

Corporate Finance Alert

Skadden

Skadden, Arps, Slate, Meagher & Flom LLP

2014 SEC Filing Deadlines and Financial Statement 'Staleness' Dates 2014 SEC Filing Deadlines*

January							February						
Su	M	T	W	Th	F	S	Su	M	T	W	Th	F	S
			1	2	3	4							1
5	6	7	8	9	10	11	2	3	4	5	6	7	8
12	13	14	15	16	17	18	9	10	11	12	13	14	15
19	20	21	22	23	24	25	16	17	18	19	20	21	22
26	27	28	29	30	31		23	24	25	26	27	28	

March							April						
Su	M	T	W	Th	F	S	Su	M	T	W	Th	F	S
						1			1	2	3	4	5
2	3	4	5	6	7	8	6	7	8	9	10	11	12
9	10	11	12	13	14	15	13	14	15	16	17	18	19
16	17	18	19	20	21	22	20	21	22	23	24	25	26
23	24	25	26	27	28	29	27	28	29	30			
30	31												

May							June						
Su	M	T	W	Th	F	S	Su	M	T	W	Th	F	S
				1	2	3							
4	5	6	7	8	9	10	1	2	3	4	5	6	7
11	12	13	14	15	16	17	8	9	10	11	12	13	14
18	19	20	21	22	23	24	15	16	17	18	19	20	21
25	26	27	28	29	30	31	22	23	24	25	26	27	28
							29	30					

July							August						
Su	M	T	W	Th	F	S	Su	M	T	W	Th	F	S
			1	2	3	4							1
6	7	8	9	10	11	12	3	4	5	6	7	8	9
13	14	15	16	17	18	19	10	11	12	13	14	15	16
20	21	22	23	24	25	26	17	18	19	20	21	22	23
27	28	29	30	31			24	25	26	27	28	29	30
							31						

September							October						
Su	M	T	W	Th	F	S	Su	M	T	W	Th	F	S
	1	2	3	4	5	6				1	2	3	4
7	8	9	10	11	12	13	5	6	7	8	9	10	11
14	15	16	17	18	19	20	12	13	14	15	16	17	18
21	22	23	24	25	26	27	19	20	21	22	23	24	25
28	29	30					26	27	28	29	30	31	

November							December						
Su	M	T	W	Th	F	S	Su	M	T	W	Th	F	S
						1				1	2	3	4
2	3	4	5	6	7	8	7	8	9	10	11	12	13
9	10	11	12	13	14	15	14	15	16	17	18	19	20
16	17	18	19	20	21	22	21	22	23	24	25	26	27
23	24	25	26	27	28	29	28	29	30	31			
30													

■ SEC Filing Due Date
■ SEC Closed

* Based on December 31, 2013 fiscal year end. EDGAR filings may be made between 6:00 a.m. and 10:00 p.m. (ET) on weekdays (excluding SEC holidays). Filings submitted after 5:30 p.m. (ET) receive the next business day's filing date (except Section 16 filings and filings pursuant to Rule 462(b), which receive the actual date of filing).

** Requests for extensions for Forms 10-Q, 10-K and 20-F may be made by filing a Form 12b-25, pursuant to which a filer may receive an extension of up to five additional calendar days for Form 10-Q and up to 15 additional calendar days for Forms 10-K and 20-F. Form 12b-25 must be filed by 5:30 p.m. (ET) on the next business day after the original deadline.

*** Reflects actual filing deadline in light of weekends and holidays. Where the regulatory date falls on a weekend or federal holiday, the deadline is extended to the next business day. See Exchange Act Rule 0-3(a).

