

Preparing for the 2022 Annual Report and Proxy Statement Season

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A number of recent updates to SEC disclosure obligations are effective for the 2022 Form 10-K and proxy statement season. Below is a list of important updates that public companies should consider for this reporting cycle. Note that this list is limited to key SEC and stock exchange required updates and does not cover other updates that should be taken into consideration, such as board composition, state laws regarding virtual and hybrid annual meetings and voting guidelines of proxy advisory firms and institutional investors, which are beyond the scope of this alert.

SEC Modernization of Regulation S-K

The SEC has enacted comprehensive changes to Items 301, 302 and 303 of Regulation S-K. Many companies early adopted a portion of these updates in 2021, but this will be the first Form 10-K filed by calendar-year companies that must comply with these rule changes, including those to MD&A.

Item 301 – Selected Financial Information – Item 301 of Regulation S-K has historically required companies to provide selected financial data in a comparative table for each of the last five fiscal years. SEC rule amendments have eliminated this disclosure requirement. In amending this rule, the SEC has encouraged companies to consider whether trend information for periods earlier than those reflected in the financial statements may be necessary to provide material information concerning the financial condition of registrants and their results of operations. Further, the SEC has encouraged registrants to consider whether a tabular presentation of financial information may help a reader’s understanding of trends discussed in the MD&A section. In the updated Form 10-K made available by the SEC, Item 6 now reads as “Item 6. [Reserved]”.

[Read the full article here.](#)