

**“The SEC’s Semiannual Reporting Proposal:  
Considering the Alternatives”**

**Thursday, June 4, 2026**

**Course Materials**

## “The SEC’s Semiannual Reporting Proposal: Considering the Alternatives”

**Thursday, June 4, 2026**

2 to 3 p.m. Eastern [archive and transcript to follow]

On May 5, 2026, the SEC proposed amendments that would allow public companies to elect to file semiannual reports on new Form 10-S, rather than filing quarterly reports on Form 10-Q. Our panel of SEC experts will discuss the SEC’s proposed rule changes and explore the practical implications of a shift to semiannual reporting for issuers, auditors, underwriters and the markets.

Join our experts:

- **Brian Breheny**, Partner, Skadden, Arps, Slate, Meagher & Flom LLP
- **Meredith Cross**, Senior Counsel, WilmerHale LLP
- **Tom Kim**, Partner, Gibson, Dunn & Crutcher LLP
- **Dave Lynn**, Partner, Goodwin Procter LLP, and Senior Editor, TheCorporateCounsel.net

Among other topics, this program will cover:

1. The Sec’s Proposed Rule Changes to the Periodic Reporting System
2. The Sec’s Proposed Changes to Financial Statement Requirements
3. Potential Areas for Changes to the Proposed Rules
4. The Experience of Public Companies in Other Jurisdictions with Optional Semiannual Reporting
5. Considerations for Companies When Deciding to Elect Semiannual Reporting
6. Potential Challenges of Semiannual Reporting for Areas Such as Insider Trading Compliance, Share Repurchase Activity, Capital-Raising and Investor Communications

7. The Ways in Which Earnings Releases and Earnings Calls May Change for Companies Opting into Semiannual Reporting
8. The Relationship of the Semiannual Reporting Proposal to Other SEC Initiatives

## “The SEC’s Semiannual Reporting Proposal: Considering the Alternatives”

### Course Outline

#### 1. The SEC’s Proposed Rule Changes to the Periodic Reporting System

- **Rationale:** In the proposing release, the Commission recounts the history of interim period reporting under the U.S. federal securities laws, noting that the SEC had initially moved from an early quarterly reporting regime to a semiannual reporting approach in 1953, and then revisited that decision in 1970 by adopting Form 10-Q and the quarterly reporting system that is in place today. In terms of the potential benefits of optional semiannual reporting, the SEC notes in the proposing release:

Companies that elect semiannual interim reporting may see a reduction in compliance costs of time and money, as they would incur these interim reporting costs only one time in connection with each fiscal year instead of three times in connection with each fiscal year pursuant to quarterly reporting. These companies could then choose to dedicate any compliance cost and resource savings to their business growth. Other potential benefits of semiannual reporting include: less distraction from running the day-to-day business; reallocation of attention from interim reporting to company strategy; additional time spent on new product development; and ability to engage in transactions that might not be possible when management is focused on preparing interim reports. To the extent that companies could not previously do so due to quarterly reporting, companies electing semiannual reporting may employ business strategies that may help ensure these companies’ long-term viability. In particular, emerging growth companies and smaller reporting companies may value having the flexibility to select the interim reporting requirement that is most appropriate for them and their investors. Additionally,

reducing the compliance costs associated with quarterly reporting may contribute to more private companies deciding to enter the public markets and more companies deciding to remain public. Further, the flexibility provided in the proposal may appeal to companies in certain industries where investors may focus more on certain business, product, or regulatory developments than interim financial results.

- **Applicability:** The SEC’s proposal would permit semiannual reports on Form 10-S for all Exchange Act reporting companies that file Form 10-Q today, regardless of filer status, revenues, market capitalization, or other criteria.
- **Earnings Release Practices:** The Commission makes the point in the proposing release that this proposal does not contemplate any general changes to the current regulatory requirements governing earnings releases or earnings guidance practices. The SEC notes that “federal securities laws do not impose general duties upon Exchange Act reporting companies to announce or publish earnings, conduct earnings calls, or issue earnings guidance.”
- **Other Rule and Standard Changes:** The Commission notes that, if the proposal is adopted, changes may be necessary to existing stock exchange rules and accounting and auditing standards, and the proposing release notes that the Commission staff would coordinate any such changes with accounting and auditing standard-setters, securities exchanges, and other market participants. The proposing release seeks comment on what exchange rules and accounting and auditing standards may be impacted by the adoption of optional semiannual reporting. Similarly, the proposing release recognizes that regulations of other Federal agencies reference quarterly SEC reports, and therefore such agencies may need to change their regulations in the event that the SEC moves forward with the shift to optional semiannual reporting.

