

Title: Register 76M shares!

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While reading [u/drunkinmidget](<https://www.reddit.com/u/drunkinmidget/>)'s post that we cannot assume any institutional owners were registered owners, I wondered if he was correct in how large the 'float' number is to lock up. Full transparency I was one of the people he was calling out as being too optimistic.

**\*\*TL;DR\*\***: He is and yet he is not. He is right in that public documentation does not make clear how many shares are held in registered owner status vs beneficial ownership status. He is incorrect in that by the same definitions and publications we cannot even assume that insiders (including RC Ventures) are directly registered. 100% of shares must be the target to register. All 76.49M of them.

How do I know? I asked my favorite friend Google and Google lead me all over the place. Here are the fruits of that madness.

What is registered Owner? What is the difference between Beneficial owners (as defined in 13D and 13F), and Beneficial owners (as compared to registered owners)?

17 CFR § 240.13d-3 –

[<https://www.law.cornell.edu/cfr/text/17/240.13d-3>](<https://www.law.cornell.edu/cfr/text/17/240.13d-3>) Note there are several more paragraphs, but the basics here don't change.

>(a) For the purposes of sections 13(d) and 13(g) of the Act a beneficial owner of a security includes any person who, directly or indirectly, through any contract, arrangement, understanding, relationship, or otherwise has or shares:

- (1) Voting power which includes the power to vote, or to direct the voting of, such security; and/or,
- (2) Investment power which includes the power to dispose, or to direct the disposition of, such security.

This is the act laying out who has to file a 13D / F and what all those considerations may be. This means that any 13 D/F is not required to be directly registered. Just that they are beneficial owners of shares that can be voted or sold.

When we cross compare to registered owner vs beneficial owner does it look to be the same or different definition?

[<https://www.investor.gov/what-registered-owner-what-beneficial-owner>](<https://www.investor.gov/what-registered-owner-what-beneficial-owner>)

- >- A registered owner or record holder holds shares directly with the company.
- A beneficial owner holds shares indirectly, through a bank or broker-dealer. Beneficial owners holding their shares at a broker-dealer or bank are sometimes said to be holding shares in "street name." The majority of U.S investors own their securities this way.

This makes it look to me like "street name" beneficial owners are under the same reporting requirements as registered owners.

This means that all reports from 13D and 13F filings do not draw a distinction on the registration status of their shares. RC Venture's 13D is simply a declaration that RC Venture has that much Beneficial Ownership. Nothing more nothing less. Literally every single (76.49M) share could be beneficial ownership only, and the 13D and 13F filings do not change that. We suspect otherwise, but there are no facts to prove differently.

Two things to pressure test:

- \* First is it true that beneficial owners for 13D/F is the same definition for Beneficial Owners for shares held

through a broker?

\* Second a litmus test is to track down the story of the CEO that bought all outstanding shares in his brokerage account. Then review the 13D / F filings around that story to get some cross-examined facts. I read about that story somewhere on here in the last couple of weeks but for the life of me I couldn't find any of the details. If you know the CEO name or company name please comment it below. The basic proof I am looking to solve in that is to find a 13D/F filing that we know for sure is held in street name beneficial ownership.

Not financial advice. Do what ever you want and your personal situation dictates with advice of appropriately accredited professionals.