

CERTIFICATE PERTAINING TO FOREIGN INTERESTS

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(Type or print all answers)

PLEASE DO NOT RETURN YOUR FORM TO THE ORGANIZATION IN THE PARAGRAPH BELOW. RETURN COMPLETED FORM TO YOUR RESPECTIVE COGNIZANT SECURITY OFFICE OR OTHER AGENCY AS DIRECTED.

The public reporting burden for this collection of information, 0705-0579, is estimated to average 100 minutes per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding the burden estimate or burden reduction suggestions to the Department of Defense, Washington Headquarters Services, at whs.mc-alex.esd.mbx.dd-dod-information-collections@mail.mil. Respondents should be aware that notwithstanding any other provision of law, no person shall be subject to any penalty for failing to comply with a collection of information if it does not display a currently valid OMB control number.

PENALTY NOTICE

Failure to answer all questions or any misrepresentation (by omission or concealment, or by misleading, false, or partial answers) may serve as a basis for denial or revocation of clearance for access to classified information or adversely affect your eligibility to be awarded certain contracts by the U.S. government. In addition, Title 18, United States Code section 1001, makes it a criminal offense to knowingly make false statements or representations to any Department or Agency of the United States, as to any matter within the jurisdiction of any Department or Agency of the United States. This includes any statement made herein which is knowingly incorrect, incomplete, or misleading in any important particular.

PROVISIONS

1. The collection of this information is authorized by the Secretary of Defense, as Executive Agent for the National Industrial Security Program, pursuant to Executive Order 12829, further amended by Section 6, of Executive Order 13691 to include the Classified Critical Infrastructure Protection Program. While you are not required to respond, your entity's eligibility determination (e.g., a facility security clearance) cannot be decided if you do not complete and update the form, as required. The retention of an entity eligibility determination is contingent upon compliance with the requirements of 32 C.F.R. Part 117 or equivalent issuance for submission of an accurate initial or revised form, as appropriate.
2. This collection of information is also authorized by the Secretary of Defense in order to carry out responsibilities assigned to the Secretary by section 847 of Public Law 116-92. While you are not required to respond, your eligibility to be awarded, or continue to perform on, certain contracts by Department of Defense components may be adversely affected if you do not complete and update this form, as required.
3. This collection of information is also authorized by the Secretary of Defense for use in connection with the DoD Enhanced Security Program (DESP) for the Department of Defense Innovation Initiative in accordance with subsection 951(c) of Public Law 114-328 (10 USC 1564 note). While you are not required to respond, your eligibility to participate in the DESP cannot be determined if you do not complete this form accurately. Participation in the DESP is contingent, among other things, upon your compliance with the requirements of the DESP for submission of an initial or revised form, as appropriate.
4. This collection of information is also authorized by the Secretary of Defense for use in connection with the DoD Small Business Innovation Research and Small Business Technology Transfer programs (SBIR/STTR) in accordance with Section 4, Foreign Risk Management, of Public Law 117-183, SBIR and STTR Extension Act of 2022. While you are not required to respond, your eligibility to participate in DoD SBIR/STTR programs cannot be determined if you do not complete this form accurately. Participation in DoD SBIR/STTR programs is contingent, among other things, upon your compliance with the requirements of the DoD SBIR/STTR programs for submission of an initial or revised form, as appropriate.
5. This collection of information is also authorized by the Secretary of Defense for use in connection the DoD Cybersecurity Maturity Model Certification (CMMC) program, DFARS 252.204-7012. While you are not required to respond, your eligibility to participate in the DoD CMMC program cannot be determined if you do not complete this form accurately. Participation in the DoD CMMC program is contingent, among other things, upon your compliance with the requirements of the DoD CMMC program for submission of an initial or revised form, as appropriate.
6. Submission can be done electronically through an approved system of record for any of the three provisions above.
7. When this report is submitted in confidence and is so marked, applicable exemptions to the Freedom of Information Act (FOIA) will be invoked by the government to withhold it from the public disclosure if it is responsive to a FOIA request.
8. Complete all questions on this form. Mark "Yes" or "No" for each question. You must furnish complete supporting documentation for any "Yes" answers. The instructions starting on page 3 should be used to guide your organization's responses to the questions below and in determining the supporting documentation necessary for each question.