- **More Cover Page Check Boxes:** The proposing release contemplates adding a check box to the cover page of certain forms that would allow an issuer to elect to provide semiannual reports if the box is checked. If the box is not checked, the issuer will be subject to the “default” reporting regime of filing one Form 10-K and three Form 10-Qs for each fiscal year. The check box would be added to Form 10-K, as well as registration statements on Forms S-1, S-3, S-4, and S-11 and Form 10. The proposing release notes:

Companies that have yet to file Exchange Act reports, such as private companies conducting initial public offerings, would make initial elections to use semiannual reporting by checking the box on the cover page of the registration statement filed. This election would determine what financial statements are required in the registration statement and indicate the company’s planned interim reporting frequency to investors and other market participants. Similar to current requirements for the first quarterly report for companies that have newly become Exchange Act reporting companies, the first semiannual report on Form 10-S would be due the later of 45 days after the effective date of the registration statement or the date that Form 10-S would otherwise have been due had the company been an Exchange Act reporting company.

- **Correcting a Check Box Mistake:** Recognizing the possibility that a company may mistakenly leave the check box unmarked or incorrectly mark the check box, the SEC proposes to amend Rule 13a-13(b) and Rule 15d-13(b) to permit companies to amend their Form 10-K to correct any such inadvertent mistakes. The proposing release notes that the corrective amendments would be required to be filed as soon as practicable after discovery of the mistake, but no later than the due date by which the company’s first Form 10-Q report would be required

to be filed for the fiscal year in which the initial Form 10-K with the erroneous election was filed.

- **Changing Your Mind:** The proposed optional semiannual reporting approach would permit a change in interim reporting frequency (either from quarterly to semiannually or vice versa) to be indicated on a Form 10-K by checking the box on the cover page to file semiannually or leaving the box unchecked to file quarterly. The proposal contemplates that the determination to report semiannually or quarterly would thus be made on an annual basis and may not be changed until the next Form 10-K annual report is filed. Companies would be required to file interim reports based on the chosen frequency, beginning with the report for the first interim period of the fiscal year in which the Form 10-K with the election was filed. The proposing release includes a number of examples explaining how this would work if the proposed amendments were adopted.

## 2. The SEC's Proposed Changes to Financial Statement Requirements

- The Commission is proposing amendments to various rules in Regulation S-X that would incorporate semiannual reporting and simplify the rules with respect to the age of financial statements. Specifically, the proposed amendments would:
  - Simplify Rule 3-01 and Rule 8-08 by reorganizing each and consolidating the requirements of Rule 3-12 regarding the age of financial statements in a registration or proxy statement into the balance sheet requirements of Rule 3-01;
  - Revise the age of financial statements requirements to incorporate semiannual reporting through the introduction of a revised model for determining the age of interim financial statements; and
  - Revise other rules in Regulation S-X to incorporate semiannual reporting.

- The Commission’s proposed consolidation of Rules 3-01 and 3-12 would streamline Regulation S-X, which the proposing release says would make the age of financial statement requirements easier to apply. The SEC is proposing to adopt new Rule 3-01(a), which would provide that the date of the most recent balance sheet included in a registration statement or proxy statement must be updated to comply with that section’s requirements as if the effective date of the registration statement, or proposed mailing date in the case of a proxy statement, were the filing date.
- The Commission proposes amendments to Exchange Act Rules 13a-10 and 15d-10, which set forth the Commission’s requirements with respect to transition reports upon a change in fiscal year, to incorporate the proposed semiannual reporting option.

### **3. Potential Areas for Changes to the Proposed Rules**

- The proposing release includes numerous specific questions about a wide range of topics concerning the move to optional semiannual reporting, as well as more general requests for comment.
- Some key questions posed in the Proposing Release include:
  - Should companies have the option to file semiannually or continue Form 10 Q? What types of companies would elect this option?
  - Should semiannual reporting be mandatory instead?
  - Should eligibility be limited (*e.g.*, EGCs, SRCs)?
  - Should Form 10 S deadlines differ from Form 10 Q?
  - Would semiannual reporting affect investors’ ability to compare performance over time?
  - Should companies provide earlier notice before switching to semiannual reporting?

- Should companies be locked into a reporting frequency for the full fiscal year? Should mid year changes be allowed?
  - Should Form 10 S require different disclosure than Form 10 Q?
  - Should semiannual filers “file” instead of “furnish” earnings releases?
  - Would accounting standards (GAAP/IFRS) need changes for semiannual reporting
  - Would exchange rules need changes to accommodate semiannual reporting?
  - Should Form 10 K include second half or fourth quarter breakout financials?
  - What should the compliance date and transition period be?
  - Are Reg S X changes necessary for registration/proxy statements? What if not adopted?
  - Should we instead retain a 135 day test (quarterly) and adopt a 225 day test (semiannual)?
- Comments will be due within 60 days from publication of the proposing release in the Federal Register.

