

Enrolled
House Bill 2566

Introduced and printed pursuant to House Rule 12.00. Pre-session filed (at the request of House Interim Committee on Judiciary for Oregon State Bar Business Law Section)

CHAPTER

AN ACT

Relating to equity compensation awards; amending ORS 60.157.

Be It Enacted by the People of the State of Oregon:

SECTION 1. ORS 60.157 is amended to read:

60.157. (1) A corporation may issue rights, options or warrants for *[the purchase of]* **purchasing** shares of the corporation. The board of directors shall determine the terms upon which the **corporation issues the** rights, options or warrants *[are issued]*. The board shall also determine *[their]* **the** form and content **of the rights, options and warrants** and the consideration for which the shares are to be issued.

(2) Rights, options or warrants issued to the holders of all shares of any class *[shall not be considered to]* **do not** conflict with the provisions of ORS 60.131 (1) if the terms and conditions of the rights, options or warrants include restrictions or conditions that:

(a) Preclude or limit *[the exercise, transfer or receipt of]* **a person's exercising, transferring or receiving** rights, options or warrants *[by any person owning or offering]* **if the person owns or offers** to acquire a specified number or percentage of the outstanding stock or other securities of the corporation or any transferee of *[any such]* **the** person; or

(b) Invalidate or void the rights, options or warrants *[held by any such]* **that the** person or *[any]* **a** transferee **holds**.

(3)(a) **The board of directors may authorize one or more officers of the corporation to:**

(A) **Designate recipients of rights, options, warrants or other equity compensation awards for purchasing or receiving shares; and**

(B) **Determine, in accordance with amounts or limitations the board establishes, the number of, and the terms under which the recipient may receive, rights, options, warrants or other equity compensation awards.**

(b) **An officer to whom the board gives the authority described in this subsection may not use the authority to designate the officer or other persons the board identifies as ineligible to receive the rights, options, warrants or other equity compensation awards described in this subsection.**

Passed by House February 22, 2013

.....
Ramona J. Line, Chief Clerk of House

.....
Tina Kotek, Speaker of House

Passed by Senate May 13, 2013

.....
Peter Courtney, President of Senate

Received by Governor:

.....M,....., 2013

Approved:

.....M,....., 2013

.....
John Kitzhaber, Governor

Filed in Office of Secretary of State:

.....M,....., 2013

.....
Kate Brown, Secretary of State