	YES	NO
1. Does any foreign person(s), directly or indirectly, own, beneficially own, or subscribe to 5 percent or more of the outstanding shares of any class of stock, participation interest, units, or total capital commitment for your organization?		
2. Does your organization directly or indirectly through your subsidiaries and/or affiliates, own 10 percent or more of any foreign interest(s)?		
3. Do any foreign persons serve as a member of your organization's governing body, or hold a management position?		
4. Does any foreign person(s) have binding authority or the power, direct or indirect, whether or not exercised, to control the election, appointment, or tenure of members of your organization's governing body or other management positions of your organization, or have the power to control or direct any decisions or activities of your organization?		
5. Does your organization have any contracts, agreements, understandings, grants, side letters, or arrangements with a foreign person(s)?		
6. Does your organization, whether as borrower, surety, guarantor, or other, have any indebtedness, liabilities, or obligations to a foreign person(s)?		
7. During your organization's last fiscal year, did it derive:		
a. 5 percent or more of its total revenue, net income, tuition, gifts, or endowments from any single foreign person?		
b. In the aggregate, 15 percent or more of its revenue, net income, gifts, tuition, or endowments from foreign persons?		
8. Does any individual(s) holding management positions within your organization hold positions with, or serve as consultants or representatives for any foreign person(s)?		
9. Is there any information, not provided in response to previous questions on this form, indicating that a foreign person(s) could control or influence the operations or management of your organization in a manner that allows unauthorized access to U.S. government information or that may adversely affect performance of U.S. government contracts?		

CUI when filled in

REMARKS *(Attach additional sheets, if necessary, for a full detailed statement.)*

Large empty rectangular box for entering remarks.

CERTIFICATION

I CERTIFY that the entries made by me above are true, complete, and correct to the best of my knowledge and belief and are made in good faith. I CERTIFY that I have been duly appointed to the position title below of the business entity and have the authority to bind the business entity to the terms of this form.

WITNESS:

(Signature and Date)

(Date Certified)

By _____
(Signature of Authorized Contractor Representative)

(Typed Name of Contractor)

NOTE: The witness must be a person who personally observed the Contractor Representative sign this form. The witness cannot be the same person who accepts this form as the Government Representative. The name of the witness should be typed or printed under the witness' signature and date.

(Title of Authorized Contractor Representative)

(Address)

PREVIOUS EDITION IS OBSOLETE

STANDARD FORM 328 (REV.) BACK

Controlled By: Receiving Government Department/Agency
CUI Category: PROPIN
Limited Dissemination Controls: FEDCON
POC: Receiving Government Department/Agency

CUI when filled in

Instructions for Completing the Standard Form 328, “Certificate Pertaining To Foreign Interests” and Submitting Supporting Documents

This document explains how to appropriately respond to Standard Form 328 (SF-328) questions and supporting document requirements for each response. The instructions below are not exhaustive and may require the organization to determine what similar or equivalent information will meet the spirit and intent of the question. SF-328s not addressing the mandatory items set forth in this document will be treated as incomplete and could lengthen processing times.

Material Change: Updates to the SF-328 are required in accordance with applicable Industrial Security Letters or U.S. government requirements. Organizations reporting a material change to the SF-328 must include a complete explanation of how the organization’s foreign ownership, control or influence has changed since its last submission.

NOTE: All responses referencing supporting documentation must include the name and date of the document, and specific page number, section, or paragraph supporting each response.