#### **4. The Experience of Public Companies in Other Jurisdictions with Optional Semiannual Reporting**

- The European Union, the United Kingdom and Australia do not have quarterly reporting mandates. Canada is currently piloting a voluntary semiannual reporting program.
  - The UK only required quarterly reporting for seven years, reverting to semiannual reporting in 2014. The EU introduced quarterly reporting in 2004 and returned to semiannual

reporting in 2013. In the UK and EU, many public companies still elect to voluntarily report on a quarterly basis.<sup>1</sup>

- In the UK, semiannual reporting did not have any statistically significant effect on long-term investment behavior, and companies that moved to semiannual reporting had less analyst coverage and market liquidity.<sup>2</sup>
- Some of those jurisdictions require reporting companies to disclose inside information that directly concerns that company as soon as possible (*e.g.*, the European Union's Market Abuse Regulations).<sup>3</sup>

## **5. Considerations For Companies When Deciding to Elect Semiannual Reporting**

- Companies that are considering the possibility of moving to semiannual reporting have plenty to think about. For example:
  - Covenants in debt instruments or vendor, JV partner or customer agreements that may require quarterly reporting
  - The seasonality and volatility of the company's business
  - Whether the move to semiannual reporting will impact the company's capital raising activities and cost of capital
  - How the change to semiannual reporting impacts window periods and the ability of the company and its insiders to trade in company securities

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<sup>1</sup> See Debevoise Update, "The End of Quarterly Reporting in the United States? The SEC Signals Support for Shift to Semiannual Reporting" (September 2025).

<sup>2</sup> See Gibson Dunn Client Alert, "SEC Proposes Amendments to Permit Optional Semiannual Reporting by Public Companies" (May 2026).

<sup>3</sup> See Jones Day Insight, "Navigating the SEC's Potential Shift to Semi-Annual Reporting: Key Considerations for Corporate Leaders" (October 2025).

- Whether the company’s guidance practices should change
- Investor reactions to semiannual reporting and whether shareholder activism may result (*e.g.*, will some investors vote against directors at companies that move to semiannual reporting?)
- How the move to semiannual reporting will impact analyst coverage and interactions
- How the company’s internal controls over financial reporting and disclosure controls will need to evolve
- How the company’s board calendar and cadence will change if it adopts semiannual reporting
- How the company will handle risk factors and MD&A in its Form 10-S (*i.e.*, whether to restate all risk factors with updates, what comparison periods to include)
- Whether there are any implications for the company’s incentive compensation programs
- What the company’s peers are doing since comparability will be an investor focus
- How the move to semiannual reporting will impact litigation and enforcement risk, including Regulation FD
- How to handle the longer periods of information asymmetry that would result from semiannual reporting, including increased risk of rumors and leaks<sup>4</sup>

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<sup>4</sup> See Jones Day Insight, “Navigating the SEC’s Potential Shift to Semi-Annual Reporting: Key Considerations for Corporate Leaders” (October 2025); Sidley Advisory Update, “SEC Proposes Optional Semiannual Reporting Regime: What Companies Should Consider Now” (May 2026); Gibson Dunn Client Alert, “SEC Proposes Amendments to Permit Optional Semiannual Reporting

## 6. Potential Challenges of Semiannual Reporting for Areas Such as Insider Trading Compliance, Share Repurchase Activity, Capital-Raising, and Investor Communications

- **Insider Trading Compliance:** Semiannual reporting may cause companies to lengthen blackout periods in their insider trading policies and quiet periods in their Regulation FD policies. Companies may choose to release information more frequently to accommodate trading by employees, which means more internal judgments about when to release information and more pressure on disclosure committees. Companies may be more likely to require or encourage their insiders to adopt Rule 10b5-1 plans.
- **Share Repurchase Activity:** Similar considerations are relevant to company share repurchase activity. Quarterly earnings information or other more frequent announcements of material non-public developments may be necessary to accommodate share repurchases, and companies may also be more likely to implement Rule 10b5-1 plans for their repurchase programs.
- **Capital Raising:** Although the proposed rules contemplate changes to the financial statement requirements for capital markets offerings, current market practice was developed based on quarterly reporting. It's unclear whether and how underwriters and investors might be willing to change market practice to accommodate companies that opt to report on a semiannual basis (*e.g.*, conducting offerings with financial statements older than 135 days and either changing comfort letter standards or accepting comfort letters with longer periods for which the auditor is unable to provide negative assurance).

- **Investor Communications:** Companies that opt to report semiannually may still feel compelled to provide quarterly earnings information voluntarily through earnings releases and earnings calls or through other more frequent releases of material information due to investor expectations. Companies may want to engage with investors and analysts on this topic.

