



# Texas Department of Insurance

Financial, Financial Analysis & Examinations, Mail Code 303-1A  
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## **HOLDING COMPANY FILINGS**

The Financial Analysis Activity monitors companies that are members of an insurance holding company system. These include domestic companies and companies that are considered commercially domiciled in Texas.

Generally, all domestic and commercially domiciled insurers that are members of an insurance holding company system **MUST** file certain documents, annually in the case of Form B's, and as appropriate in connection with transactions that are listed in the table below.

### **Documents and related correspondence must be mailed to:**

**Financial Analysis MC 303-1A  
Texas Department of Insurance  
P.O. Box 149099  
Austin, Texas 78714-9099**

**Phone: (512) 322-5002  
Fax: (512) 322-5082, 322-5084**

**PLEASE REVIEW ALL OF THIS INFORMATION CAREFULLY** so you may better understand the requirements for your company.

**COMMERCIALY DOMICILED INSURERS** may apply for an exemption from certain filing requirements under the Texas Holding Company Act provided that documentation supports the conclusion that there is no reasonable danger that the operations or conduct of the company could present a danger of loss to the policyholders of Texas. A commercially domiciled insurer that wishes to apply for the exemption should contact the Financial Analysis Activity for more specific instructions about what information is required and acceptable to obtain the exemption. There is no filing fee associated with the exemption.

### ***Holding Company Filing Requirements***

<b>TYPE OF TRANSACTION</b>	<b>WHEN DUE</b>	<b>FEE*</b>
<b>Disclosure of Material Transactions</b> (Written notice if not otherwise provided)	Within 15 days after the end of the month in which a material transaction occurs.	N/A
<b>Form B</b> (Initial Registration Statement)	Within 15 days after the insurer becomes subject to registration. This applies to newly incorporated companies and those insurers no longer exempt under TIC Art. 823.015.	\$150, or \$75 if company's gross premium receipts were less than \$450,000.
<b>Form B</b> (Annual Registration Statement)	Annually - Within 120 days after the end of the FISCAL year of the ultimate controlling person.	\$150, or \$75 if company's gross premium receipts were less than \$450,000.

\***FILING FEES** - All domestic and commercially domiciled companies are subject to the filing fee.

**HOLDING COMPANY FILINGS (Continued)**

TYPE OF TRANSACTION	WHEN DUE	FEE*
<b>Form B</b> (Completely Restated Registration Statement)	Every five years – Within 120 days after the end of CALENDAR years ending in five or zero.	\$150, or \$75 if company's gross premium receipts were less than \$450,000.
<b>Form B</b> (Special Monthly Amendments to Registration Statement)	Within 15 days after the end of the month in which a material change occurs.	N/A
<b>Form C</b> (Disclaimer of Control or Affiliation)	Before a person may disclaim control or affiliation with an insurer or before an insurer may disclaim control or affiliation with a person.	N/A
<b>Insider Trading Reports</b> (to be filed by officers, directors and 10% shareholders of a domestic insurer with 100 or more shareholders): <b>Form 3</b> , Initial Statement of Beneficial Ownership of Securities <b>Form 4</b> , Statement of Changes in Beneficial Ownership of Securities	<b>Form 3</b> - Within 10 days after becoming subject to reporting <b>Form 4</b> - Within 10 days after the end of the month in which a change occurs.	N/A
<b>Pledge of Assets</b> (written notification identifying the assets pledged, hypothecated or encumbered and the terms and conditions of the pledge, hypothecation or encumbrance).	Within 10 days of said event; prior approval is required when 10% or more of admitted assets will be pledged or the pledge exceeds the amount of capital and surplus.	N/A
<b>Proxy Statement (Definitive)</b> (to be filed by a domestic insurer with 100 or more shareholders).	On the date the proxy statement is mailed or first given to shareholders.	N/A
<b>Proxy Statement (Preliminary)</b> (to be filed by a domestic insurer with 100 or more shareholders).	At least ten days prior to mailing to shareholders.	N/A
<b>Schedule SIS</b> - Stockholder Information Supplement (required of domestic insurers with 100 or more shareholders)	Annually - on or before March 1 each year.	N/A
<b>Surplus Debentures</b> - Written notice before date of payment or repayment of subordinated indebtedness if schedule of payments not contained in the agreement or the payment or repayment does not comply with the specific terms of the agreement (issued on or after September 1, 1995).	15 days prior to payment.	N/A

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**THE FOLLOWING AFFILIATE TRANSACTIONS MUST BE REPORTED:**

TYPE OF TRANSACTION	WHEN DUE	FEE*
<b>Application for approval of transactions</b> (written) - including agreements involving sales, purchases, exchanges, loans or extensions of credit or investments, involving the lesser of either a) 5% of admitted assets or b) 25% of surplus.	At least 90 days prior to entering into the transaction.	\$250, or \$125 if company's gross premium receipts were less than \$450,000.

