

Governance & Securities Alert

Weil

From the Public Company Advisory Group of Weil, Gotshal & Manges LLP

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Preparing for New Form 10-Q and Form 10-K Disclosure Requirements: Upcoming Compliance Dates

During the last year, the SEC and listing exchanges have adopted a number of new rules applicable to public companies impacting disclosure, corporate governance and controls and procedures with a variety of upcoming compliance dates. In this Alert, we provide a snapshot summary of the new requirements and when the requisite disclosure must first be included in upcoming SEC filing for most U.S. public companies with calendar year fiscal year-ends.¹ Among the new current and upcoming disclosure requirements covered in this Alert are disclosures relating to:

- (1) Insider trading arrangements and insider trading policies and procedures;
- (2) Company share repurchases;
- (3) Cybersecurity risk management, strategy, governance and incidents; and
- (4) Clawback policies.

Further below we discuss what companies should be doing now to prepare. The Annex to this Alert provides a summary of each disclosure requirement for calendar and non-calendar fiscal year-end companies.

Snapshot for Calendar Year-End Company Compliance Dates

Form 10-Q for the quarters ended June 30, 2023 and September 30, 2023 (and subsequent quarters)

- **Insider Trading Arrangements (New Regulation S-K Item 408(a)):** Quarterly disclosure of adoption or termination (including most modifications) of director/officer Rule 10b5-1 and non-Rule 10b5-1 trading arrangements, including a description of the material terms of the arrangement (other than price)

Form 8-K Current Reports beginning on December 18, 2023 for all companies

- **Cybersecurity Incidents (New Item 1.05):** Current disclosure of a material cybersecurity incident within four business days after determining that such incident is material

Form 10-K for year ended December 31, 2023 (and in subsequent quarters, where noted by *)**

- **Insider Trading Arrangements*** (New Regulation S-K Item 408(a)):** Quarterly disclosure of adoption or termination (including most modifications) of director/officer Rule 10b5-1 and non-Rule 10b5-1 trading arrangements, including a description of the material terms of the arrangement (other than price)
- **Company Rule 10b5-1 Trading Disclosure*** (New Regulation S-K Item 408(d)):** Quarterly disclosure of company's adoption or termination (including most modifications) of any Rule 10b5-1 trading arrangement, including a description of the material terms of the arrangement (other than price)
- **Company Share Repurchases*** (Amended Regulation S-K Item 703):** Enhanced quarterly share repurchase disclosure – narrative disclosure
- **Company Share Repurchases*** (New Regulation S-K Item 601(b)(26)):** Quarterly Exhibit with tabular, daily share repurchase data
 - Check box on exhibit on trading by insiders within 4 business days before or after the announcement or increase of a repurchase plan or program
- **Cybersecurity Incidents (New Regulation S-K Item 106):** Annual disclosure of cybersecurity risk management, strategy and governance
- **Clawbacks (New NYSE and Nasdaq listing rules):** File written NYSE/Nasdaq-compliant compensation recovery policy as exhibit to Form 10-K
 - Check boxes on cover page regarding whether the previously issued financial statements in the filing include an error correction, and whether any such corrections are restatements that triggered a compensation recovery analysis during the fiscal year
 - NYSE-listed companies must confirm to NYSE listing manager, no later than December 31, 2023, either their (1) adoption of a compensation recovery policy by December 1, 2023, or (2) reliance on an applicable exemption
- **Actions to recover erroneously awarded compensation (New Regulation S-K Item 402(w)):** Disclose any actions taken pursuant to mandatory compensation recovery policies

Form 10-K for the year ended December 31, 2024

- **Insider Trading Policy (Amended Regulation S-K Item 601(b)(19)):** File insider trading policy as exhibit to Form 10-K.
- **New Regulation S-K Item 408(b):** Disclosure of insider trading policies and procedures that are reasonably designed to promote compliance with insider trading laws, and any applicable listing standards
- **New Regulation S-K Item 402(x):** Disclosure of policies and procedures regarding the timing of awards of options (and similar instruments) granted close in time to the release of material nonpublic information (MNPI); corresponding tabular disclosure of options awarded to NEOs beginning four business days before the filing of Forms 10-Q or 10-K, or an 8-K disclosing MNPI, and ending one business day after such filing

Proxy Statement

- **For the 2024 Annual Meeting,** Item 408(w) (actions to recover erroneously awarded compensation) disclosures required in Form 10-K but may be incorporated by reference from a proxy statement if filed within 120 days of the end of the fiscal year
- **For the 2025 Annual Meeting,** Item 408(b) (insider trading policy) and 402(x) (stock options granted close in time to the release of MNPI) disclosures required in Form 10-K but may be incorporated by reference from a proxy statement if filed within 120 days of the end of the fiscal year

What to do Now?