Schedule 13G and Form 5 for Year Ended December 31, 2013		
February 14	Schedule 13G Form 5	45 days after calendar year end 45 days after fiscal year end
10-K for Year Ended December 31, 2013**		
March 3	10-K Large Accelerated Filers	60 days after fiscal year end***
March 17	10-K Accelerated Filers	75 days after fiscal year end***
March 31	10-K Non-Accelerated Filers	90 days after fiscal year end
April 30	Definitive proxy statement (or information statement) if Part III of Form 10-K incorporates information from proxy by reference	120 days after fiscal year end
Form 20-F for Year Ended December 31, 2013**		
April 30	Form 20-F (foreign private issuers)	4 months after fiscal year end
10-Q for Quarter Ended March 31, 2014**		
May 12	10-Q Large Accelerated and Accelerated Filers	40 days after fiscal quarter end***
May 15	10-Q Non-Accelerated Filers	45 days after fiscal quarter end
10-Q for Quarter Ended June 30, 2014**		
August 11	10-Q Large Accelerated and Accelerated Filers	40 days after fiscal quarter end***
August 14	10-Q Non-Accelerated Filers	45 days after fiscal quarter end
10-Q for Quarter Ended September 30, 2014**		
November 10	10-Q Large Accelerated and Accelerated Filers	40 days after fiscal quarter end***
November 14	10-Q Non-Accelerated Filers	45 days after fiscal quarter end
Other Filing Deadlines		
Form 3	Within 10 days of becoming an officer, director or beneficial owner of more than 10 percent of a class of equity registered under the Exchange Act; however, if the issuer is registering equity under Section 12 for the first time, then no later than the effective date of the applicable registration statement.	
Form 4	2 business days after the transaction date.	
Form 11-K	90 days after the plan's fiscal year end, provided that plans subject to ERISA may file the plan statements within 180 calendar days after the plan's fiscal year end.	
Schedule 13D	10 days after acquiring more than 5 percent beneficial ownership; amendments due promptly after material changes.	
Form 13F	45 days after calendar year end and after each of the first three quarter ends.	

2014 Financial Statement ‘Staleness’ Dates

‘Staleness’ Date ¹ (last date financials may be used)	Financial Statement	
February 14	2013 Q3 financial statements for initial public offerings, Delinquent Filers and Loss Corporations ²	45 days after year end
March 3	2013 Q3 financial statements for Large Accelerated Filers ³	60 days after year end ⁴
March 17	2013 Q3 financial statements for Accelerated Filers ³	75 days after year end ⁴
March 31	2013 Q3 financial statements for all other filers	90 days after year end
May 9	2013 year end financial statements for Large Accelerated Filers and Accelerated Filers	129 days after year end
May 14	2013 year end financial statements for all other filers	134 days after year end
August 7	2014 Q1 financial statements for Large Accelerated Filers and Accelerated Filers	129 days after Q1 end
August 12	2014 Q1 financial statements for all other filers	134 days after Q1 end
November 6	2014 Q2 financial statements for Large Accelerated Filers and Accelerated Filers	129 days after Q2 end
November 12	2014 Q2 financial statements for all other filers	134 days after Q2 end ⁴

Practice Note for Foreign Private Issuers

The table above reflects staleness dates for domestic issuers only. Generally, foreign private issuers (“FPIs”) may use audited financial statements that are up to 15 months old, except in certain instances. For example, in an initial public offering by an FPI that is not already listed in another jurisdiction, the audited financial statements may not be older than 12 months at the time of filing unless the FPI is able to represent adequately to the SEC that it is not required to “comply with this requirement in any other jurisdiction outside the United States and that complying with the requirement is impracticable or involves undue hardship.” For a registration statement that is dated more than nine months after the end of the last audited fiscal year, unaudited interim financial statements covering at least the first six months of the fiscal year must be provided. However, if the FPI has published financial information that is more current, then the more current interim financial information must be included.

Special Accommodation for Gap Periods

For certain periods, financial statement staleness dates do not align with the corresponding Exchange Act report filing deadlines, resulting in a gap during which a registration statement may not be filed or declared effective. However, at its discretion, the SEC may grant an accommodation to allow for the filing or effectiveness of a registration statement during the gap periods between the staleness date and filing due date for issuers that have filed all Exchange Act reports in the last 12 months in a timely fashion. The accommodation is typically granted by the SEC. However, the SEC staff may ask the issuer to confirm that the quarterly report will be timely filed after effectiveness and that there have been no material trends, events or transactions that arose subsequent to the date of the latest balance sheet included in the filing that would materially affect an investor’s understanding of the issuer’s financial condition and results of operations. See “Division of Corporation Finance Financial Reporting Manual,” Section 1220.

¹ See Reg S-X Rule 3-12. Based on December 31, 2013 fiscal year end.