## 7. The Ways in Which Earnings Releases and Earnings Calls May Change for Companies Opting into Semiannual Reporting

- As noted above, companies that move to semiannual reporting may decide to continue to release information on a quarterly or more frequent basis for various reasons. That may:
  - Reduce the benefit associated with a move to semiannual reporting due to the time and cost associated with preparing earnings releases, earnings calls and other disclosures
  - Increase the risk of liability for quarterly numbers if they do not go through an interim review by the company's independent auditor
  - Result in companies continuing many quarterly practices and even expanding their controls over earnings releases to ensure accuracy of disclosures in the absence of a quarterly review by the company's independent auditor
  - Increase the burden on disclosure committees to determine when to disclose developments
  - Cause the company to reconsider its guidance practices

## **8. The Relationship of the Semiannual Reporting Proposal to Other SEC Initiatives**

- In her statement accompanying the release of the proposal, Commissioner Peirce said, “I welcome commenters’ responses to the following questions, as well as the questions in the proposing release:
  1. Should we adjust the reporting burden rather than adjusting whether that burden is quarterly?
  2. If so, is that exercise better undertaken in conjunction with this rulemaking or as part of the Commission’s broader project of assessing disclosure requirements?”
- On May 19, the SEC released two rulemaking proposals: “Enhancement of Emerging Growth Company Accommodations and Simplification of Filer Status for Reporting Companies” and “Registered Offering Reform.”
- The Corp Fin Staff is also working on a comprehensive review of Regulation S-K after SEC Chairman Atkins issued a Statement on Reforming Regulation S-K in January 2026. As of mid-May, the SEC has received at least 80 comment letters, including a number of major law firms, the ABA’s Federal Regulation of Securities Committee, the Society for Corporate Governance and numerous institutional investors.

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May 8, 2026

## SEC Proposes Amendments to Permit Optional Semiannual Reporting by Public Companies

*Companies evaluating the alternatives would need to consider a number of factors addressed in this update, including investor expectations and any reporting obligations under debt agreements.*

### I. Overview

On May 5, 2026, as part of Chairman Atkins's "Make IPOs Great Again" agenda to incentivize companies to go and stay public by reducing compliance costs and burdens, the Securities and Exchange Commission (the SEC) proposed rule amendments that, if adopted, would permit public companies to elect to file interim periodic reports on a semiannual basis on proposed Form 10-S, instead of the quarterly reports on Form 10-Q that have been required since 1970. The SEC also proposed changes to Regulation S-X so that financial statements in registration statements filed by semiannual filers would not be considered "stale."

The SEC's proposing release (the Proposing Release) posits that the companies that choose to elect semiannual reporting may do so primarily to save money or alleviate disclosure burdens.<sup>[1]</sup> However, the Proposing Release also acknowledges, based on the SEC's review of empirical evidence on the information value of Form 10-Q disclosures, that, when companies separately report quarterly earnings in an earnings release, the corresponding Form 10-Q on its own "may not provide markets with novel information."<sup>[2]</sup> The Proposing Release observes that it is possible—if not likely—that companies may continue to disclose quarterly results in earnings releases, even if they otherwise transition to semiannual reporting. The Proposing Release makes clear that the rules around earnings releases remain unchanged.

The proposed rule amendments, if adopted, will allow each company to assess and weigh the relative pros and cons, and costs and benefits, of following a Form 10-Q or Form 10-S schedule, and whether to supplement semiannual reports with quarterly earnings releases. Companies evaluating the alternatives would need to consider a number of factors addressed later in this client alert, including investor expectations and any reporting obligations under debt agreements.

The Proposing Release is available [here](#) and a Fact Sheet is available [here](#). Given the significance of the proposed changes to the periodic reporting framework, the SEC is soliciting practical, real-world observations that can help inform the staff's consideration of the proposal as it moves toward a final rule. The SEC also acknowledged that if the proposed amendments are adopted, changes may also be necessary or appropriate to the rules of national securities exchanges and to various accounting or auditing standards, and the Proposing Release solicits comments identifying which rules and standards may need to be amended. The public comment period will remain open until July 6, 2026.

## **II. Optional Semiannual Reporting**

### ***A. Election to File on Form 10-S***

The proposed amendments would revise Rules 13a-13 and 15d-13 under the Securities Exchange Act of 1934, as amended (the Exchange Act) to permit companies to make an annual election to file semiannual reports on a new Form 10-S in place of quarterly reports on Form 10-Q. A company that elects semiannual reporting would remain subject to the existing requirement to file an annual report on Form 10-K for each fiscal year. Companies that do not affirmatively elect semiannual reporting would continue to report on a quarterly basis on Form 10-Q.