Companies should confirm that disclosure controls and procedures have been updated and evaluated as they prepare to meet the timely disclosure of information required by the new rules. Companies also should be reviewing and updating various policies that will be required to be either filed or described publicly for the first time, such as the company's insider trading policy, share repurchase processes and procedures, and cybersecurity risk management, strategy, and governance. More specifically, companies should do the following now if not done already:

- **Share Repurchase Disclosure.** Companies should consider the objectives or rationales for their share repurchase plans or programs, and the process or criteria used to determine the amount of repurchases, and prepare to disclose any policies and procedures relating to purchases and sales by a public company's directors and officers during a repurchase program, including any restrictions on such transactions. Companies should also develop and implement recordkeeping mechanisms for quarterly disclosure of daily share repurchases. For more information, refer to our prior Alert available [here](#).
- **Rule 10b5-1 and Non-Rule 10b5-1 Trading Arrangements of Directors and Section 16 Officers, Insider Trading Policies.** Companies should be tracking the entry into, modification or termination of any Rule 10b5-1 or non-Rule 10b5-1 trading arrangement by directors and officers.² Companies may wish to make such inquiries combined with a reminder of the company's disclosure requirements and of compliance requirements with the company's insider trading policy (including preclearance requirements and the upcoming trading window).
 - To date, one of the more confusing aspects of the new rules is the question of what qualifies as a Non-Rule 10b5-1 trading arrangement. It is clear that an arrangement that pre-dated the new rules that did not include the requisite cooling off period would be covered such that disclosure would be required if it was modified or terminated. What is less clear – and for which guidance has been sought from the SEC Staff but has not yet been given – is whether a limit order would qualify. For more information, refer to our prior Alert available [here](#).
- **Cybersecurity Disclosure.** Companies should review board and board committee responsibilities for overseeing material company cybersecurity risks and their intersection with company strategy, and consider the adequacy of internal processes for assessing, identifying and managing material risks from cybersecurity threats, including threats associated with third-party service providers. In conjunction with this review, companies should establish a process to support the newly required disclosure as to whether any risks from cybersecurity threats, including as a result of any previous cybersecurity incidents, have materially affected or are reasonably likely to materially affect the company, including its business strategy, results of operations, or financial condition and if so, how. Companies should also consider the emphasis of the new rules on management expertise, management positions and management committees overseeing cybersecurity risk and the reporting process of such risks to the board of directors.

Companies impacted by a cybersecurity incident will need to quickly and continually consider the materiality of the incident on the company and the company's employee and customer data, and trade secrets in order to evaluate whether such incident must be disclosed on a Form 8-K under the new rules. Companies should also provide training for the internal cyber incident team about the new timing and scope of the disclosure rules. Controls should be evaluated regarding the company's information flow relating to the evaluation of potentially material cybersecurity incidents and the company's processes around timely escalation of cyber incidents to appropriate decision-makers. Although not directly addressed by the new rules, in light of the 2018 SEC [Commission Statement and Guidance on Public Company Cybersecurity Disclosures](#), companies should be continuously reviewing risk factors to confirm that the cybersecurity risk factors appropriately address, if as is commonly the case, that breaches, threats, incidents, etc. have occurred rather than that the company is only vulnerable to such occurrences. For more information, refer to our prior Alert available [here](#).

