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Guide to SEC Filings
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I. Introduction

About this Guide

This guide is not a complete listing of all 700+ SEC filing forms. It is a guide to the most commonly used. For a complete list of the SEC’s filing forms go to http://www.sec.gov/about/forms/secforms.shtml

Material in this Guide was drawn from the following sources:

- “10K Wizard: Help pages”
- U.S. Securities and Exchange Commission; EDGAR Filer Manual (Volume II); February 2006

A Short History of Corporate Filings

Federal securities laws are designed to protect investors and maintain fair markets. So that investors are able to get adequate information, laws require companies to disclose details of securities offerings and operations. All of the filings required under the:

- Securities Act of 1933;
- Securities Exchange Act of 1934;
- Investment Company Act of 1940; and
- Other securities acts…

are submitted to the Securities & Exchange Commission (SEC), the agency responsible for administering securities laws.

For additional information on the various laws that govern the securities industry, consult http://www.sec.gov/about/laws.shtml
II. Filings Related to Securities Registration

Registration statements are of two main types: offerings registrations filed under the Securities Act of 1933; and trading registrations, filed under the Securities Exchange Act of 1934.

Offering Registrations

Offering registrations are used to register securities with the SEC before they are offered to investors.

- Part 1 of the registration statement serves as a preliminary prospectus (sometimes called a “red herring”) and contains information that will be included in the final prospectus. This includes:
  - Description of securities to be registered
  - Use of proceeds
  - Risk factors
  - Determination of offering price
  - Potential dilution
  - Selling security holders
  - Plan of distribution
  - Interests of named experts and counsel
  - Information with respect to the registrant

- Part II of the registration statement contains information not required in the prospectus, This includes:
  - Expenses of issuance and distribution
  - Indemnification of directors and officers
  - Recent sales of unregistered securities, undertakings, exhibits and financial statement schedules

S-1 Companies reporting under the 1934 Act for less than one year. Permits no incorporation by reference and requires complete disclosure in the prospectus. The S-1 is used most often for Initial Public Offerings (IPOs).

S-2 Companies reporting under the 1934 Act for one year or more but not meeting the minimum voting stock requirement. Reference to 1934 Act reports permits incorporation and presentation of financial information in the prospectus or in an annual report to stockholders delivered with the prospectus.

S-3 Companies reporting under the 1934 Act for one year or more and having at least $150 million of voting stock held by non-affiliates, or as an alternative test, $100 million of voting stock coupled with an annual trading volume of 3 million shares.
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Allows minimal disclosure in the prospectus and maximum incorporation by reference to 1934 Act reports.

**S-4** Registration used in certain business combinations or reorganizations.

**S-6** Filed by unit investment trusts registered under the Investment Act of 1940 on Form N-8B-2.

**S-8** Registration used to register securities to be offered to employees under stock option and various other employee benefit plans.

**S-11** Filed by real estate companies, primarily limited partnerships and investment trusts.

**F-1** Registration of securities by foreign private issuers eligible to use Form 20-F, for which no other form is prescribed.

**F-2** Registration of securities by foreign private issuers meeting certain 1934 Act filing requirements.

**F-3** Registration of securities by foreign private issuers offered pursuant to certain types of transactions, subject to the 1934 Act filing requirements for the preceding year.

**F-4** Registration of securities issued in business combinations involving foreign private registrants.

**F-6** Registration of depository shares evidenced by the American depository Receipts (ADRS).

**F-7** Registration of certain Canadian issues offered for cash upon the exercise of right granted to existing security holders.

**F-8** Registration of certain Canadian issues to be issued in exchange offers or a business combination.

**F-9** Registration of certain investment-grade debt or investment-grade preferred securities of certain Canadian issues.

**F-10** Registration of certain Canadian issues.

**SB-1** Registration for small business offerings less than $10 million. Less information is required than in an S-1 registration.

**SB-2** Registration for small businesses with revenues and public market float of less than $25 million. Less information is required than in an S-1 registration.

**Rule 462(b)** Registration of up to an additional 20% of securities that were previously registered. Applicable to the following forms: S-1MEF, S-2MEF, S-3MEF, F-1MEF, F-2MEF, F-3MEF, S-11 MEF, SB-1MEF and SB-2MEF.