NOTE regarding definitions: Unless otherwise stated, the definitions of terms in this form are the same as those found in 32 CFR 117.3

Question 1: Does any foreign person(s), directly or indirectly, own, beneficially own, or subscribe to 5 percent or more of the outstanding shares of any class of stock, participation interest, units, or total capital commitment for your organization? If yes:

Provide the following supporting corporate documentation

- Attach all associated shareholder, member, partner, investor, or subscription agreements; if there are none, so state
- Provide governance documentation describing each membership, stock, or capital commitment, issued and unissued, including voting and any special convertible rights; include page number, section or paragraph of documents supporting responses herein
- Provide an illustration of your organization’s complete organizational structure, including ownership and control information for all entities above your organization; in instances where ownership and control are separated, provide the complete structure for both to include identification of foreign interests with five percent or greater interest
- Provide stock, membership, capitalization table, participation ledger, unit ledger, or other governance documentation identifying owners or those who committed capital by legal name, citizenship, address, country of registration, percentage of interest, and percentage of voting rights versus percentage of equity held, if any
- Include copies of Securities and Exchange Commission (SEC) Schedule 13D/13G, or other similar documents relevant to your organizational structure, identifying percentage of voting rights, citizenship, address, country of registration, and percentage and type of stock held

Provide the following required supplemental information

- If 5 percent or greater interest is held, in aggregate, by multiple foreign person(s) from the same foreign country or within affiliated entities, identify each foreign interest and overall percentage of ownership from such entities by name, citizenship, address,

- country of registration, and percentage of voting rights versus percentage of equity held
- Identify name and citizenship of trust beneficiaries, trustees, and individual(s) who created the trust or whose assets were placed into the trust
 - If 5 percent or more of any class of your organization's voting securities is held in "nominee" shares, "street names," or some other designation, which does not identify the beneficial owner, please provide the following:
 - Identify each foreign institutional investor holding 5 percent or more of the voting securities by name, citizenship, address, country of registration, and the percentage of stock or capital held
 - Identify whether any investor has, whether or not successful, exerted any control or influence over appointments to management positions or the policies or strategic direction of the organization; if yes, provide a detailed description of the events and the outcome

Question 2: Does your organization, directly or indirectly through subsidiaries or affiliates, own 10 percent or more of any foreign interest(s)? If yes:

- Identify each foreign interest by name, citizenship, address, country of registration, owner, and percentage owned; if the foreign interest is owned by your organization's management, include name, citizenship, and title/position with your organization and at the foreign interest(s)
- Identify personnel from your organization occupying management positions with the foreign interest(s) by name(s), title/position, length of association, and extent of involvement in the operations of the interest(s) (to include access to classified or controlled U.S. government information)
- For any foreign joint ventures, identify each joint venture partner by name, citizenship, address, country of registration, percentage owned, and purpose of the joint venture; specify the controlling venture partner (NOTE intellectual or technology sharing agreement(s) with any foreign joint venture partner, whether formalized or not, if yes an affirmative question 5 is required)
- Identify, and detail, if your organization utilizes these foreign interests for manufacturing, research and development, software development, quality assurance, administrative services (human capital/recruitment, financial management, information technology, communication, marketing, business development) or any other service which substantially aids your organization's operations; if yes an affirmative question 5 is required

Question 3: Do any foreign persons serve as a member of your organization's governing body, or hold a management position? If yes:

NOTE: These positions include, but are not limited to, directors, officers, executive personnel, general partners, regents, trustees, senior management officials

- Attach copies of applicable charter and governance documents (by-laws, operating agreement, partnership agreement, articles of incorporation, or similar) describing the affected position(s); provide commensurate details if not identified in governance documents
- Identify the foreign person(s) by name, title/position, description of roles and responsibilities, citizenship, immigration status, and personnel security clearance or exclusion from classified access status

- Identify previous professional, academic, or familial ties the foreign person(s) has with individuals in a management position or owners of your organization

Question 4: Does any foreign person(s) have binding authority or the power, direct or indirect, whether or not exercised, to control the election, appointment, or tenure of members of your organization's governing body or other management positions of your organization, or have the power to control or cause the direction of any decisions or activities of your organization? Any response:

NOTE: If any foreign person(s) holds such power, this question must be answered affirmatively, even if such power has not been exercised, and whether or not it is exercisable through ownership or interest of your organization's securities or capital commitment, if such power may be invoked by contractual arrangements, or by other means.