- **Compensation Clawback Policies.** With the December 1, 2023 compliance deadline on the horizon, companies should be in the process of evaluating their existing compensation arrangements and clawback policies, and adopting a NYSE- or Nasdaq-compliant clawback policy if none exists. Companies will need to evaluate existing incentive-based compensation arrangements to determine which are based on “financial performance measures” subject to a potential clawback, and consider whether those policies, plans or arrangements require modification consistent with the new rule. Some companies may wish to adopt policies more extensive than what is required by the new rules, such as (i) clawback triggers for circumstances such as relating to material breaches of company codes of conduct, reputational damage or breach of a restrictive covenant, or (ii) coverage of a broader management group beyond the executive officers mandated by the new rule. The enforcement and implementation of the new clawback policies will require multiple disciplines (e.g., tax, accounting, HR, employment litigators) and oversight from the compensation committee. Compliance with the new rule will require controls around the clawback policy and related SEC disclosures, including the evaluation of whether a restatement is required. Moreover, under certain circumstances, analysis may be needed to determine the amount of performance-based compensation subject to a clawback. For more information, refer our prior Alert [here](#).
- **Insider Trading Policies, Stock Options and Option-Like Instruments Granted Close in Time to the Release of MNPI.** Although these requirements will not apply to calendar year companies until 2025, companies should consider their insider trading policies and procedures and whether any changes are necessary in 2024. Furthermore, pursuant to New Item 402(x), companies should consider and form policies and practices on the timing of stock option and option-like awards in relation to the disclosure of MNPI. Keep in mind that the SEC stated in the adopting release that the purpose of the new table is to highlight for investors such award grants that may be more likely than most to have been made at a time that the board of directors was aware of MNPI affecting the value of the award.

* * *

Endnotes

¹ Although not the focus of our snapshot, we note the following regarding Smaller Reporting Companies (“SRCs”) and Foreign Private Issuers (“FPIs”): (1) Rule 10b5-1 trading arrangement and insider trading policy: SRCs are subject to all of the Rule 10b5-1 trading arrangement and insider trading policy rules beginning in the first periodic filing that covers the first full fiscal quarter beginning on or after October 1, 2023; FPIs will not be required to provide disclosure regarding the adoption, modification, or termination of Rule 10b5-1 and non-Rule 10b5-1 trading arrangements by directors and officers. (2) Share repurchase rules: SRCs are treated the same as described in this Alert; they will need to comply beginning in the first periodic filing that covers the first full fiscal quarter beginning on or after October 1, 2023. FPIs that file on the FPI forms will be required to comply with the new disclosure and tagging requirements in new Form F-SR beginning with the Form F-SR that covers the first full fiscal quarter that begins on or after April 1, 2024. The Form 20-F narrative disclosure that relates to the Form F-SR filings, which is required by Item 16E of that form, and the related tagging requirements, will be required starting in the first Form 20-F filed after the FPI’s first Form FSR has been filed. (3) Cybersecurity disclosures: SRCs must comply with the Form 8-K requirements by June 15, 2024, and FPIs must comply on Form 6-K on the same timetable as described in this Alert; All companies (SRCs and FPIs) must comply with the risk management and governance disclosure on the same timetable as described in this Alert. (4) Clawback Rules: SRCs and FPIs are subject to the clawback rules on the same timetable as described in this Alert.

² Since April 1, 2023, Forms 4 and 5 have included a new check box that Section 16 filers are required to check if a reported transaction occurred pursuant to a Rule 10b5-1 trading arrangement. Filers are also required to provide the date of adoption of the Rule 10b5-1 trading arrangement in the “Explanation of Responses” portion of the forms.

If you have questions concerning the contents of this Alert, or would like more information, please speak to your regular contact at Weil or to any of the following authors:

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Annex: Summary of New and Amended Disclosure Requirements for Calendar and Non-Calendar Year-End Companies
 (See Footnote 1 above for note on SRCs and FPIs)