**Trading Registrations**

Trading Registrations are filed to permit trading among investors on a securities exchange or in the Over-the-Counter market.
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Form 10  May be used by companies during the first two years they are subject to the 1934 ACT filing requirements. It is a combination registration statement and annual report with information content similar to that of 10-Ks. The Form 10 is generally used for spinoffs and for stock issued as part of reorganization under Chapter 11.

Form 8-A  Used by 1934 Act registrants wishing to register additional securities or classes thereof. For companies issuing securities as part of an anti-takeover strategy, poison pill provisions are usually found in this filing type.

Form 8-B  Used by successor issuers (usually companies that have changed their name or state of incorporation) as notification that previously registered securities are to be traded under a new corporate identification.

Prospectus

When the sale of securities as proposed in an offering registration is approved by the SEC, any changes required by the SEC are incorporated into the final prospectus. This document must be made available to investors before the sale of the security is initiated. The prospectus also contains the final offering price.

424A  Preliminary prospectus.
424B1  Pricing supplement.
424B2  Transaction specific information for a delayed shelf offering.
424B3  Generally used as a final prospectus for a non-shelf offering.

III. Filings Related to Operations

All publicly traded companies and investment companies, including mutual funds, must file documents that provide specific information about their activities. These filings include comprehensive reports covering the prior fiscal year (10-Ks for U.S. companies and 20-Fs for international companies trading on U.S. exchanges) and quarterly reports (10-Qs). Annual reports to shareholders are not required but are often submitted.

Periodic Financial Reports

10-K
This report provides a comprehensive overview of the registrant and is the official presentation of the company’s financials. 10-Ks must be filed within 90 days after the close of the company’s fiscal year end. Additional types of 10-Ks include:
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10-KT  10-K transition report.
10-KSB 10-K filed by a small business.
10-K405 10-K with a positive response to box on cover concerning rule 16 delinquent filers.
10-KSB405 10-K filed by a small business with a positive response to rule 16 delinquent filers.
10-K7T405 10-K transition report with a positive response to rule 16 delinquent filers.
NT 10-K Notification of late 10-K filing. May include an explanation for the delay.

Items Reported in the 10-K

Cover Page  Lists fiscal year end, state or other jurisdiction of incorporation or organization, title of each class of securities and the exchange on which it is registered and the number of shares outstanding of each of the issuer’s class of common stock, as of the last practicable date (date is commonly the filing date, not the time period covered in the document).

Part I Item 1 Business. Identifies principle products and services of the company, principle markets and methods of distribution and, if material, competitive factors, backlog and expectation of fulfillment, availability of raw materials, importance of patents, licenses, and franchises, estimated cost of research, number of employees and effects of compliance with environmental law.

If there is more than one line of business, a statement is included for each of the last three years. The statement includes total sales and net income for each line that, during either the last two fiscal years, accounted for 10% or more of total sales or pretax income.

Part I Item 2 Properties. Location and character of principle plants, mines and other important properties and if held in fee or leased.

Part I Item 3 Legal Proceedings. Brief descriptions of material legal proceedings pending.

Part I Item 4 Submission of matters to a vote of security holders. Information relating to the convening of a meeting of shareholders, whether annual or special, and the matters voted upon.
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Part II Item 5 Market for the registrant’s common stock and related security holder matters. Includes principal market in which voting securities are traded with high and low sales prices (in the absence thereof, the range of bid and asked quotations for each quarterly period during the past two years) and the dividends paid during the past two years. In addition to the frequency and amount of dividends paid, this item contains a discussion concerning future dividends.

Part II Item 6 Selected financial data. These are five-year selected data including net sales and operating revenue; income or loss from continuing operations, both total and per common share; total assets; long-term obligations including redeemable preferred stock and cash dividend declared per common share. This data also includes additional items that could enhance understanding of trends in financial condition and results of operations. Further, the effects of inflation and changing prices should be reflected in the five-year summary.

Part II Item 7 Management’s discussion and analysis of financial condition and results of operations. Under broad guidelines, this includes liquidity, capital resources and results of operations; trends that are favorable or unfavorable as well as significant events or uncertainties; causes of any material changes in the financial statements as a whole; limited data concerning subsidiaries and discussion of effects of inflation and changing prices.

Part II Item 8 Financial statements and supplementary data. Two-year audited balance sheets as well as three-year audited statements of income and cash flows.

