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Cash-Out Shares definition

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Cash-Out Shares has the meaning (/clause/meaning) set forth (/dictionary/set-forth) in Section (/clause/section) 1.3(d).					
Sample 1 (/contracts/izE3KQbJrKO#cash-out-shares)	Sample 2 (/contracts/7F0D52ll6Zq#cash-out-shares)	Sample 3 (/contracts/7WRiCvbRiTs#cash-out-shares)	5		
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Cash-Out Shares means any shares of Company Stock (/clause/shares-of-company-stock) that are converted (/dictionary/converted) into the right to receive (/clause/right-to-receive) the Cash Merger Consideration (/clause/cash-merger-consideration) pursuant to (/clause/pursuant-to) this Section 2.02. The Company (along with any other person or entity (/clause/person-or-entity) to which it may delegate (/clause/delegate) or assign (/clause/assign) any responsibility (/clause/responsibility) or task (/clause/task) with respect (/clause/respect) thereto) shall have full discretion (/clause/full-discretion) and exclusive authority (/clause/exclusive-authority) (subject to (/clause/subject-to) its right and power (/clause/right-and-power) to so delegate or assign such authority) to (i) make such inquiries (/clause/inquiries), whether of any shareholder(s) or otherwise, as it may deem (/dictionary/deem) appropriate (/dictionary/appropriate) for purposes of this Section (/clause/for-purposes-of-this-section) 2.02 and (ii) resolve (/clause/resolve) and determine (/clause/determine), in its sole discretion (/clause/sole-discretion), all ambiguities (/clause/ambiguities), questions of fact (/clause/questions-of-fact) and interpretive (/clause/interpretive) and other matters relating to (/clause/other-matters-relating-to) this Section 2.02, including (/clause/including), without limitation (/clause/without-limitation), any questions as to the number of shares of (/clause/number-of-shares-of) Company Stock held (/clause/held) by any Holder immediately (/clause/immediately) prior to the Effective Time (/clause/prior-to-the-effective-time). All determinations by the Company (/clause/determinations-by-the-company) under this Section 2.02 shall be final and binding (/clause/final-and-binding) on all parties (/clause/all-parties), and no person or (/clause/no-person-or) entity shall have any recourse (/clause/recourse) against the Company or any other person or entity with respect thereto. For purposes of this Section 2.02, the Company may in its sole discretion, but shall not have any obligation to (/clause/obligation-to) do so, (i) presume (/dictionary/presume) that any shares of Company Stock held in a discrete (/dictionary/discrete) account (/clause/account) (whether record or beneficial) are held by a person (/clause/a-person) distinct (/dictionary/distinct) from any other person, notwithstanding (/clause/notwithstanding) that the registered (/clause/the-registered) or beneficial holder (/dictionary/beneficial-holder) of a separate (/dictionary/a-separate) discrete account has the same or a similar (/clause/similar) name as the holder (/clause/the-holder) of a separate discrete account; and (ii) aggregate (/clause/aggregate) the shares (/clause/the-shares) of Company Stock held (whether of record (/dictionary/of-record) or beneficially (/clause/beneficially)) by any person or persons (/clause/person-or-persons) that the Company determines to constitute a single (/clause/single) Holder for purposes of determining (/clause/for-purposes-of-determining) the number of shares of Company Stock held by such Holder.					
Sample 1 (/contracts/gWkZkhFpnyii#cash-out-shares)	Sample 2 (/contracts/gvZXMgv9dg#cash-out-shares)	5			
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Cash-Out Shares means the shares of (/clause/shares-of) New Common Stock (/clause/new-common-stock) available for distribution (/dictionary/available-for-distribution) to Eligible Subscribers (/clause/eligible-subscribers) under the Existing Plan (/clause/existing-plan) (as amended (/dictionary/as-amended) by the Plan Modification (/clause/plan-modification)) prior to (/clause/prior-to) giving (/clause/giving) effect (/clause/effect) to the Plan Election (/clause/plan-election).					
Sample 1 (/contracts/IUBE3lsr7J)#cash-out-shares)	Sample 2 (http://www.kccllc.net/documents/0931828/09318280911190000000000008.pdf)	2			
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Examples of Cash-Out Shares in a sentence

The total number of Offering Backstop Shares and Partial **Cash-Out Shares** to be authorized by the Company shall be the total number of Offering Backstop Shares and Partial **Cash-Out Shares**, respectively, which the Purchasers are required to purchase, which shall be determined as provided in the Plan.

The aggregate number of **Cash-Out Shares** and shares of Company Stock held by shareholders who shall have delivered notice of their intent to exercise their dissenters' rights with respect to the Merger shall not exceed 93,750.

If at such Partial Cash-Out Share Closing, the Company shall fail to tender to any Purchaser the Partial **Cash-Out Shares** to be purchased by such Purchaser, as provided above in this Section 2(c), such Purchaser shall, at its election and upon written notice to the Company, be relieved of all further obligations under this Agreement.