New Disclosure Requirement	Rule	Disclosure Location	Compliance Date
<p><u>Director/Officer Rule 10b5-1 Trading Plan Disclosure</u></p> <p>Provide disclosure about whether, in the last quarter, any director or “officer” (as defined in Rule 16a-1(f)) has adopted or terminated (i) any contract, instruction or written plan for the purchase or sale of securities of the company that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) (a “Rule 10b5-1(c) trading arrangement”), and/or (ii) any written trading arrangement for the purchase or sale of securities of the company that meets the requirements of a non-Rule 10b5-1 trading arrangement as defined in Item 408(c) (a “non-Rule 10b5-1 trading arrangement”); and (2) provide a description of the material terms of the Rule 10b5-1 trading arrangement or non-Rule 10b5-1 trading arrangement other than terms with respect to the price at which the individual executing the respective trading arrangement is authorized to trade, such as:</p> <ul style="list-style-type: none"> ● The name and title of the director or officer; ● The date of adoption or termination of the trading arrangement; ● The duration of the trading arrangement; and ● The aggregate number of securities to be sold or purchased under the trading arrangement. <p>In addition, a modification or change (e.g., change to the amount, price, or timing of the purchase or sale) also would be required to be disclosed as it constitutes the termination of an existing plan and the adoption of a new contract, instruction, or written plan.</p> <p>Item 408(a) disclosure must be tagged in Inline XBRL.</p>	<p>New Item 408(a) of Regulation S-K</p>	<p><u>Part II, Item 9B</u> of Form 10-K (Other Information)</p> <p><u>Part II, Item 5</u> of Form 10-Q (Other Information)</p>	<p>Include in the first 10-Q or 10-K covering the first fiscal quarter beginning on or after April 1, 2023.</p>
<p><u>Company Rule 10b5-1 Trading Plan Disclosure</u></p> <p>Provide disclosure about whether the company has adopted or terminated any Rule 10b5-1 trading plan during the covered quarter. For each Rule 10b5-1 trading plan identified, provide a description of the material terms such as the date, duration, and number of securities to be purchased pursuant to the plan.</p> <p>Companies could alternatively include this as part of the Item 703 share repurchase disclosure, as long as cross-reference to that disclosure is provided.</p>	<p>New Item 408(d) of Regulation S-K</p>	<p><u>Part II, Item 9B</u> of Form 10-K (Other Information)</p> <p><u>Part II, Item 5</u> of Form 10-Q (Other Information)</p>	<p>Include in the first 10-Q or 10-K covering the first fiscal quarter beginning on or after October 1, 2023.</p>



New Disclosure Requirement	Rule	Disclosure Location	Compliance Date
<p>Item 408(d) disclosure must be tagged in Inline XBRL.</p> <p>For more interpretive guidance on the Rule 10b5-1 disclosures, please refer to the SEC’s August 25, 2023 Compliance and Disclosure Interpretations (“CDIs”), available here (Exchange Act), and here (Regulation S-K).</p>			
<p><u>Cybersecurity 8-K</u></p> <p>Within 4 business days after determining that a cybersecurity incident is material, disclose under new Item 1.05 of Form 8-K the material aspects of the nature, scope and timing of the incident and the material impact or reasonably likely material impact on the company, including on its financial condition or results of operations.</p> <p>The trigger for an Item 1.05 Form 8-K is the date on which the company discovers that a cybersecurity incident is material, not the date the company discovers the incident, and the materiality determination must be made “without unreasonable delay” after discovery of the incident.</p> <p>To the extent that the information called for by Item 1.05 is not determined or is unavailable at the time of the required Form 8-K filing, the company must include a statement to this effect in the filing. Thereafter it is required to file an amendment to Form 8-K containing such information within 4 business days after the company, without unreasonable delay, determines such information or within 4 business days after such information becomes available.</p> <p>Item 1.05 disclosure must be tagged in Inline XBRL beginning one year after the initial compliance date.</p>	<p>Exchange Act Rule 13a-11</p>	<p><u>Item 1.05</u> of Form 8-K</p>	<p>December 18, 2023</p>
<p><u>Enhanced Quarterly Share Repurchase Disclosure: Narrative Disclosure</u></p> <p>Provide expanded narrative disclosure regarding Company share repurchase plans and programs; the previous requirement to provide monthly share repurchase data has been eliminated.</p> <p>Narrative Disclosure to address:</p> <ul style="list-style-type: none"> ● The objectives or rationales for each repurchase plan or program and process or criteria used to determine the amount of repurchases; 	<p>Amended Item 703 of Regulation S-K</p>	<p><u>Part II, Item 5</u> of Form 10-K (Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities)</p>	<p>Include in the first 10-Q or 10-K covering the first fiscal quarter beginning on or after October 1, 2023.</p>