### ***B. New Form 10-S — Content and Filing Deadlines***

- **Content.** Form 10-S would track the existing financial information and narrative disclosure requirements of Form 10-Q, but would cover a six-month period rather than a fiscal quarter.
- **Filing deadline.** Form 10-S would be due 40 days after the end of the first six months of the fiscal year for accelerated and large accelerated filers, while all other filers would have 45 days to file, which mirrors the current Form 10-Q deadlines.
- **Audit treatment.** Like financial statements contained in quarterly reports, semiannual financial statements would be required to be prepared in accordance with GAAP and reviewed by an auditor, but would not be required to be audited.
- **No second-half interim report.** Similar to the current reporting regime, where the fourth quarter is not separately reported on, the second semiannual period would be captured within a company's annual report on Form 10-K, and no separate second-half interim report would be required.

### ***C. Indicating Reporting Frequency***

A company would indicate its intended interim reporting cadence by means of a new check box

on the cover page of a relevant filing. The applicable filing depends on whether the company is already an Exchange Act reporting company.

- **Existing reporting companies.** A company that is already filing Exchange Act periodic reports would indicate its election by checking, or leaving blank, a corresponding box on the cover page of its annual report on Form 10-K.
- **Companies in registration.** Private companies going public would make their initial election by checking a box on the cover page of the relevant registration statement on Forms S-1, S-4, or S-11 under the Securities Act of 1933, as amended (the Securities Act), or on the cover page of an Exchange Act registration statement on Form 10.

**D. Mid-Year Changes and Corrective Amendments**

Once a company has made its election for a given fiscal year, it would be required to adhere to that cadence for the remainder of the applicable fiscal year. The SEC has explained that this restriction is intended to avoid investor confusion that could result if companies were permitted to change their interim reporting frequency mid-year. On this point, however, it is difficult to envision why registrants could not voluntarily file Form 10-Qs if they wanted to, so long as they also file the Form 10-S for the six-month period. Companies will be permitted to change their election in subsequent years, but as a practical matter, a switch between quarterly and semiannual reporting may require the company to recast prior-period financial information into the corresponding interim periods to present the period-over-period comparisons required by the resulting form.

The proposed rule amendments would permit a company to amend its Form 10-K to correct an inadvertent error in checking, or failing to check, the semiannual reporting box. Any such corrective amendment would be required to be filed as soon as practicable after discovery of the error, and in any event no later than the due date of the company’s first Form 10-Q for the fiscal year in which the Form 10-K was filed. However, the Proposing Release notes that this process is not intended to relieve a company from its reporting obligations if it finds itself unexpectedly unable to timely file its first quarter 10-Q.

**III. Proposed Changes to Regulation S-X**

The proposed amendments would also revise Regulation S-X to streamline and modernize the rules governing the age of financial statements in registration statements and proxy statements. These amendments would apply regardless of a company’s election to report on a semiannual basis.

	<b>Current</b>	<b>Proposed</b>
<b>Methodology for Determining Age of Interim Financial Statements</b>	Backward-looking 130-day or 135-day window from effectiveness of registration statement or mailing date of proxy statement, depending on filer status.	Tied to most recent Form 10-Q or Form 10-S required as of the filing date.

- **New Methodology for Determining the Age of Interim Financial Statements.** Under current Rule 3-12 of Regulation S-X, a reporting company must measure backward from

the expected effective date of a registration statement, or the proposed mailing date of a proxy statement that is required to include financial statements (such as to approve a merger), to determine whether its filed interim financial statements are dated within the applicable 130-day or 135-day window, as the case may be, depending on whether the registrant is an accelerated filer. Under proposed S-X Rule 3-01(c)(2), the reporting company would instead be required to include only the interim financial statements required to be filed in the most recent Form 10-Q or Form 10-S as of the filing date of the registration statement. In other words, a company's Exchange Act reporting calendar would dictate the financial statement requirements for Securities Act registration statements.

- **Possibility of Less Timely Interim Financial Information.** The Proposing Release acknowledges that these amendments may result in less timely interim financial information in a registration statement. The Proposing Release cites as an example the following fact pattern: If a company with a calendar fiscal year elects semiannual reporting and files a registration statement as late as August 13 in a particular calendar year, proposed S-X Rule 3-01(c)(2) would not require any interim financial statements to be included in the registration statement. In contrast, under the existing requirements and under the proposed amendments for those registrants that continue to report quarterly, the filing would need to include interim financial statements for the first fiscal quarter. This discrepancy presents strategic considerations for companies that plan to raise capital and are making their election as to whether they will report quarterly or semiannually for the year.
- **Consolidation of Rules 3-01 and 3-12.** The proposed amendments would also consolidate the existing requirements of Rule 3-12 of Regulation S-X (which governs the age of financial statements as of the effective date of a registration statement or the mailing date of a proxy statement) into Rule 3-01 of Regulation S-X (which governs the dates of audited and interim balance sheets as of the filing date), and eliminate Rule 3-12. Because the two rules currently produce aligned age requirements in practice, the consolidation is intended to simplify Regulation S-X without changing the substantive result.

