

SEC Response to COVID-19

Quick Reference Guide

In response to the novel coronavirus (COVID-19) pandemic, the Securities and Exchange Commission and its Staff have provided temporary regulatory relief and guidance to assist a variety of market participants. This document summarizes the SEC’s actions that affect public companies, registered investment companies and registered investment advisers. The SEC Staff is monitoring developments closely and will consider additional relief and guidance from other regulatory requirements for those affected by the coronavirus as conditions warrant. We will update this summary as the SEC takes additional actions.

The chart below should not be viewed as reflective of the SEC’s entire response to the crisis, and we anticipate significant changes in the coming weeks and months as the situation evolves. Moreover, the SEC has encouraged registrants or other persons in need of additional assistance to contact the Staff to discuss their individual facts and circumstances.

If you have questions about the SEC’s actions, or if you have other concerns that the SEC and the Staff have not addressed, please contact a member of the [Proskauer Coronavirus Response Team](#) or any of the lawyers listed [here](#).

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ACTION	SUBJECT MATTER	SUMMARY	PROSKAUER ALERT
Public Companies			
C&DI Regulation S-K 219.05: Division of Corporation Finance September 21, 2020	Item 402(c) - Benefits to Executive Officers; Perquisites	The Division provided guidance on determining when COVID-related arrangements given by a company to its executive officers should be disclosed as perquisites in the summary compensation table. In some cases, an item considered a perquisite or personal benefit when provided in the past may not be considered as such when provided as a result of COVID-19.	Not Applicable

ACTION	SUBJECT MATTER	SUMMARY	PROSKAUER ALERT
<p>Public Statement: Division of Corporation Finance</p> <p>August 4, 2020</p>	<p>Supplemental Materials and Confidential Treatment Requests</p>	<p>The Division is providing a temporary secure file transfer process for the submission of supplemental materials pursuant to Securities Act Rule 418 and Exchange Act Rule 12b-4, and information subject to Rule 83 confidential treatment requests, each of which are normally required in paper format. The Division has not stated a specific end date to this temporary transfer process.</p>	<p>Not Applicable</p>
<p>Public Statement: SEC Chairman and Division Directors</p> <p>June 26, 2020</p>	<p>Updates on SEC's Targeted Relief Efforts</p>	<p>In a cross-divisional analysis of the SEC's response to COVID-19, the statement provided a full summary of the current, targeted relief efforts, along with the Staff's views on whether there should be adjustments. In general, the need for filing deadline extensions has diminished as the adjustment to remote work has improved, while relief from certain in-person requirements should be extended.</p>	<p>Not Applicable</p>
<p>Public Statement: SEC Chairman</p> <p>April 2, 2020</p>	<p>SEC Rulemaking Agenda</p>	<p>The Commission commits to not take action regarding certain proposed rules and regulations, including proposed amendments to the accredited investor definition, until May 1, 2020, in order to give commenters more time to express opinions concerning the proposals.</p>	<p>Not Applicable</p>

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<p>SEC Order</p> <p>March 25, 2020</p> <p>Supplemented by new CDI, Exchange Act Forms, Question 104.18</p> <p>April 6, 2020</p>	<p>Exchange Act filing deadlines</p> <p>Limited relief from mailing proxy materials</p>	<p>Companies that satisfy the conditions in the Order will have an additional 45 days to file certain disclosure reports, including quarterly reports on Form 10-Q, annual reports on Form 10-K and current reports on Form 8-K. The relief applies to reports that would otherwise be due between March 1 and July 1, 2020. The Commission may extend the time period for the relief, with any additional conditions it deems appropriate, or provide additional relief as circumstances warrant.</p> <p>This relief also applies to those registrants that are unable incorporate by reference Part III information from a definitive proxy statement or information statement into Form 10-K within the required 120 days after the end of the fiscal year.</p>	<p>Proskauer Client Alert</p>
<p>SEC Order</p> <p>March 4, 2020 (superseded)</p>	<p>Exchange Act filing deadlines</p> <p>Limited relief from mailing proxy materials</p>	<p>Superseded by Order dated March 25, 2020.</p>	<p>Proskauer Client Alert</p>
<p>SEC Temporary Final Rule</p> <p>March 26, 2020</p>	<p>Exchange Act filing deadlines</p>	<p>Affected companies have an additional 45 days to file certain disclosure reports required to be filed under Regulation A and Regulation Crowdfunding between March 26, 2020 and May 31, 2020, subject to certain conditions.</p>	<p>Not Applicable</p>