New Disclosure Requirement	Rule	Disclosure Location	Compliance Date
<ul style="list-style-type: none"> ● Any policies and procedures relating to purchases and sales by a public company’s directors and officers during a repurchase program, including any restrictions on such transactions. ● The number of shares purchased other than through a publicly announced plan or program, and the nature of the transaction; ● For publicly announced repurchase plans or programs: <ul style="list-style-type: none"> ● The date each plan or program was announced; ● The dollar amount (or share amount) approved; ● The expiration date of each plan or program; ● Each plan or program that has expired during the period covered by the Exhibit 26 disclosure; and ● Each plan or program that the issuer has determined to terminate prior to expiration, or under which the public company does not intend to make further purchases. <p>Item 703 disclosure must be tagged in Inline XBRL.</p>		<p><u>Part II, Item 2</u> of Form 10-Q</p> <p>(Unregistered Sales of Equity Securities and Use of Proceeds)</p>	
<p><u>Enhanced Quarterly Share Repurchase Disclosure: New Exhibit</u></p> <p>New Exhibit 26 to Form 10-K and Form 10-Q must set forth, in tabular format, on a daily basis for each day of the covered quarter*:</p> <ul style="list-style-type: none"> ● The date on which the repurchase of shares is executed; ● The class of shares repurchased; ● The total number of shares repurchased, whether or not made pursuant to publicly announced plans or programs; ● The average price paid per share; ● The total number of shares repurchased as part of publicly announced repurchase plans or programs; ● The aggregate maximum number of shares that may yet be repurchased under the publicly announced repurchase plans or programs; ● The total number of shares repurchased in open-market transactions; ● The total number of repurchased shares that are intended to qualify for the safe harbor in Rule 10b-18; and ● The total number of repurchased shares that are intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). 	<p>New Item 601(b)(26) of Regulation S-K.</p>	<p><u>Part IV, Item 15</u> of Form 10-K (Exhibits and Financial Statement Schedules)</p> <p><u>Part II, Item 6</u> of Form 10-Q (Exhibits)</p> <p>Exhibit 26: Purchases of Equity Securities by the Issuer and Affiliated Purchases</p>	<p>Include in the first 10-Q or 10-K covering the first fiscal quarter beginning on or after October 1, 2023.</p>



New Disclosure Requirement	Rule	Disclosure Location	Compliance Date
<p>Exhibit 26 must include a <u>check box</u> indicating whether directors and Section 16 officers have purchased or sold shares of the company within four business days before or after the announcement of a repurchase plan or program or the announcement of an increase of an existing share repurchase plan or program.</p> <p>Exhibit 26 disclosure must be tagged in Inline XBRL.</p> <p>*The disclosure on Form 10-K will only cover the fourth fiscal quarter (not full year).</p>			
<p><u>Cybersecurity Annual Disclosure</u></p> <p><u>Risk Management and Strategy</u></p> <p>Describe the “process, if any, for assessing, identifying and managing material risks from cybersecurity threats in sufficient detail for a reasonable investor to understand those pressures.” Specifically, companies must address this non-exclusive list:</p> <ul style="list-style-type: none"> ● whether and how the described cybersecurity processes have been integrated into the company’s overall risk management system or processes; ● whether the company engages assessors, consultants, auditors, or other third parties in connection with any such processes; and ● whether the company has processes to oversee and identify material risks from cybersecurity threats associated with its use of any third-party service provider. <p>Describe whether any risks from cybersecurity threats, including as a result of any previous cybersecurity incidents, have materially affected or are reasonably likely to materially affect the company, including its business strategy, results of operations, or financial condition and if so, how.</p> <p><u>Board’s Oversight of Cybersecurity Risks</u></p> <p>Describe the board of directors’ oversight of risks from cybersecurity threats, and if applicable, identify any board committee or subcommittee responsible for such oversight (and describe the processes by which the board of directors or such committee is informed about such risks).</p> <p><u>Management Oversight of Cybersecurity Risks; Management’s Expertise</u></p> <p>Describe management’s role in assessing and managing material risks from cybersecurity threats including the following non-exclusive list of disclosure items:</p>	<p>New Item 106(b) and 106(c)(1) and (2) of Regulation S-K</p>	<p><u>Part I, New Item 1.C.</u> of Form 10-K (Cybersecurity)</p>	<p>Include in the 10-K for fiscal year ending on or after December 15, 2023.</p>