#### **IV. Key Considerations in Evaluating Semiannual Reporting**

Given that a company would be able to reset its reporting cadence for the coming year when it files its Form 10-K for the prior year, we anticipate that there will be a fair amount of experimentation and testing to see if anticipated benefits materialize or not, and we expect this trial period to continue for several years, particularly as institutional shareholders weigh in as they adjust to the new information environment. Companies considering whether to elect semiannual reporting will need to weigh a number of competing considerations, the relative weight of which will depend on the company's industry, investor base, capital-raising profile, and competitive position. The principal considerations are summarized below.

##### **A. Potential Benefits**

- **Reduced short-term pressure.** A semiannual reporting cadence may permit management to focus on longer-term strategy rather than quarterly targets—the latter may lead, for example, to deferring research and development or strategic investment just to achieve certain quarterly results. However, the benefits of this change in focus may be diminished if a company continues to release quarterly earnings information regardless of its election.

- **Lower compliance costs.** Eliminating two periodic reports per fiscal year is expected to reduce associated accounting, auditing, legal, and investor-relations costs, and to free senior executives to devote more time to operational priorities. The Proposing Release cites to a survey conducted by Nasdaq in 2019 on costs to comply with quarterly reporting requirements, the results of which indicated average monetary compliance costs of \$334,698 each quarter.
- **Reduced market volatility.** Less frequent reporting may reduce earnings-day price movements and may encourage investors to focus on longer-term performance trends (assuming a company has not continued to provide quarterly earnings information). On the other hand, having less information could lead to more discrepancies between results and investor models and greater volatility around earnings time.
- **Enhanced confidentiality of business information.** Less frequent disclosure may permit companies to keep operational metrics, strategic initiatives, and competitive information confidential for longer periods.

## ***B. Potential Challenges***

- **Investor and analyst expectations.** Many institutional investors and equity analysts rely on quarterly disclosure for portfolio management, modeling, and risk assessment, and the move to semiannual reporting may be perceived as a reduction in transparency. Public comment letters submitted in response to the SEC's request for comment in 2018 on reducing burdens associated with quarterly reporting reflected substantial institutional investor opposition to less frequent reporting.
- **Pressure to maintain voluntary quarterly updates.** Companies that elect semiannual reporting may face pressure from investors and analysts to continue issuing some form of quarterly financial information (e.g., a quarterly earnings release), which could erode at least some of the cost and time savings associated with the election. To the extent a company continues to issue interim financial information each quarter, it may incur auditor review fees and other costs associated with that disclosure. In addition, less frequent periodic reporting may have capital markets implications, as longer intervals between filings can result in extended issuance blackout windows if the most recent financial information is viewed as not sufficiently current, or if interim results that have not been released are viewed as containing material information.
- **Materiality and Regulation FD risk.** Longer intervals between periodic reports may increase the volume of material nonpublic information held by the company, heightening Regulation FD compliance risk and increasing the focus on whether particular developments warrant the filing of a current report on Form 8-K.
- **Insider trading and trading-window considerations.** Less frequent periodic reporting may meaningfully reduce the number and length of open trading windows under a company's insider trading policy, given that open trading windows are typically anchored to the filing of periodic reports. Directors, officers, and other covered persons, as well as the company itself, may therefore have fewer opportunities to sell or repurchase shares outside of a Rule 10b5-1 plan. In addition, the Proposing Release would amend Exchange Act Rule 10b5-1 to provide that, for officers and directors of a semiannual filer, the cooling-off period would extend until the later of 90 days or two business days following the disclosure of the company's financial results in a Form 10-S. The 120-day maximum would remain unchanged, but officers and directors of semiannual filers would, with respect to plans entered into in the first and third quarters, face a longer initial Rule 10b5-1 cooling-off period than their counterparts at quarterly filers. Companies should evaluate the impact an election would have on their governance policies and whether

their trading-window framework and Rule 10b5-1 plan practices would need to be revisited.

- **Information asymmetry.** Longer reporting intervals may exacerbate information asymmetry between companies and the market, which may, in turn, increase reliance on unofficial information channels (e.g., rumors or leaks), potentially resulting in additional volatility and misinformation.

