

THE SECURITIES ACT

STATE OF TEXAS

Effective January 1, 2022

**As Amended, Including All Amendments
Effective as of January 1, 2022**

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House Bill 4171, Chapter 491, Acts of the 86th Legislature, Regular Session, 2019

House Bill 3607, Chapter 915, Acts of the 87th Legislature, Regular Session, 2021

House Bill 4477, Acts of the 87th Legislature, Regular Session, 2021

Senate Bill 1280, Acts of the 87th Legislature, Regular Session, 2021



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**TEXAS GOVERNMENT CODE
TITLE 12. SECURITIES ACT**

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House Bill 4171, Chapter 491, Acts of the 86th Legislature, Regular Session, 2019.

House Bill 3607, Chapter 915, Acts of the 87th Legislature, Regular Session, 2021.

House Bill 4477, Chapter 502, Acts of the 87th Legislature, Regular Session, 2021.

Senate Bill 1280, Chapter 41, Acts of the 87th Legislature, Regular Session, 2021.

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**HISTORICAL INFORMATION
TEXAS CIVIL STATUTES, ARTICLES 581-1 through 581-45**

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- Senate Bill 294, Chapter 269, Acts of the 55th Legislature, Regular Session, 1957.
- Senate Bill 361, Chapter 88, Acts of the 56th Legislature, Regular Session, 1959.
- House Bill 865, Chapter 457, Acts of the 56th Legislature, Regular Session, 1959.
- House Bill 464, Chapter 466, Acts of the 57th Legislature, Regular Session, 1961.
- House Bill 42, Chapter 170, Acts of the 58th Legislature, Regular Session, 1963.
- Senate Bill 870, Chapter 235, Acts of the 62nd Legislature, Regular Session, 1971.
- Senate Bill 71, Chapter 97, Acts of the 63rd Legislature, Regular Session, 1973.
- Senate Bill 15, Chapter 78, Acts of the 64th Legislature, Regular Session, 1975.
- Senate Bill 469, Chapter 170, Acts of the 65th Legislature, Regular Session, 1977.
- House Bill 1158, Chapter 327, Acts of the 65th Legislature, Regular Session, 1977.
- Senate Bill 54, Chapter 735, Acts of the 65th Legislature, Regular Session, 1977.
- Senate Bill 293, Chapter 160, Acts of the 66th Legislature, Regular Session, 1979.
- House Bill 1896, Chapter 839, Acts of the 67th Legislature, Regular Session, 1981.
- House Bill 1867, Chapter 953, Acts of the 68th Legislature, Regular Session, 1983.
- Senate Bill 106, Chapter 465, Acts of the 68th Legislature, Regular Session, 1983.
- Senate Bill 289, Chapter 578, Acts of the 69th Legislature, Regular Session, 1985.
- House Bill 1593, Chapter 239, Acts of the 69th Legislature, Regular Session, 1985.
- Senate Bill 813, Chapter 479, Acts of the 69th Legislature, Regular Session, 1985.
- House Bill 875, Chapter 732, Acts of the 70th Legislature, Regular Session, 1987.
- House Bill 61, Chapter 5, Acts of the 70th Legislature, 2nd Called Session, 1987.
- Senate Bill 785, Chapter 40, Acts of the 71st Legislature, Regular Session, 1989.
- House Bill 2519, Chapter 584, Acts of the 71st Legislature, Regular Session, 1989.
- House Bill 1213, Chapter 733, Acts of the 71st Legislature, Regular Session, 1989.
- Senate Bill 4, Chapter 565, Acts of the 72nd Legislature, Regular Session, 1991.
- House Bill 11, Chapter 5, Acts of the 72nd Legislature, 1st Called Session, 1991.
- House Bill 222, Chapter 17, Acts of the 72nd Legislature, 1st Called Session, 1991.
- House Bill 273, Chapter 917, Acts of the 73rd Legislature, Regular Session, 1993.
- House Bill 1463, Chapter 300, Acts of the 73rd Legislature, Regular Session, 1993.