Part II Item 9 Changes in and disagreements with accountants on accounting and financial disclosure.

Part III Item 10 Directors and executive officers. Name, office, term of office and specific background data on each.

Part III Item 11 Remuneration of directors and officers. List of each director and highest paid officers with aggregate annual remuneration exceeding $100,000. Also includes the total paid to all officers and directors as a group.
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Part III Item 12  Security ownership of certain beneficial owners and management. Identification of owners of 5% or more of registrant’s stock in addition to listing the amount and percent of each class of stock held by officers and directors.

Part III Item 13  Certain relationships and related transactions.

Part IV Item 14  Exhibits, financial statement schedules and reports on Form 8-K. Complete, audited annual financial information and a list of exhibits filed. Also, any unscheduled material events or corporate changes filed in an 8-K during the year.

Form 10-K Schedules

Schedule I  Investments other than investments in affiliates.
Schedule II  Receivables from related parties and under writers, promoters and employees other than affiliates.
Schedule III  Condensed financial information.
Schedule IV  Indebtedness of affiliates (not current).
Schedule V  Property, plant and equipment.
Schedule VI  Accumulated depreciation, depletion and amortization of property, plant and equipment.
Schedule VII  Guarantees of securities of other issuers.
Schedule VIII  Valuation and qualifying accounts.
Schedule IX  Short-term borrowing.
Schedule X  Supplementary income statement information.
Schedule XI  Supplementary profit and loss information.
Schedule XII  Income from dividends (equity in net profit and loss of affiliates).

Annual Report to Shareholders (ARS)

The annual report to shareholders is the principle document used by most companies to communicate directly with shareholders. Since it is not a required SEC filing, companies have considerable discretion in determining what types of information this report will contain and how it is to be presented. In addition to financial information, the annual report to shareholders often provides non-financial details of the business which are not reported elsewhere. These may include marketing plans, a letter from the chairman and graphics such as photos and performance charts.
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20-F / 20-FR  This is an annual report / registration statement filed by certain foreign issuers of securities traded in the U.S. Form 20-F must be filed 180 days after the close of the company’s fiscal year.

10-Q  This is the quarterly financial report filed by most companies. Although unaudited, it provides a continuing view of a company’s financial position during the year. The 10-Q must be filed 45 days after the close of the fiscal year quarter. Additional types of 10-Qs include:

- 10-QSB  10-Q filed by small businesses.
- 10-QT  Transition report.
- NT 10-Q  Notification of a late 10-Q filing. May include an explanation for the delay.

Corporate Changes and Voting Matters

8-K  This is a report of unscheduled material events or corporate changes deemed of importance to the shareholders or to the SEC. Items 1, 2, 3, 8 and 9 must be reported in an 8-K within 15 days of the event. Items 4 and 6 must be filed within five days after the event. Disclosure under item 5 is optional; however, the same 15 day filing deadline applies.

Item 1  Changes in control of registrant.
Item 2  Acquisition or disposition of assets.
Item 3  Bankruptcy or receivership.
Item 4  Changes in registrant’s certifying accountant.
Item 5  Other material important events.
Item 6  Registration of registrant’s directors.
Item 7  Financial statements and/or exhibits.
Item 8  Change in fiscal year.
Item 9  Sales of unregistered equity securities.

10-C  Over-the-Counter companies use this form to report changes in name or amount of NASDAQ-listed securities. It is similar in purpose to the 8-K and must be filed within 10 days after the change.

Proxy Statements

A proxy statement provides official notification to designated classes of shareholders of matters to be brought to a vote at a shareholders meeting. Proxy votes may be solicited for
changing the company officers or many other matters. The proxy also includes executive compensation information such as cash and stock option awards. Disclosures normally made via a proxy statement may in some cases be made using Part III of Form 10-K. Types of Proxies include the following:

(Note: Form types beginning with PRE or PR are “preliminary”. Those beginning with DEF or DF are “definitive”.)

DEF 14A / PRE14A Annual meeting proxy.
DEFA14A / PREA14A Amended proxy.
DEFC14A / PREC14A Contest or challenge proxy.
DEFM14A / PREM14A Merger proxy.
DEFN14A / PREN14A Proxy filed by non-management.
DEFR14A / PRER14A Revised proxy.
DEFS14A / PRES14A Special meeting proxy
DFAN14A / PRAN14A Amended proxy filed by non-management.
DFRN14A / PRRN14A Revised proxy filed by non-management.