### ***C. Hybrid Approach***

Companies need not view the election as a binary choice between quarterly and semiannual periodic reporting. A company that elects semiannual reporting may continue to issue voluntary quarterly earnings releases, and may design those releases to address the disclosure considerations described above. A robust quarterly earnings release could provide investors and analysts with the operational and financial information they expect on a quarterly cadence, mitigate Regulation FD and insider-trading concerns associated with longer intervals between disclosures, and reduce the information asymmetry that may otherwise develop between the company and the market. This approach would not eliminate entirely the cost and time savings of semiannual reporting, but may permit a company to capture meaningful efficiencies relative to a quarterly periodic-reporting cadence while preserving substantially its existing investor-engagement model.

### ***D. Certain Practical Suggestions to Help Companies Decide***

- **Engage with investors and analysts that follow the company.** The views of significant institutional investors and sell-side analysts are likely to be the single most informative input on whether semiannual reporting would be well received.
- **Consult with industry groups.** Industry practice may bear meaningfully on the election, as comparability across peers is often a focus of investor and analyst evaluation.
- **Consider whether the company's business lends itself to less-frequent reporting.** Semiannual reporting may suit companies with relatively stable period-over-period results, as well as development-stage companies and companies with a longer product-launch timeline, such as certain regulated utilities and certain pre-revenue pharmaceutical or biotechnology companies, but may be a less natural fit for companies with materially variable results.
- **Engage with the listing exchanges.** The NYSE and other self-regulatory organizations are actively engaging with listed companies in connection with the development of comment letters on the proposed amendments, and listed companies should consider participating in those efforts.
- **Involve all relevant internal constituencies.** The election affects multiple functional areas. Investor relations, external reporting, accounting, legal, and financial planning should each assess the implications, and the board (or an appropriate committee) should be informed of, and where appropriate involved in, the decision.

## ***E. Lessons from the EU and the UK***

The EU eliminated mandatory quarterly reporting in 2013, and the UK followed in 2014. Empirical studies have found that most UK public companies continued to report on a quarterly basis voluntarily, that the change had no statistically significant effect on long-term investment behavior, and that companies that ceased quarterly reporting experienced declines in analyst coverage and stock liquidity.

## ***F. Submitting Comments***

The adoption of the Proposing Release as a final rule will depend significantly on the comments received by the SEC. Companies should consider commenting and providing information, supported by data, on any cost savings or increased costs expected to be realized if they elect to report semiannually, the practical impediments and/or risk associated with changing the cadence of financial reporting, and whether any alternatives to the proposed amendments would be preferable.

[1] *Semiannual Reporting*, Release No. 33-11414 (May 5, 2026) [91 Fed. Reg. 24968, 24987].

[2] *Id.* at 24997.

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# SEC Reporting & Compliance Alert

May 7, 2026

If you have any questions regarding the matters discussed in this memorandum, please contact the attorneys listed on the last page or call your regular Skadden contact.

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## SEC Proposes Optional Semiannual Reporting for Public Companies

### Executive Summary

- **What’s new:** The SEC has proposed amendments that would allow public companies to file a semiannual report on a new Form 10-S instead of three quarterly reports on Form 10-Q. The voluntary annual election would be made via a check box on Form 10-K.
- **Why it matters:** If adopted, the amendments would be the most significant change to periodic reporting since 1970.
- **What to do next:** Companies should evaluate investor expectations, consider the potential impact on analyst coverage and market perception, and weigh the pros and cons of switching to semiannual reporting.

On May 5, 2026, the Securities and Exchange Commission (SEC) proposed rule and form amendments that would give public companies the option of filing semiannual reports in lieu of quarterly reports. Companies making this election would file **one semiannual report and one annual report per fiscal year**, rather than three quarterly reports and one annual report.

If adopted, the amendments would be the most significant change to periodic reporting since 1970. The proposal is intended to reduce the compliance costs and management time associated with quarterly reporting, respond to concerns about “short termism,” and potentially encourage more companies to enter and remain in the public markets, while maintaining a framework for timely, material disclosure for investors.

### Key Takeaways

- Companies would have the option to switch from quarterly to semiannual interim reporting.
- Any potential change to quarterly reporting would not necessarily result in a change to the voluntary issuance of quarterly earnings releases or holding quarterly earnings calls.
- The election would be made annually via a check box on Form 10-K and must be reelected each year; companies cannot switch midyear.
- Form 10-S would require the same disclosures as Form 10-Q, but covering a six-month period.
- Regulation FD and Form 8-K current reporting obligations remain unchanged.

# SEC Proposes Optional Semiannual Reporting for Public Companies

## How the Election Would Work

A company would elect semiannual reporting by checking a box on its Form 10-K each year. If the box is not checked, the company defaults to quarterly reporting for the following year and no midyear switches are allowed. However, a company can correct an inadvertent mistake to the check box by filing a Form 10-K amendment as soon as practicable but no later than the date the company's first Form 10-Q would have been due.