We use cookies on our site to analyze traffic, enhance your experience, and provide you with tailored content. Accept All Cookies	The purchase price for the Shares shall be (i) \$12.39 per Share or \$75,000,000 in the aggregate for the Definitive Shares, (ii) \$12.39 per Share or up to \$75,000,000 in the aggregate for the Offering Backstop Shares and (iii) \$9.78 per Share or up to \$50,000,000 in the aggregate for the Partial Cash-Out Shares .				
privacy policy).	The Company shall give written notice to each Purchaser at least two (2) Business Days prior to the date of a Partial Cash-Out Share Closing, which notice shall state the date on which such Partial Cash-Out Share Closing shall occur, the total number of Partial Cash-Out Shares to be purchased by all Purchasers at such Partial Cash-Out Share Closing and the number of Partial Cash-Out Shares to be purchased by, and the purchase price to be paid by, such Purchaser at such Partial Cash-Out Share Closing.				

Until the Merger Effective Date the **Cash-Out Shares** shall remain on the deposit accounts of the individual Cash-Out Shareholders.

The Cash-Out Shareholders have to instruct their Depositary bank to un-lock their **Cash-Out Shares**.

Out Shares to be purchased by the Purchasers shall take place at the offices of Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153 at 10:00 a.m., New XXXX City txxx, xx xxx xxxxx xx (x) xxx XXXXXX Date and (ii) one Business Day prior to the date on which the proceeds of such sales of Partial **Cash-Out Shares** are required for the making of payments pursuant to the Partial Cash-Out Election (a "Partial Cash-Out Share Closing").

Cash-Out Shareholders are required to file with their depository bank a form (the "Cash-Out Form") including but not limited to, account details, the number of RHI Shares for which they exercise their Cash-Out Right ("**Cash-Out Shares**"), evidence that they have held the **Cash-Out Shares** since the RHI shareholders' meeting approving the Merger, and the instruction to lock their **Cash-Out Shares** until the Merger has taken legal effect.

Additionally, if the Initial Committed Purchasers are required to purchase **Cash-Out Shares** and Rights Offering Shares, the Initial Committed Purchasers could own sufficient shares of New Common Stock to have effective power to approve significant corporate transactions such as amendments to the Articles of Incorporation and Bylaws, mergers, and the sale of all or substantially all of the assets of Reorganized Internet.

More Definitions of *Cash-Out Shares*

Cash-Out Shares means the Shares (/clause/the-shares) beneficially (/clause/beneficially) held (/clause/held) by the Cash (/clause/cash)-Out Sellers (/clause/sellers) immediately (/clause/immediately) prior to the Effective Time (/clause/prior-to-the-effective-time) and as set forth (/dictionary/set-forth) on Schedule (/clause/on-schedule) 1.1(b).

Sample 1 (/contracts/hnaqhB7u7A8#cash-out-shares) 1

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Cash-Out Shares means those shares held (/clause/shares-held) by holders of record of (/clause/record-of) 200 or fewer (/dictionary/fewer) shares of Target Common Stock (/clause/target-common-stock) (subject to adjustment (/dictionary/subject-to-adjustment) as provided (/clause/provided) in Section (/clause/section) 3.1(b).

Sample 1 (/contracts/4B0TgFk4T64#cash-out-shares) 1

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Related to *Cash-Out Shares*

Earn-Out Shares (/dictionary/earn-out-shares) has the meaning set forth in Section 2.8(a).

Earnout Shares (/dictionary/earnout-shares) has the meaning set forth in Section 2.7(b).

Put Shares (/dictionary/put-shares) means all shares of Common Stock issued or issuable pursuant to a Put that has been exercised or may be exercised in accordance with the terms and conditions of this Agreement.

Cash Election Shares (/dictionary/cash-election-shares) shall have the meaning set forth in Section 3.2.1.

Closing Shares (/dictionary/closing-shares) shall have the meaning ascribed to such term in Section 2.1(a)(i).

Buyer Shares (/dictionary/buyer-shares) has the meaning set forth in Section 2.3.

Per Share Purchase Price (/dictionary/per-share-purchase-price) equals \$1.00, subject to adjustment for reverse and forward stock splits, stock dividends, stock combinations and other similar transactions of the Common Stock that occur after the date of this Agreement.

Stock Election Shares (/dictionary/stock-election-shares) shall have the meaning set forth in Section 3.2.1.

Escrowed Shares (/dictionary/escrowed-shares) has the meaning set forth in Section 2.8.

Per Share Consideration (/dictionary/per-share-consideration) means (i) if the consideration paid to holders of the Common Stock consists exclusively of cash, the amount of such cash, and (ii) in all other cases, the volume weighted average price of the Common Stock as reported during the ten (10) trading day period ending on the tenth day prior to the effective date of the applicable event. If any reclassification or reorganization also results in a change in shares of Common Stock covered by Subsection 4.1.1, then such adjustment shall be made pursuant to subsection 4.1.1 or Sections 4.2, 4.3 and this Section 4.4. The provisions of this Section 4.4 shall similarly apply to successive reclassifications, reorganizations, mergers or consolidations, sales or other transfers. In no event will the Warrant Price be reduced to less than the par value per share of the Common Stock.

Share Consideration (/dictionary/share-consideration) has the meaning set forth in Section 5.1.

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