Tender Offer/Acquisitions Reports

The filer is the party submitting the document. In some cases, the filer is also the party seeking to acquire securities, such as the 13-D and 14D-1. The target, or issuer, is generally the party whose securities are being acquired, or sought, after a tender offer. In some cases, the issuer is also the filer of the document, such as in the 14D-9 and 13E-4.

13-D Filing required by 5% (or more) equity owners within 10 days of acquisition event.

Item 1 Security and issuer.
Item 2 Identity and background of person filing the statement.
Item 3 Source and amount of funds or other consideration.
Item 4 Purpose of the transaction.
Item 5 Interest in securities of the issuer.
Item 6 Contracts, arrangements or relationships with respect to securities of the issuer.
Item 7 Material to be filed as exhibits which may include but are not limited to:
   - Acquisition agreements
   - Financing agreements
   - Contracts, guarantees and other agreements
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14D-1  Tender offer filing made with the SEC at the time an offer is made to holders of equity securities of the target company, if acceptance of the offer would give the bidder over 5% ownership of the subject securities.

Item 1  Security and subject company.
Item 2  Identity and background information.
Item 3  Past contracts, transactions or negotiations with the subject company.
Item 4  Source and amount of funds or other consideration.
Item 5  Purpose of the tender offer and plans or proposals of the bidder.
Item 6  Interest in securities of the subject company.
Item 7  Contracts, arrangements or relationships with respect to the subject company’s securities.
Item 8  Persons retained, employed or to be compensated.
Item 9  Financial statements of certain bidders.
Item 10 Additional information.
Item 11 Material to be filed as exhibits, which may include but are not limited to:
- Offer to purchase.
- Loan agreement.
- Contracts and other agreements.
- Legal opinion on tax consequences.
- Prospectus.
- Merger agreement.

14D-9  This is the target company’s response to the tender offer made on Form 14D-1. The filing is due within 10 days of the making of the tender offer.

Item 1  Security and subject company.
Item 2  Tender offer of the bidder,
Item 3  Identity and background.
Item 4  The solicitation or recommendation.
Item 5  Persons retained, employed or to be compensated.
Item 6  Recent transactions and intent with respect to securities.
Item 7  Certain negotiations and transactions by the subject company.
Item 8  Additional information.
Item 9  Material to be filed as exhibits:
- Offer to purchase
- Merger agreement
- Press release
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13E-3 Transaction statement pursuant to the Securities Exchange Act of 1934 with respect to a public company or affiliate going private.

Item 1 Issuer and class of security subject to the transaction.
Item 2 Identity and background of the individuals.
Item 3 Past contracts, transactions or negotiations.
Item 4 Terms of the transaction.
Item 5 Plans or proposals of the issuer or affiliate.
Item 6 Source and amount of funds or other consideration.
Item 7 Purpose, alternatives, reasons and effects.
Item 8 Fairness of the transaction.
Item 9 Reports, opinions, appraisals and certain negotiations.
Item 10 Interest in securities of the issuer.
Item 11 Contracts, arrangements or relationships with respect to the issuer’s securities.
Item 12 Present intention and recommendation of certain persons with regard to the transaction.
Item 13 Other provisions of the transaction.
Item 14 Financial information.
Item 15 Persons and assets employed, retained or utilized.
Item 16 Additional information.
Item 17 Material to be filed as exhibits:
   - Loan agreements
   - Fairness opinions and appraisals
   - Contracts and other agreements
   - Disclosure materials sent to security holders
   - Statement of appraisal rights and procedures

13E-4 Issuer tender offer statement pursuant to the Securities Exchange Act of 1934. This is also known as a “self-tender offer.”

