Preparing for the 2025 Annual Report and Proxy Statement Season

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This alert highlights recent updates to Securities and Exchange Commission (SEC) disclosure obligations effective for the 2025 Form 10-K and proxy statement season, as well as other regulatory updates companies should consider. The topics below include key SEC and stock exchange-required updates but do not cover other updates that companies should take into consideration, such as voting guidelines of proxy advisory firms and institutional investors, which are beyond the scope of this alert.

Insider Trading Policies

Companies must now provide annual disclosure of insider trading polices and procedures in Form 10-K and proxy statements and file insider trading policies and arrangements as an exhibit to the Form 10-K. Item 408(b) of Regulation S-K requires companies to disclose whether they have adopted insider trading policies and procedures applicable to directors, officers and employees as well as the company itself. If a company has not adopted such policies and procedures, it must explain why it has not done so. This information must be tagged in Inline XBRL. While most companies have previously adopted insider trading policies for their directors, officers and employees, the requirement to disclose whether the policy applies to the companies themselves has raised questions about the appropriate way to respond. Rather than revise its insider trading policy to add the potentially awkward concept of the policy applying to the company itself, a company may want to make a statement similar to the following: “While the company is not subject to the insider trading policy, the company does not trade in its securities when it is in possession of material nonpublic information other than pursuant to previously adopted Rule 10b5-1 trading plans.”

In addition, Item 601(b)(19) of Regulation S-K now requires companies to file their insider trading policies as an exhibit to the Form 10-K. Since the policies will now be public, companies should review their policies for any changes they want to make prior to filing them as an exhibit since any future changes will be visible to the public.

Read the full article here.

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