² A “**Loss Corporation**” does not expect to report positive income after taxes but before extraordinary items and the cumulative effect of a change in accounting principle for the most recently ended fiscal year and did not do so for at least one of the two prior fiscal years. A “**Delinquent Filer**” means a registrant that files annual, quarterly and other reports pursuant to Section 13 or 15(d) of the Exchange Act, but all reports due have not been filed.

³ Assumes that the filer is not a Loss Corporation or Delinquent Filer. Generally, a “**Large Accelerated Filer**” is an issuer (a) with an aggregate worldwide market value of voting and non-voting equity held by non-affiliates of \$700 million or more (as of the last business day of the issuer’s most recently completed second fiscal quarter); (b) has been subject to the requirements of Section 13(a) or 15(d) for at least 12 calendar months; and (c) has filed at least one annual report pursuant to Section 13(a) or 15(d). Generally, an “**Accelerated Filer**” is an issuer with an aggregate worldwide market value of voting and non-voting common equity held by non-affiliates of \$75 million or more, but less than \$700 million (as of the last business day of the issuer’s most recently completed second fiscal quarter) and meets the requirements of (b) and (c) above. An issuer will remain a “Large Accelerated Filer” or “Accelerated Filer” until the end of the fiscal year that it meets the criteria for exiting its applicable status (less than \$500 million and more than \$50 million for Large Accelerated Filers and less than \$50 million for Accelerated Filers, calculated as of the last business day of the issuer’s most recently completed second fiscal quarter). See Exchange Act Rule 12b-2 for complete definitions and the exit criteria.

⁴ Reflects staleness date (last date financials may be used) in light of weekends and federal holidays. If the regulatory staleness date falls on a weekend or federal holiday, the staleness date is extended to the next business day. See Securities Act Rule 417.

Attorney Contacts**New York****Richard B. Aftanas**

212.735.4112
richard.aftanas@skadden.com

Gregory A. Fericola

212.735.2918
gregory.fericola@skadden.com

David J. Goldschmidt

212.735.3574
david.goldschmidt@skadden.com

Stacy J. Kanter

212.735.3497
stacy.kanter@skadden.com

Laura A. Kaufmann Belkhat

212.735.2439
laura.kaufmann@skadden.com

Phyllis G. Korff

212.735.2694
phyllis.korff@skadden.com

Andrea L. Nicolas

212.735.3416
andrea.nicolas@skadden.com

Yossi Vebman

212.735.3719
yossi.vebman@skadden.com

Dwight S. Yoo

212.735.2573
dwight.yoo@skadden.com

Michael J. Zeidel

212.735.3259
michael.zeidel@skadden.com

Los Angeles**Michelle Gasaway**

213.687.5122
michelle.gasaway@skadden.com

Jonathan B. Ko

213.687.5527
jonathan.ko@skadden.com

Gregg A. Noel

213.687.5234
gregg.noel@skadden.com

Palo Alto**Thomas J. Ivey**

650.470.4522
thomas.ivey@skadden.com

Gregg A. Noel

650.470.4540
gregg.noel@skadden.com

Washington, D.C.**Brian V. Breheny**

202.371.7180
brian.breheny@skadden.com

Frankfurt**Stephan Hutter**

49.69.74220.170
stephan.hutter@skadden.com

Katja Kaulamo

49.69.74220.130
katja.kaulamo@skadden.com

Hong Kong**Edward Lam**

852.3740.4771
edward.lam@skadden.com

Z. Julie Gao

852.3740.4850
julie.gao@skadden.com

Jonathan B. Stone

852.3740.4703
jonathan.stone@skadden.com

Alec P. Tracy

852.3740.4710
alec.tracy@skadden.com

London**James P. Healy**

44.20.7519.7042
james.healy@skadden.com

James A. McDonald

44.20.7519.7183
james.mcdonald@skadden.com

Danny Tricot

44.20.7519.7071
danny.tricot@skadden.com

Pranav L. Trivedi

44.20.7519.7026
pranav.trivedi@skadden.com

Sydney**Adrian J. S. Deitz**

61.2.9253.6015
adrian.deitz@skadden.com

Corporate finance senior associates Courtney A. Dinsmore and Debra A. Post assisted in the preparation of this alert.

If you have any questions regarding the matters discussed in this alert, please contact one of the attorneys listed here or your regular Skadden contact.

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Four Times Square | New York, NY 10036 | 212.735.3000

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