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**AFFILIATE TRANSACTIONS (Continued):**

TYPE OF TRANSACTION	WHEN DUE	FEE*
<b>Approval of an exemption from filing of a Form A</b> - (written application for) (to be filed by any entity proposing to acquire control of a domestic insurer or commercially domiciled insurer or a holding company controlling same which does not have the effect of changing or influencing control).	Prior to changing control or reorganization (must receive approval).	\$250, or \$125 if company's gross premium receipts were less than \$450,000.
<b>Approval of the investment of funds</b> - (written application for) in excess of those amounts authorized under applicable investment statutes along with copies of applicable agreements.	At least 30 days prior to making the investment if the investment involves the lesser of either a) more than ½ of 1% but less than 5% of admitted assets or b) more than 5% but less than 25% of surplus; or, at least 90 days prior to making the investment if the investment involves the lesser of either c) 5% of admitted asset or d) 25% of surplus.	\$250, or \$125 if company's gross premium receipts were less than \$450,000.
<b>Approval of payment of principal or interest on money advanced</b> - (written application for) (APPLIES TO COUNTY MUTUALS AND RECIPROCAL ONLY).	Prior to payment	N/A
<b>Approval of transactions</b> - (written application for) including agreements for the rendering of services or facilities on a regular or systematic basis; management, service, cost sharing, rental or lease agreements; federal income tax return consolidation agreements; transactions with affiliated financial institutions; and, sales, purchases, exchanges, loans or extensions of credit or investments involving the lesser of either a) more than ½ of 1% but less than 5% of admitted assets or b) more than 5% but less than 25% of surplus; and transactions in the securities of an affiliate which is not a subsidiary of the insurer.	At least 30 days prior to entering into the transaction.	\$250, or \$125 if company's gross premium receipts were less than \$450,000.
<b>Form A Statement Regarding the Acquisition of Control of a Domestic Insurer</b>	Prior to acquiring control - acquiring person/entity must meet the six criteria contained in the TIC Art. 21.49-1 §5(c)(1).	\$500 for up to \$9.9 million in purchase price plus \$250 for each additional \$10 million thereafter; not to exceed \$5,000 total fee per domestic insurer being acquired. This fee is paid by the Applicant.
<b>Form D, Notice of Declaration of Extraordinary Dividend</b>	At least 30 days prior to the payment of the extraordinary dividend.	\$250, or \$125 if company's gross premium receipts were less than \$450,000.

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**AFFILIATE TRANSACTIONS (Continued):**

TYPE OF TRANSACTION	WHEN DUE	FEE*
<b>Form E</b> , Statement Regarding the Exemption from Approval of the Acquisition of Control of a Domestic Insurer (to be filed by any person owning 50% or less of the domestic insurer and proposing to acquire additional voting securities which result in that shareholder owning more than 50% of the domestic insurer or a holding company controlling the domestic insurer).	Prior to acquiring additional control (must receive approval).	\$250, or \$125 if company's gross premium receipts were less than \$450,000. This fee is paid by the Applicant.
<b>Form HCDividend</b> for ordinary dividends	Within two business days following the declaration and at least ten calendar days prior to the payment of the dividend.	N/A
<b>Insurer no longer meets the criteria for exemption</b> (written notification) - criteria for which being commercially domiciled was obtained.	Within 10 days after determination that the insurer no longer meets the criteria under which an exemption was obtained.	N/A
<b>Valuation of Investment</b> in Non Insurer Subsidiary or Affiliate (written application including relevant information identifying, supporting and justifying the value and basis of valuation used for each subsidiary or affiliate).	Within 30 days after the investment in a non insurer subsidiary or affiliate.	N/A
<b>Change in Valuation of Investment</b> in Non insurer Subsidiary or Affiliate (written application to change the valuation basis together with information substantiating the reasonableness of the change in valuation basis).	Prior to changing the valuation basis.	N/A
<b>Transactions with Officers, Directors or Shareholders</b> (written application for approval when a domestic insurer proposes to enter, directly or indirectly, into a transaction with an officer, director or controlling shareholder along with copies of any applicable agreements).	Prior to entering into the transaction.	N/A

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***Please do not hesitate to contact the Financial Analysis Activity at (512) 322-5002 if there are any questions regarding these filing requirements.***