New Disclosure Requirement	Rule	Disclosure Location	Compliance Date
<ul style="list-style-type: none"> whether and which management positions or committees are responsible for assessing and managing such risks, and the relevant expertise* of such persons or members in such detail as necessary to fully describe the nature of the expertise; whether the processes by which such persons or committees are informed about and monitor the prevention, detection, mitigation, and remediation of cybersecurity incidents; and whether such persons or committees report information about such risks to the board of directors or a committee or subcommittee of the board of directors. <p>*Instruction 2 to Item 106(c) provides a non-exhaustive list of what constitutes “relevant expertise,” including: prior work experience in cybersecurity; any relevant degrees or certifications; and any knowledge, skills, or other background in cybersecurity.</p> <p>Item 106 disclosure must be tagged in Inline XBRL beginning one year after the initial compliance date.</p>			
<p>Compensation Recovery (Clawback) Policy</p> <p>As directed by SEC Rule 10D-1, listed companies must develop and implement a policy providing for the recovery (or clawback), in the event of a required accounting restatement, of incentive-based compensation received by current or former executive officers where such compensation is based on the erroneously reported financial information.</p> <p>Each listed company must (i) file their written recovery policies as exhibits to their annual reports on Form 10-K, (ii) indicate by check boxes on its 10-K whether the financial statements of the issuer included in the filing reflect a correction of an error to previously issued financial statements and whether any such corrections are restatements that required a recovery analysis; and (iii) disclose any actions they have taken pursuant to such recovery policies.</p> <p>The stock exchanges will prohibit the initial or continued listing of any security of a listed company that is not in compliance by December 1, 2023. NYSE-listed companies must confirm via Listing Manager, no later than December 31, 2023, either their (1) adoption of a compensation recovery policy by December 1, 2023, or (2) reliance on an applicable exemption.</p>	<p>NYSE Listed Company Manual Section 303A.14</p> <p>Nasdaq Rule 5608</p>	<p>Part IV, Item 15 of Form 10-K (Exhibits and Financial Statement Schedules)</p> <p>Exhibit 97: Policy Relating to Recovery of Erroneously Awarded Compensation</p>	<p>Listing standards are effective on October 2, 2023. Listed companies must recover all erroneously awarded incentive compensation received on or after effective date.</p> <p>Clawback policies must be adopted by December 1, 2023.</p>



New Disclosure Requirement	Rule	Disclosure Location	Compliance Date
<p><u>Disclosure of a Registrant’s Action to Recover Erroneously Awarded Compensation</u></p> <p>If at any time during or after the last completed fiscal year the company prepared an accounting statement that required the recovery of erroneously awarded compensation pursuant to the company’s clawback policy required by the NYSE or Nasdaq listing standards, or there was an outstanding balance as of the end of the last completed fiscal year of erroneously awarded compensation to be recovered from the application of the policy to a prior restatement, disclose:</p> <ul style="list-style-type: none"> ● The date on which the company was required to prepare an accounting restatement; ● The aggregate dollar amount of erroneously awarded compensation attributable to such accounting restatement, including an analysis of how the amount was calculated; ● If the financial reporting measure related to a stock price or total shareholder return metric, the estimates that were used in determining the erroneously awarded compensation attributable to such accounting restatement and an explanation of the methodology used for such estimates; ● The aggregate dollar amount of erroneously awarded compensation that remains outstanding at the end of the last completed fiscal year; and ● If the aggregate dollar amount of erroneously awarded compensation has not yet been determined, explain reasons, and disclose amount and related disclosures in the next filing that is subject to Item 402 of Regulation S-K. <p>If recovery would be impracticable pursuant to Rule 10D-1(b)(i)(iv), for each current and former NEO and all other current and former executives as a group, disclose the amount of recovery foregone and a brief description of the reason why the company decided not to pursue recovery.</p> <p>For each current and former NEO, disclose the amount of erroneously awarded compensation still owed that had been outstanding for 180 days or longer since the date the issuer determined the amount owed.</p> <p>If at any time during or after its last completed fiscal year the company was required to prepare an accounting restatement, and it concluded that recovery of erroneously awarded compensation was not required pursuant to its clawback policy, briefly explain why application of the clawback policy resulted in this conclusion.</p> <p>Item 402(w) disclosure must be tagged in Inline XBRL.</p> <p>For more interpretive guidance on the Rule 10b5-1 disclosures, please refer to the SEC’s January 27, 2023 CDIs, available here.</p>	<p>New Item 402(w) of Regulation S-K</p>	<p><u>Part III, Item 11</u> of Form 10-K (Executive Compensation)</p>	<p>Include in the annual report (or proxy or information statement) filed on or after the effective date of the listing standards, October 2, 2023.</p> <p>Note that there is some inconsistency with FN 385 of the Adopting Release, available here, which suggests that compliance is required on or after the company adopts its recovery policy</p>



