERIAL FACT NECESSARY IN ORDER TO MAKE THE STATEMENTS MADE, IN LIGHT OF THE CIRCUMSTANCES UNDER WHICH THEY ARE MADE, NOT MISLEADING, BUT NOT INCLUDING THE MAILING BY A TARGET COMPANY TO ITS STOCKHOLDERS OF NOTICES [[OF]] OR SOLICITATION MATERIALS PUBLISHED BY AN OFFEROR;
- (2) SALE BY ANY DIRECTOR, OFFICER OR CONTROLLING STOCKHOLDER OF A TARGET COMPANY IN CONNECTION WITH A TAKE-OVER OFFER OF ALL OR PART OF HIS EQUITY SECURITIES TO THE OFFEROR FOR A CONSIDERATION GREATER THAN THAT TO BE PAID OTHER STOCKHOLDERS PURSUANT TO THE