- Attach copies and excerpts of applicable governance documents (by-laws, operating agreement, partnership agreement, articles of incorporation, or similar) describing each position and authorities held; provide commensurate details if not identified in governance documents
- Identify the foreign person(s) by name, title/position, citizenship, binding or decision-making authorities, whether or not supported by governance documentation, and provide all details concerning their control or influence
- If the foreign person(s) holds binding authority or the power to make any kind of decision on behalf of your organization, identify the decisions the individual(s) is empowered to make and if these decisions are made unilaterally or require consent from other stakeholders, to include if the other stakeholders are considered a foreign person

Question 5: Does your organization have any contracts, agreements, understandings, grants, side letters, or arrangements with a foreign person(s)? If yes:

NOTE: There is no expectation for the contractor to ask every customer, vendor, person, or other similar organizations if they fall within the 32 C.F.R. §117 definition of a foreign person. There is an expectation that the organization will exercise all reasonable efforts, including but not limited to appropriate levels of due diligence to know its business relationships and providing ongoing security education to those individuals who negotiate or administer any relationship, agreement, or personnel regarding their responsibility to report those involving a foreign person(s) to the best of their knowledge.

For all organizational types address the following items:

- Respond for activities including, but not limited to, financial institutions; joint ventures or other business or academic partnerships; suppliers; service providers; resellers; visa sponsorships; technology or intellectual property or sharing agreements; and talent, expertise or cultural exchanges
- For each instance, identify the following:
 - Name of the foreign person, citizenship, address, country of registration, percentage of gross income derived or associated compensation (or non-monetary compensation), nature of involvement, and length of involvement
 - Description of any technology, services, or obligations involved, and whether related to:
 - Defense, nuclear, controlled unclassified, or classified items or information

- Export controlled technology or information; if yes, provide details on export compliance and if your organization, or any of the foreign persons with which your organization holds contracts or agreements, was party to any export violations
- Provide details as to whether the foreign person(s) is a supplier of software, code, parts, services, or components utilized in the performance of your classified or other U.S. government contracts or agreements; if yes, describe the product or service derived from the foreign person(s), which of your organization's products or services are affected, if these offerings are currently being utilized by U.S. government customers, and the identity of U.S. government customers
- Where your organization has a large number of involvements, and where these are not defense/nuclear-related and represent under 5 percent of gross income, the explanation can be a generalized statement addressing the totals by country; however, the following must be fully identified in all circumstances:
 - All suppliers of foreign-derived products or services used in the performance of classified or U.S. government contracts or agreements
 - Foreign persons providing information technology, recruiting, human resources, accounting, finance, legal, manufacturing, business development, technological know-how, or any other service which substantially aids your organization's operations

Academic institutions must further identify:

- Total foreign graduate student population and foreign research student population within the academic school or program or degree program for which U.S. government contract covered by this form are performed, by country, to include overall percentage of student population
- Overall foreign faculty population and foreign research faculty population within the academic school or program or degree program for which U.S. government contract covered by this form are performed, by country and percentage of overall faculty population
- Research agreements with foreign person(s), including the name and country, scope of work, and length of involvement
- Faculty/student academic, cultural, talent or other exchange programs with foreign person(s), including the name of the foreign person(s), country, nature of the program, compensation or incentives for participation, dates and a description of involvement

Non-profit organizations must further identify:

- A breakdown of foreign participation/membership in your organization, by country, number and percentage of total population
- Details concerning any foreign person(s) with special rights or representation
- Description of the different levels of participation/membership, if any, in your organization, including rights and privileges afforded

Question 6: Does your organization, whether as borrower, surety, guarantor, or other, have any indebtedness, liabilities or obligations to a foreign person(s)? If yes:

NOTE: This question must be answered in the affirmative if the debt, liability or obligation is with a U.S. entity owned or controlled, either directly or indirectly, by a foreign person(s).