New Disclosure Requirement	Rule	Disclosure Location	Compliance Date
<p><u>Insider Trading Policies and Procedures</u></p> <p>Provide annual disclosure regarding the company’s insider trading policies and procedures, and the timing of stock option awards in relation to disclosure of material nonpublic information.</p> <p>Disclose whether the company has adopted insider trading policies and procedures governing the purchase, sale, and other dispositions of their securities by directors, officers, and employees, or the company itself, that are reasonably designed to promote compliance with insider trading laws, rules, and regulations, and any listing standards applicable to the company. If no such policies or procedures are in place, the company will need to explain why.</p> <p>Item 408(b) disclosure must be tagged in Inline XBRL. Item 408(b) disclosure may be incorporated by reference into the 10-K from a proxy or information statement involving the election of directors, if filed within 120 days of the end of the fiscal year.</p>	<p>New Item 408(b) of Regulation S-K</p>	<p><u>Part III, Item 10</u> of Form 10-K (Directors, Executive Officers and Corporate Governance)</p>	<p>Include in the first filing that covers the first full fiscal period that begins on or after April 1, 2023.</p> <p>For calendar year companies, include this disclosure in the 2024 fiscal year 10-K, to be filed in 2025.</p> <p>Note that some non-calendar year end companies will be required to include the disclosure in their Form 10-K filings before calendar-year end companies.</p>
<p><u>Insider Trading Policies and Procedures: New Exhibit</u></p> <p>Public companies must file a copy of their insider trading policies and procedures as an exhibit to Form 10-K.</p> <p>If all of the company’s insider trading policies and procedures are included in its code of ethics (as defined in Item 406 of Regulation S-K), and the code of ethics is filed as an exhibit to the company’s annual report on Form 10-K, this satisfies the exhibit requirement of Item 408(b).</p>	<p>Amended Item 601(b)(19) of Regulation S-K</p>	<p><u>Part IV, Item 15</u> of Form 10-K (Exhibits and Financial Statement Schedules)</p> <p>Exhibit 19: Insider trading policies and procedures</p>	<p>Note that some non-calendar year end companies will be required to include the disclosure in their Form 10-K filings before calendar-year end companies.</p>
<p><u>Stock Option Grant Policies and Procedures: Narrative Disclosure</u></p> <p>Discuss policies and practices on the timing of awards of stock options, stock appreciation rights (“SARs”) and/or similar option-like instruments in relation to the disclosure of material nonpublic information by the registrant, including how the board determines when to grant such awards (for example, whether such awards are granted on a predetermined schedule); whether, and if so, how, the board or compensation committee takes material nonpublic information into account when determining the timing and terms of an award, and whether the registrant has timed the disclosure of</p>	<p>New Item 402(x)(1) of Regulation S-K</p>	<p><u>Part III, Item 11</u> of Form 10-K (Executive Compensation)</p>	<p>Include in the first filing that covers the first full fiscal period that begins on or after April 1, 2023.</p>



New Disclosure Requirement	Rule	Disclosure Location	Compliance Date
<p>material nonpublic information for the purpose of affecting the value of executive compensation.</p> <p>Item 402(x) disclosure must be tagged in Inline XBRL.</p>			<p>For calendar year companies, include this disclosure in the 2024 fiscal year 10-K, to be filed in 2025.</p>
<p><u>Stock Option Grants Made Close in Time to the Release of MNPI: Tabular Disclosure</u></p> <p>If, during the last completed fiscal year, stock options, SARs, and/or similar option-like instruments were awarded to a Named Executive Officer (“NEO”) within a period starting 4 business days before the filing of a periodic report on Form 10-Q or Form 10-K, or the filing or furnishing of a current report on Form 8-K that discloses material nonpublic information (including earnings information), other than a current report on Form 8-K disclosing a material new option award grant under Item 5.02(e), and ending one business day after a triggering event, the company must provide the following information concerning each such award for the NEO on an aggregated basis in the following tabular format:</p> <ul style="list-style-type: none"> ● The name of the NEO; ● The grant date of the award; ● The number of securities underlying the award; ● The per-share exercise price; ● The grant date fair value of each award computed using the same methodology as used for the registrant’s financial statements under generally accepted accounting principles; and ● The percentage change in the market price of the underlying securities between the closing market price of the security one trading day prior to and one trading day following the disclosure of material nonpublic information. <p>Item 402(x) disclosure may be incorporated by reference into the 10-K from a proxy or information statement involving the election of directors, if filed within 120 days of the end of the fiscal year.</p>	<p>New Item 402(x)(2) of Regulation S-K</p>	<p><u>Part III, Item 11</u> of Form 10-K (Executive Compensation)</p>	<p>Note that some non-calendar year end companies will be required to include the disclosure in their Form 10-K filings before calendar-year end companies.</p>