House Bill 1295, Chapter 228, Acts of the 74th Legislature, Regular Session, 1995.
House Bill 1507, Chapter 638, Acts of the 75th Legislature, Regular Session, 1997.
House Bill 1971, Chapter 1396, Acts of the 75th Legislature, Regular Session, 1997.
Senate Bill 1368, Chapter 62, Acts of the 76th Legislature, Regular Session, 1999.
House Bill 2255, Chapter 1091, Acts of the 77th Legislature, Regular Session, 2001.
House Bill 2728, Chapter 663, Acts of the 77th Legislature, Regular Session, 2001.
House Bill 3015, Chapter 561, Acts of the 77th Legislature, Regular Session, 2001.
Senate Bill 1060, Chapter 108, Acts of the 78th Legislature, Regular Session, 2003.
House Bill 1840, Chapter 1077, Acts of the 78th Legislature, Regular Session, 2003.
House Bill 2376, Chapter 285, Acts of the 78th Legislature, Regular Session, 2003.
House Bill 874, Chapter 614, Acts of the 81st Legislature, Regular Session, 2009.
Senate Bill 652, Chapter 1232, Acts of the 82nd Legislature, Regular Session, 2011.
House Bill 2342, Chapter 523, Acts of the 82nd Legislature, Regular Session, 2011.
House Bill 3174, Chapter 346, Acts of the 82nd Legislature, Regular Session, 2011.
House Bill 1675, Chapter 1279, Acts of the 83rd Legislature, Regular Session, 2013.
House Bill 7, Chapter 448, Acts of the 84th Legislature, Regular Session, 2015.
House Bill 1629, Chapter 652, Acts of the 84th Legislature, Regular Session, 2015.
House Bill 3921, Chapter 376, Acts of the 85th Legislature, Regular Session, 2017.
House Bill 1535, Chapter 772, Acts of the 86th Legislature, Regular Session, 2019.
House Bill 4171, Chapter 491, Acts of the 86th Legislature, Regular Session, 2019.
House Bill 4477, Chapter 502, Acts of the 87th Legislature, Regular Session, 2021.
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CODIFICATION OF THE TEXAS SECURITIES ACT¹

TEXAS GOVERNMENT CODE TITLE 12. SECURITIES ACT

Chapter 4001. General Provisions.

Subchapter A. Short Title; Purposes; Construction.

Sec. 4001.001. Short Title.² This title may be cited as The Securities Act.

Sec. 4001.002. Purposes; Construction.³

- (a) The general purposes of this title are to:
- (1) protect investors and, consistent with that purpose, encourage capital formation, job formation, and free and competitive securities markets;
 - (2) maximize coordination with federal and other states' laws and administration, particularly with respect to procedure, reports, forms, and exemptions; and
 - (3) minimize regulatory burdens on issuers and other persons subject to this title, especially small businesses.
- (b) This title may be construed and implemented to effectuate the title's general purposes.

Sec. 4001.003. Severability.⁴ The provisions of this title are severable. If any provision of this title is declared void or unconstitutional, the remaining provisions of this title would have been enacted notwithstanding such judicial determination of the invalidity of the provision, and the remaining provisions shall remain in effect.

Subchapter B. Definitions.

Sec. 4001.051. Applicability of Definitions; Construction of Certain Conjunctions.⁵

- (a) The definition for a term provided by this chapter applies in this title unless the context in which the term is used indicates a different meaning.
- (b) The term "and" may be construed to mean "or," and the term "or" may be construed to mean "and."

Sec. 4001.052. Agent.⁶

- (a) Except as provided by Subsection (b), "agent" includes a person or company employed, appointed, or authorized by a dealer to sell, offer for sale or delivery, solicit

¹ Footnotes provide cross-references to the Texas Securities Act as it was effective on September 1, 2021, and contained in Texas Civil Statutes, articles 581-1 through 581-45.

² Section 1.

³ Section 10-1.

⁴ Section 38.

⁵ Section 4 (part); Section 4.J (part).

⁶ Section 4.D.

Also available as part of the eCourse

[2023 LLCs, LPs and Partnerships eConference](#)

First appeared as part of the conference materials for the
32nd Annual LLCs, LPs and Partnerships session

"Unincorporated Interests as Securities Under Federal Law and State Law"