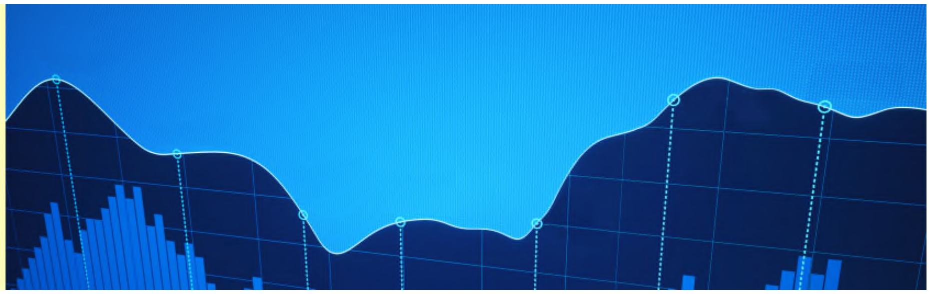

Securities Law Update

May 2026

Proposed Amendments to Permit Semi-Annual Reporting Instead of Required Quarterly Reports

On May 5, 2026, the SEC released proposed amendments that would allow (but not require) reporting companies to file semi-annual reports on a new Form 10-S, rather than quarterly reports on Form 10-Q. The optional reporting system is intended to provide flexibility for a company to select the reporting frequency that "best suits its particular circumstances, such as its ability to bear the costs of preparing the quarterly reports, the stage of its business development, and the expectations of its investors, without undermining fundamental investor protections".

These proposed amendments are intended as the first step in the SEC's ongoing efforts to encourage companies to become and remain public. SEC Chairman Paul Atkins stated that this "proposal is just the first step of the larger, comprehensive effort to review and reshape the current SEC rules governing public companies with respect to their ongoing reporting obligations and their ability to raise capital in the public markets. Over the next few months, I expect that the [SEC] will be considering a series of proposals that, if adopted, will not only redefine what it means to be a public company, but will make being public attractive again."

Annual Election for Reporting Frequency

Current public companies would elect their reporting frequency on an annual basis by either marking a new checkbox on the Form 10-K cover page to file semi-annually or leaving the checkbox blank to file quarterly. If a company does not complete the Form 10-K checkbox correctly, it would be able to amend the Form 10-K to correct the mistake. The amendment would need to be filed as soon as practicable after the mistake is discovered, but not later than by the due date of the company's first Form 10-Q filing for the applicable fiscal year.

For newly public companies, the election would be made using a similar checkbox on cover page of the applicable Securities Act or Exchange Act registration statement. Companies would be able to change their election each year.

Filing Frequency and New Form 10-S

Companies that elect semi-annual reporting would file one Form 10-S and one Form 10-K each fiscal year. The new Form 10-S would require substantially the same disclosures as the current Form 10-Q, but for a fiscal six-month period, rather than a quarterly period. Form 10-S filings would be due on the same timeline as Form 10-Q filings (i.e., 40 days after the end of the six-month period for large accelerated filers and accelerated filers and 45 days after the period end for all other filers). Financial statements included in Form 10-S filings would need to be reviewed by the company's auditor and tagged in iXBRL, similarly to financial statements included in Form 10-Q filings.

Companies that do not elect to report semi-annually would continue to file periodic reports as usual, with three Form 10-Q filings and one Form 10-K for each fiscal year.

ATTORNEY ADVERTISING

Considerations when Electing Semi-Annual Reporting

As acknowledged by the release, there are a number of matters to consider before changing to semi-annual reporting. For example, the release notes that, while semi-annual reporting could potentially increase the length of trading window blackouts under insider trading plans, the SEC expects that certain material information will continue to be disclosed between semi-annual and annual reports, either due to other SEC disclosure requirements, such as Regulation FD considerations, capital-raising issues, or Form 8-K, or voluntarily. Other matters to consider include whether to continue quarterly earnings releases while reporting semi-annually, financial statement requirements in credit agreements, expectations when raising capital, and securities exchange requirements (although securities exchanges are expected to follow the SEC's requirements if the proposed rules are adopted, and presumably the OTC Markets will adopt similar requirements). For additional considerations, see our *Winter 2026 Securities Quarterly Update*.

Other Proposed Amendments and Comments Deadline

The SEC is also proposing correlated amendments to Regulation S-X relating to financial statement requirements in various SEC filings, including simplifying rules regarding the age of financial statements in registration statements and other SEC filings, and technical amendments to a variety of existing rules and forms to add references to semi-annual reporting.

Comments on the proposal are due within 60 days following publication of the release in the Federal Register. The fact sheet is available here.

FOR MORE INFORMATION

For more information, please contact:

Jurgita Ashley
216.566.8928
Jurgita.Ashley@ThompsonHine.com

Julia Miller
216.566.5831
Julia.Miller@ThompsonHine.com

or another member of our Securities, Capital Markets & Corporate Governance team.

This advisory bulletin may be reproduced, in whole or in part, with the prior permission of Thompson Hine LLP and acknowledgment of its source and copyright. This publication is intended to inform clients about legal matters of current interest. It is not intended as legal advice. Readers should not act upon the information contained in it without professional counsel.

This document may be considered attorney advertising in some jurisdictions.

© 2026 THOMPSON HINE LLP. ALL RIGHTS RESERVED.