

COVID-19 Relief—A Public Company Quick Reference Guide

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Order Under Section 36 of the Securities Exchange Act of 1934 Granting Exemptions From Specified Provisions of the Exchange Act and Certain Rules Thereunder

Q: Who is eligible for additional time to make required SEC filings under the Order?

A: Any registrant subject to reporting requirements under the Exchange Act or other person required to make any filings with respect to a registrant.

Q: Can any late filing be remedied by the Order?

A: No, the Order only applies if the registrant is unable to meet a filing deadline due to circumstances related to COVID-19.

Q: What period is covered by the Order?

A: The Order relates to reports with deadlines during the period from and including March 1 to April 30, 2020.

Q: Does the registrant have to make public disclosure if it relies on the Order?

A: Yes, a Form 8-K (or Form 6-K) must be filed no later than the date original filing deadline of the report.

Q: What must be disclosed in the Form 8-K (or Form 6-K)?

A: The following must be included:

- that the registrant is relying on the Order;
- a brief description of the reasons why it could not make the filing on a timely basis;
- the estimated date by which the filing is expected to be made; and
- if material, a risk factor explaining the impact of COVID-19 on its business.

Q: Is the relief available if the failure to timely file relates to the inability of any third party to furnish any required opinion, report or certification?

A: Yes. In that case, the Form 8-K or Form 6-K must attach as an exhibit a statement signed by that person stating the specific reasons why the person is unable to furnish the required opinion, report or certification on or before the date the filing was required to have been made.

Q: What is the extended deadline for the filing?

A: The filing must be made no later than 45 days after the original due date.

Q: When filed, does the filing need to include any additional disclosure?

A: Yes, the filing must disclose that the filer is relying on the Order and states the reasons why it could not make the filing on a timely basis.

Q: If a registrant takes advantage of the Order will it maintain eligibility to use Form S-3?

A: Yes, a registrant relying on the Order will be considered current and timely in its Exchange Act filing requirements if it was current and timely as of the first day of the relief period and it files any report due during the relief period within 45 days after the original filing

deadline for the report.

Q: If a registrant takes advantage of the Order will it be meet the current public information eligibility requirements of Rule 144(c) for purposes of the Form S-8 eligibility requirements?

A: Yes, a registrant relying on the Order will be considered current in its Exchange Act filing requirements if it was current as of the first day of the relief period and it files any report due during the relief period within 45 days after the original filing deadline for the report.

Q: If a registrant takes advantage of the Order to extend the filing deadline for its Form 10-K or a Form 10-Q will it also be permitted to rely on the extension provided by Rule 12b-25?

A: Yes, a registrant is permitted to rely on Rule 12b-25 if they are unable to file the required reports on or before the extended due date.

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