Item 1 Security and issuer.
Item 2 Source and amount of funds.
Item 3 Purpose of the tender offer and plans or proposals of the issuer or affiliate.
Item 4 Interest in securities of the issuer.
Item 5 Contracts, arrangements or relationships with respect to the issuer’s securities.
Item 6 Persons retained, employed or to be compensated.
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Item 7  Financial information.
Item 8  Additional information.
Item 9  Material to be filed as exhibits:
   ● Tender offer material
   ● Loan agreements
   ● Contracts and other agreements
   ● Legal opinion on tax consequences
   ● Prospectus, if applicable

Security Holdings by Insiders and Institutions

13-F  A quarterly report of equity holdings required of all institutions with equity assets of $100 million or more. This includes banks, insurance companies, investment companies, investment advisors and large internally managed endowments, foundations and pension funds. The report must be filed within 45 days after close of the fiscal quarter. There are various form types, including 13F-E, 13F-HR and 13F-NT.

13-G  An annual filing which must be filed within 45 days after the end of each calendar year by all reporting persons (primarily institutions) meeting the 5% equity ownership rule.

Item 1  Name and address of issuer.
Item 2  Identification of reporting person.
Item 3  13D-1 or 13D-2 applicability.
Item 4  Amount of shares beneficially owned:
   ● Percent of class outstanding
   ● Sole or shared power to vote
   ● Sole or shared power to dispose
Item 5  Ownership of 5% or less of a class of stock.
Item 6  Ownership of more than 5% on behalf of another person.
Item 7  Identification of subsidiary that acquired the security being reported on by the parent holding company (if applicable).
Item 8  Identification and classification of members of the group (if applicable).
Item 9  Notice of dissolution of group (if applicable).
Item 10 Certification.
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**Form 3** Initial statement which identifies holdings of registrant’s securities owned by directors, officers and 10% shareholders. A Form 3 must be filed within 10 days after the event.

**Form 4** Amendments for Form 3 reporting a sale or acquisition of registrant’s securities. A Form 4 must be filed by the tenth day of the month following the month in which the transaction occurred.

**Form 5** Annual section 16 filing filed 45 days after the company’s fiscal year end.

**Form 144** A form filed as notice of the proposed sale of restricted securities, or securities held by an affiliate of the issuer in reliance on Rule 144 when the amount to be sold during any three-month period exceeds 500 shares or has an aggregate sales price in excess of $10,000.

**IV. Investment Company Filings**

Investment companies (mutual funds) are required to provide disclosure to investors covering many of the same elements required through the 1933 and 1934 Acts. Investment companies must register securities offered prior to public sale and must provide periodic updates of the information contained in the registration statement.

**Offering Registrations**

Offering registrations are used to register securities with the SEC prior to offering and sale to investors. Registration statements vary in purpose and content according to the type of organization issuing the securities. These documents are broken down into several parts:

- **Part A – Prospectus**
  - Description of the portfolio and series (if applicable).
  - Portfolio fees and expenses
  - Advisor
  - Investment objectives and fund policies
  - Investment restrictions
  - Dividends and distributions
  - Prior performance data

- **Part B – Statement of Additional Information (SAI)**
  - Management, trustees and officers
  - Investment practices, policies and restrictions
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- Portfolio transactions and brokerage
- Determination of net asset value
- Redemptions and repurchases
- Prior performance data
- Legal counsel and experts
- Audited financials

Part C – Details of Fund Operations

- Financial statements and exhibits
- Persons controlled by or under common control with registrant
- Number of holders of securities
- Indemnification
- Business and other connections of investment advisor
- Principal underwriters
- Location of accounts and records
- Management services
- Undertakings

N-1A Filed by open-end management investment companies.

N-2 Filed by closed-end management investment companies.

N-3 Filed by insurance company accounts organized as management investment companies.

N-4 Filed by insurance company accounts organized as unit investment trusts.

N-5 Registration of small business investment companies.

N-14 Registration of the securities of management investment and business development companies to be issued in business combinations under the Investment Act of 1940.

497 Prospectus for investment companies using Form N-1A.

Periodic Reports

Investment companies, like corporate filers, must provide updates of matters subject to material change; however, the form of this disclosure does not take place in the usual 10-K or
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10-Q type filing. Investment companies typically provide updates by amending their original registration statement.

Investment companies must file audited financials yearly. The following form types are used to update the information provided in the original registration statement.

AR / S  Annual report to shareholders, including portfolio data.

N-30D  Semi-annual (sometimes annual) report to shareholders. Lists portfolio holdings.

N-30B-2  Periodic and interim reports mailed to shareholders.

485APOS  Unscheduled material changes to the prospectus for investment companies; this may also include the addition of a new portfolio.

485BPOS  Annual update filed by investment companies.