

SEC Requires Electronic Submission of “Glossy” Annual Reports

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On June 3, 2022, the Securities and Exchange Commission mandated the electronic filing or submission of certain documents that reporting companies currently may provide as paper filings, by adopting amendments to Regulation S-T.

Electronic Submission of “Glossy” Annual Reports

“Glossy” annual reports, which are prepared in accordance with Rule 14a-3 of the Securities Exchange Act of 1934 and delivered to shareholders with proxy materials, must be submitted electronically, likely starting with the 2023 proxy season. The SEC’s EDGAR filing system will serve as a repository for electronic copies of the “glossy” annual reports to shareholders, whether or not companies decide to post the reports on their corporate websites.

According to the adopting release, electronic submissions of the “glossy” annual reports should capture the graphics, styles of presentation, and prominence of disclosures (including text size, placement, color, and offset, as applicable) contained in the reports. The reports should not be re-formatted, re-sized, or otherwise re-designed for purposes of the submission on EDGAR.

Currently, the only format that EDGAR supports is PDF, but if EDGAR is upgraded to accommodate other formats appropriate for electronic filing of the “glossy” annual report, the SEC will communicate the upgrade by adopting an updated *EDGAR Filer Manual* that supports such formats.

Reporting companies will no longer need to deliver paper copies of annual reports to the SEC, but those companies using notice & access to deliver proxy materials will still need to make their proxy materials, including their annual reports, publicly accessible free of charge on a website specified in the notice.

We will present reminders of this and other developments during our December presentation *Preparing for the 2023 SEC Reporting Season*.

Related People

- Cam C. Hoang

Related Capabilities

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Other Mandatory Electronic Filings or Submissions

The adopting release also mandates:

- the electronic filing of Form 144, which provides notice of an affiliate's proposed reliance on the Rule 144 exemption for public resales of restricted or control securities; the filing is triggered when the amount to be sold under Rule 144 by the affiliate during any three-month period exceeds 5,000 shares or units or has an aggregate sales price in excess of \$50,000
- the electronic filing or submission of certain other documents that are currently permitted as paper filings, including:
 - notices of exempt solicitations
 - exempt preliminary roll-up communications
 - annual reports for employee benefit plans on Form 11-K
 - all filings on Form 6-K, which are used by certain foreign private issuers to provide information between annual reports
 - certain foreign language documents (in PDF)
 - certifications that a security has been approved by an exchange for listing and registration
- the use of Inline eXtensible Business Reporting Language ("Inline XBRL") for the filing of the financial statements and accompanying notes to the financial statements required by Form 11-K

Compliance Deadlines

For most of these amendments, we expect that compliance will be required in early 2023, six months from the amendments' effective date. Electronic submissions of Form 144 will be required later, six months from the date of publication in the *Federal Register* of the SEC release that adopts the version of the *EDGAR Filer Manual* addressing updates to Form 144. Inline XBRL reporting for Form 11-Ks will be required three years from the effective date of the amendments.