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<p>Public Statement: SEC Chairman and Director, Division of Corporation Finance</p> <p>April 8, 2020</p>	<p>Disclosure and Other Regulatory Obligations</p>	<p>General statement urging companies to provide as much information as is practicable regarding their current financial and operating status, as well as their future operational and financial planning. Emphasizes the need for forward-looking disclosure in Q1 earnings releases.</p>	<p>Not Applicable</p>
<p>Public Statement: Chief Accountant</p> <p>April 3, 2020</p>	<p>Disclosure and Other Regulatory Obligations</p>	<p>Statement providing guidance about the use of judgments and the impact of COVID-19 on financial reporting, noting that SEC staff are available to help companies, auditors, and others with complex accounting, financial reporting, independence, and auditing issues. Also notes that if a company defers application of certain GAAP standards as permitted under either Section 4013 or Section 4014 of the CARES Act, the Staff would not object to the conclusion that this application is in accordance with GAAP for the periods for which such elections are available.</p>	<p>Not Applicable</p>
<p>Disclosure Guidance Topic No. 9A</p> <p>June 23, 2020</p>	<p>Disclosure and Other Regulatory Obligations</p>	<p>This guidance provides additional views of the Division of Corporation Finance regarding operations, liquidity, and capital resources disclosures companies should consider with respect to business and market disruptions related to COVID-19.</p>	<p>Not Applicable</p>

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CF Disclosure Guidance Topic No. 9 March 25, 2020	Disclosure and Other Regulatory Obligations	Division of Corporation Finance’s current views regarding disclosure and other securities law obligations that companies should consider with respect to the coronavirus and related business and market disruptions.	Proskauer Client Alert
SEC Staff Guidance March 13, 2020 (updated April 7, 2020)	Virtual Shareholder Meetings	Affected parties can announce in filings made with the SEC the changes in the meeting date, time or location or the use of “virtual” meetings without incurring the cost of additional physical mailing of proxy materials. The guidance also encourages companies to provide shareholder proponents with alternative means to present their proposals at the annual meetings, such as by telephone, in light of the difficulties that shareholder proponents face due to COVID-19.	Not Applicable
Staff Statement: Division of Corporation Finance April 10, 2020 June 25, 2020 (updated)	Form 144	<p>The SEC Staff will allow Form 144 to be submitted by email with a typed signature rather than in paper with a manual signature. Certain conditions apply. This staff statement is temporary and covers submission from April 10, 2020 to June 30, 2020.</p> <p>On June 25, the SEC Staff extended the June 30, 2020 deadline indefinitely. The Staff will provide two weeks’ notice before the extension will no longer be in effect.</p>	Not Applicable

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SEC Division of Enforcement Statement March 23, 2020	Regulation FD and Insider Trading	Reminder about prohibitions on insider trading and the potential materiality of information related to COVID-19, particularly if earnings reports and required SEC disclosure filings are delayed. Companies also are urged to be mindful of their established disclosure controls and procedures, codes of ethics, and Regulation FD selective disclosure prohibitions.	Not Applicable
SEC Staff Statement March 24, 2020 June 25, 2020 (updated)	Regulation S-T, Document Authentication and Retention	Provides limited conditional relief from the authentication document retention requirements under Rule 302(b) of Regulation S-T if specified alternative procedures are followed. On June 25, the SEC Staff updated the statement to note that the Staff will provide two weeks' notice before the extension will no longer be in effect.	Not Applicable
Staff Statement: Division of Corporation Finance April 23, 2020 June 25, 2020 (updated)	Paper Submissions under Regulation S-T	On April 23, the SEC Staff allowed certain forms and reports to be submitted by email with a typed signature rather in lieu of delivering paper copies to the SEC as permitted by Regulation S-T. On June 25, the Staff removed the fixed expiration date indefinitely, and will provide two weeks' notice before this notice will no longer be in effect.	Not Applicable

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SEC Temporary Final Rule March 26, 2020	Form ID Notarization	Provides temporary relief from the Form ID notarization requirement for filers seeking access to the EDGAR system. The staff may issue EDGAR access codes based on a manually signed document without notarization from March 26, 2020 through July 1, 2020, subject to certain conditions.	Not Applicable
Registered Investment Companies			
Staff Statement: Division of Investment Management (FAQs) April 14, 2020 (updated April 27, 2020)	Frequently Asked Questions on Regulatory Relief	Includes a summary of regulatory and no-action relief provided to funds and investment advisers.	Not Applicable
Staff Statement: Division of Investment Management April 14, 2020	General disclosure guidance	Staff emphasized the ongoing importance to update and deliver required information to investors in a timely manner consistent with investment companies' disclosure obligations, even during this period of operational challenge.	Not Applicable
SEC Conditional Exemptive Order April 8, 2020	BDC Issuance or Sale of Senior Securities	Temporarily allows BDCs to issue or sell senior securities, and eases BDC statutory requirements for adjusted asset coverage ratio, subject to certain conditions. The Order expires December 31, 2020.	Proskauer Client Alert