- With respect to indebtedness or liability to a foreign person, identify to whom indebted or liable, what collateral has been furnished or pledged, and explain any conditions or covenants of the loan agreement; if stock, equity or assets have been furnished or pledged as collateral, provide a copy of the loan agreement or pertinent extracts thereof (to include procedures to be followed in the event of default); differentiate between indebtedness or liabilities to financial institutions and individuals
- If any debentures are convertible, provide specifics, including the percentage of ownership the foreign person(s) will own in your organization if the indebtedness or liability were converted to stock or capital
- Identify the aggregate foreign debt held by foreign persons or financial institutions
- If loan payments are in default, provide details, including dates and descriptions of all litigation, supplemental agreements, continuing obligations, or other responses
- Provide your total assets and total liabilities (in U.S. dollars) for the last 3 fiscal years, or for as many years as your organization has existed if less than 3 fiscal years
- Identify if any entity in your organization or has filed bankruptcy in the past 5 years; if yes, provide supporting details and type of bankruptcy, including dates and descriptions of all litigation, supplemental agreements, continuing obligations, or other responses
- Identify if your organization's foreign debt has covenants allowing external parties to assume operational control of your organization and provide details concerning the requirements for such an event to occur

Question 7: During your organization's last fiscal year, did it derive: a) 5 percent or more of its total revenue or net income from any single foreign person, or b) in the aggregate 15 percent or more of its revenues or net income from foreign persons? Any response:

- Provide overall percentage of income derived from foreign sources by name, citizenship, address, country of registration, nature of involvement, and type of services or products
- Identify if any single foreign source represents in excess of 5 percent of total revenues or net income
- Identify whether any classified information or technology was involved
- Identify whether any other controlled U.S. government information or technology was involved
- Gifts/endowments received from foreign person(s), including overall foreign and per country, recipient school (where applicable), description of the purpose (where applicable), and the overall total amount of gifts/endowments received for the academic year from all sources

Question 8: Does any individual(s) holding management positions within your organization hold positions with, or serve as consultants or representatives for any foreign person(s)? If yes:

- Identify the name, title/position, citizenship, immigration status, and personnel security clearance or exclusion status of all such persons
- Identify, by name and address, each foreign person with which such persons serve and the capacity in which they are serving
- Include a Statement of Full Disclosure of Foreign Affiliations for every individual who holds a position with, serves, or represents a foreign interest(s)

Question 9: Do any factors exist indicating or demonstrating a capability on the part of a foreign person(s) to control or influence the operations or management of your organization in a manner allowing unauthorized access to U.S. government information or adversely affecting performance of U.S. government contracts not addressed elsewhere in your response to this form? If yes:

- Describe each foreign involvement in detail, identifying the name of relevant persons and entities, countries, methods, dates, activities, outcome, and supplying appropriate supporting documentation

Definitions

Affiliate	As defined in 32 CFR 117.3(b)
Agreement	A mutually binding assent by two or more persons or entities identifying the roles and responsibilities of each party
Arrangement	An action, process, or result of making a plan or agreement, orally or in writing
Beneficial Owner	The true owner of a security who has the power to vote or direct the voting of a security or to impose or direct the disposition of a security
Bond	A certificate which is evidence of a debt in which the issuer promises to repay a specific amount to the bondholder, plus interest, within a fixed period of time
Convertible Debentures	Bonds which the holder can exchange for shares of voting stock
Covenant	A detailed clause in a lending agreement designed to protect the lender
Debenture	A general debt unsecured by a pledge of any specific piece of property which is secured by any property not otherwise pledged
Equity Security	An ownership interest in a company, most often taking the form of corporate stock
Entity	As defined in 32 CFR 117.3(b)
Entity Eligibility	As defined in 32 CFR 117.3(b)
Exclusion	A formal decision to exclude an individual, whether a KMP or other personnel from access to classified information, in accordance with 32 CFR 117.7(c)
Facility	As defined in 32 CFR 117.3(b)
Foreign Interest	As defined in 32 CFR 117.3(b)
Foreign Person	For avoidance of doubt, any entity over which control is exercised or exercisable by a foreign person is a foreign person As defined in 31 CFR 800.224
Gift	A voluntary transfer of assets, including cash, securities, real property or personal property to an academic institution received from individuals, corporations, foundations, or any other source
Governance Documents	Signed, executed, or formally adopted legal documentation establishing the organization's ability to lawfully conduct business and which describes how an organization will operate, how it is managed, roles and responsibilities of individuals in management positions, and who holds ownership or voting interests
Grant	As defined in 32 CFR 117.3(b)
Governing Board	As defined in 32 CFR 117.3(b)
Guarantor	One who makes an agreement or promise to answer for the debt, default or miscarriage of another