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Staff Statement: Division of Investment Management April 8, 2020	Hearing Requests on Applications filed under Investment Company Act of 1940 and the Investment Advisers Act of 1940	In light of the disruptions caused by COVID-19, the Commission will require interested persons to submit written hearing requests by email instead of in writing to the SEC's physical address.	Not Applicable
SEC Staff Guidance March 4, 2020	In-person meeting requirements	The Division of Investment Management staff extended a no-action position to cover all approvals and renewals (including material changes) of contracts, plans or arrangements under section 15(c) or rules 12b-1 or 15a-4(b)(2), as well as the selection of a fund's independent public accountant pursuant to Section 32(a) where such accountant is not the same accountant as selected in the immediately preceding fiscal year. This position applies to board meetings held up until June 15, 2020. However, the exemptive orders below should be relied upon for meetings held on or after March 13, 2020.	Proskauer Client Alert
SEC Order June 19, 2020	In-person voting requirements	This Order supersedes the March 25 Order with respect to in-person board voting requirements only. This relief will be extended through at least December 31, 2020.	Proskauer Client Alert

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SEC Order March 25, 2020 (superseded in part)	In-person voting requirements Filing and transmittal deadlines	The SEC issued conditional exemptive relief from the requirements of the Investment Company Act for in-person votes, filing deadlines for Form N-CEN and Form N-PORT, annual and semi-annual report transmittal deadlines, and requirements to file Form N-23C-2. For in-person votes and Form N-23 C-2, the relief is limited to the period from and including the date of this Order to August 15, 2020. For annual, semi-annual reports and Forms N-CEN and N-PORT, the relief is limited to filing or transmittal obligations, as applicable, for which the original due date is on or after the date of the Order but on or prior to June 30, 2020. Additionally, the SEC provided a 45-day extension from prospectus delivery requirements by stating it would not provide a basis for an SEC enforcement action so long as a registered fund operated within the terms of this order.	Proskauer Client Alert
SEC Order March 13, 2020 (superseded)	In-person voting requirements Filing and transmittal deadlines	Superseded by Order dated March 25, 2020.	Proskauer Client Alert
SEC Staff No-Action Letter March 26, 2020	Affiliated Purchases under Rule 17a-9	The Staff will not recommend enforcement action against any registered open-end investment company, that is not an exchange-traded fund, and that does not hold itself out as a money market fund, that purchases a debt security from a Fund under Section 17(a) of the Act, if a Purchaser purchases debt securities from a Fund, under certain conditions.	Not Applicable

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SEC No Action Letter March 19, 2020	Affiliated Purchases under Rule 17a-9	SEC staff will not recommend enforcement action against any registered open-end investment company that is regulated as a money market fund, or any affiliated person of the fund, that purchases a security that may be distressed due to short-term market disruptions from COVID-19. The relief shall be in effect on a temporary basis in response to the national emergency concerning the COVID-19 outbreak, which was proclaimed by the President of the United States on March 13, 2020, and will cease to be in effect upon notice from the Staff.	Not Applicable
SEC Order March 23, 2020	Additional Funding Tools Permitted	Open-end funds and insurance company separate accounts may borrow from certain affiliates. Additional flexibility exists for interfund lending arrangements, extending the ability to use interfund lending to funds that do not currently have exemptive relief. Registered open-end funds may enter into lending arrangements or borrowings that deviate from fundamental policies with board approval.	Proskauer Client Alert

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Investment Advisers and Broker Dealers			
Public Statement: SEC Chairman April 2, 2020	Regulation Best Interest; Form CRS	<p>The SEC will keep the date of June 30, 2020 for the rollout of the use of Form CRS to implement the compliance with Regulation Best Interest. Good faith efforts to satisfy this deadline should be made, but extensions may be allowed case-by-case.</p> <p>Initial review of Form CRS will focus on whether broker dealers have made good faith efforts to put into place policies and procedures to satisfy Regulation Best Interest. The Commission will issue two Risk Alerts in the coming weeks to provide additional information.</p>	Not Applicable
SEC Order March 25, 2020	Filing and delivery deadlines	Provides up to a 45-day extension to advisers that are unable to meet a filing deadline or delivery requirements due to circumstances related to current or potential effects of COVID-19. The order affects filing deadlines for amendments to Form ADV, Form PF, and brochure delivery.	Proskauer Client Alert
SEC Conditional Order March 13, 2020 (superseded)	Filing and delivery deadlines	Superseded by Order dated March 25, 2020.	Proskauer Client Alert

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SEC Staff Guidance (FAQ) March 16, 2020	Form ADV - Business from a Temporary Location	Firms are not required to update Schedule D information about “each office” at which it conducts business to list the addresses of employees that are temporarily teleworking as part of the firm’s business continuity plan due to COVID-19.	Not Applicable
SEC Staff Guidance (FAQ) March 16, 2020	Custody Rule (Question II.1)	Under circumstances related to COVID-19, the staff will not consider an adviser to have received client assets at an office location until firm personnel are able to access the mail or deliveries at that office location.	Not Applicable