Indebtedness/Liability	Including, but not limited to, credit or loans, collateral or tangible asset arrangements, letters of credit, promissory notes, revolving credit, secured and unsecured loans and others, identify to whom indebted or liable, what collateral has been furnished or pledged, and any conditions or covenants of the loan agreement
Immigration Status	Legal basis for a non-U.S. citizen's residence in the United States (e.g., work visa, admission for permanent residence)
Influence	Overt and covert efforts by persons or entities affecting decision-making, contract performance, products, innovation, information accuracy and completeness, relationships, perceptions, responsiveness, tactics, or strategies of companies or associated persons
Joint Venture	As defined in 32 CFR 117.3(b)
Liability	Claim on the assets of a company or individual
Licensing Agreement	A permit granted by one business to another which permits duplication of processes and production of similar items
Management Positions	Officers, directors, partners, regents, trustees, senior management officials, managers, governing board and associated committee members, other executive personnel, facility security officer, insider threat program senior official, or other position identified in corporate governance documentation
Nominee Share	A share of stock or registered bond certificate which has been registered in a name other than the actual owner
Organization	A business entity and its parents, subsidiaries, branch offices, and divisions
Parent	As defined in 32 CFR 117.3(b)
Personnel Security Clearance	As defined in 32 CFR 117.3(b)
Proxy	One who acts for another or the document by which such a representative is authorized to act
Representative of a Foreign Interest	A person who is acting as a representative of a foreign interest
Reseller	An individual or company who purchases goods or services with the intent of selling them, generally for profit, rather than consuming or using them
SEC Schedule 13D	This schedule discloses beneficial ownership of certain registered equity Securities acquiring beneficial ownership of more than 5 percent of a class of registered equity securities
SEC Schedule 13G	An abbreviated version of Schedule 13D that is only available for use by a limited category of "persons" (such as banks, broker/dealers, and insurance companies) when the securities were acquired in the ordinary course of business and not with the purpose or effect of changing or influencing the control of the issuer
Stock Option	An option is the right to buy or sell at some point in the future
Street Name	The common practice of registering publicly traded securities in the name of one or more brokerage firms

Subordinated Debenture	A bond having a claim on assets only after the senior debt has been paid off in the event of liquidation
Surety	One who is immediately liable for the debt of another if that other person or entity fails to pay
Total Capital Commitment	The sum of money and other property an enterprise uses in transacting its business
Understanding	A general term referring to an agreement, either expressed or implied, written or oral
U.S. Person	As defined in 32 CFR 117.3(b)

Statement of Full Disclosure of Foreign Affiliations

Individual name:

Name of foreign interest:

Address of foreign interest:

Nature of business of foreign interest and the products/services involved, including if any are dual military and commercial use:

Full details of ownership or affiliation with the foreign interest:

Specific relationship between the foreign interest and the U.S. organization:

Percentage of time devoted to foreign interest:

Average number of visits to each foreign interest annually:

Individual's job titles and specific duties with the foreign interest:

[Empty box for job titles and specific duties with the foreign interest]

Summary of duties with the U.S. organization:

[Empty box for summary of duties with the U.S. organization]

Nature of business of the U.S. organization's products/services:

[Empty box for nature of business of the U.S. organization's products/services]

Has the individual ever registered as an Agent of a foreign government as detailed in Title 18 U.S.C. § 219? If so, please provide details:

[Empty box for registration details]

CERTIFICATION

The information provided herein is true and accurate to the best of my knowledge and ability. I understand that knowingly and willfully providing false or misleading statements (by omission or concealment, or by misleading, false, or partial answers) may serve as a basis for criminal prosecution under Title 19 U.S.C. § 1001.

SIGNATURE:

DATE:

[Small empty box for date]

CONTRACTOR LEGAL NAME:

[Empty box for contractor legal name]

CAGE CODE:

[Small empty box for cage code]