Newly public companies could make the election on their initial registration statement (Forms S-1, S-3, S-4 or S-11, or Form 10). They may change the election until the registration statement becomes effective; after that, changes can only be made on the next Form 10-K.

## Filing Deadlines

The filing deadline for Form 10-S would be similar to the current Form 10-Q deadline:

- Forty days after the end of the first semiannual period of the fiscal year for large accelerated filers and accelerated filers.
- Forty-five days after the end of the first semiannual period of the fiscal year for all other registrants.

## Comment Period

The public comment period will remain open until July 6, 2026. The SEC has requested comments on all aspects of the proposal, including the economic analysis and several specific alternatives it considered, such as mandatory semiannual reporting for all filers and limiting the option to certain smaller registrant categories. Companies may also comment on whether condensing the Form 10-Q — instead of or in addition to making it optional — would be helpful. The proposal also acknowledges that if the proposal is adopted, changes to securities exchange listing rules and accounting and auditing standards would be necessary.

## Practical Considerations

Companies considering the semiannual reporting election should weigh a number of practical factors.<sup>1</sup> Institutional investors and analysts may have expectations around the cadence of financial reporting, and a shift to semiannual reporting could affect analyst coverage or market perception.

Further, any potential change to quarterly reporting would not necessarily result in a change to issuance of quarterly earnings releases, earnings guidance practices or conducting quarterly earnings calls. For example, many foreign private issuers (FPIs), which are not subject to the SEC's quarterly reporting requirements, continue to voluntarily engage in these practices due to market interest and to allow the company and insiders to transact in the company's securities.

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<sup>1</sup> See our December 2025 client alert "[Would Your Company Want To Stop Filing Quarterly Reports if No Longer Required?](#)" for a discussion of the potential implications.

# SEC Proposes Optional Semiannual Reporting for Public Companies

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MAY 18, 2026

# SEC Proposes Optional Semiannual Reporting for Public Companies

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*David M. Lynn, Jonathan Burr, Jacqueline R. Kaufman, Folake Ayoola*

On May 5, 2026, the U.S. Securities and Exchange Commission (SEC) proposed amendments that would permit companies required to file quarterly reports on Form 10-Q to instead file semiannual reports on a new Form 10-S<sup>1</sup>. This semiannual reporting approach would be entirely optional, and companies that do not elect to report their financial and other information semiannually would continue to report on a quarterly basis. The SEC's proposed amendment would permit semiannual reports for all companies that file Form 10-Q today, regardless of filer status, revenues, market capitalization, or other criteria. If adopted, these proposed amendments would represent a significant change to the SEC's interim reporting framework, which has required quarterly reporting for more than five decades. Comments on the SEC's proposal are due within 60 days after publication in the Federal Register.

## Background

On September 15, 2025, President Donald Trump posted a statement on the Truth Social platform advocating that, subject to SEC approval, public companies should no longer be forced to "report" financial results on a quarterly basis but should rather report on a semiannual basis. The president went on to state: "This will save money and allow managers to focus on properly running their companies." After President Trump made a similar statement during his first administration in 2018, the SEC took preliminary steps to consider such a change; the topic of the frequency of periodic reporting was added to the SEC's Regulatory Flexibility Agenda until it was removed during the Biden administration. Other jurisdictions have implemented an optional semiannual reporting approach for public companies, including the United Kingdom and the European Union.

In his statement in support of the proposed amendments, SEC Chairman Paul Atkins noted the following:

Public companies have an obligation under the federal securities laws to provide information that is material to investors. Yet, the rigidity of the SEC's rules has prevented companies and their investors from determining for themselves the interim reporting frequency that best serves their business needs and investors. Today's proposed amendments, if ultimately adopted, would provide companies with increased regulatory flexibility in this regard.

In determining a company's reporting cadence, a company might consider factors such as the costs

and management time of preparing quarterly reports versus semiannual reports, expectations of its investors, potential effects on its cost of capital, the stage of its business development, the nature of its business model, other avenues of disclosure including earnings calls and current reports on Form 8-K, and prospects of increased research coverage, all without undermining fundamental investor protections. Ultimately, this flexibility might reduce some of the burdens of being a public company and potentially influence a company's decision to become or remain public. The proposal seeks public input on the optional semiannual reporting framework, and I look forward to the public feedback.<sup>2</sup>

In the Proposing Release, the SEC states that the proposed amendments are intended to provide reporting companies with flexibility to determine the interim reporting frequency that is appropriate in light of their particular circumstances, including considerations such as regulatory costs, stage of development, and investor expectations. The Proposing Release also discusses the potential for a semiannual reporting option to reduce the regulatory burden associated with being a public company, which may affect companies' decisions to access, or remain in, the public markets.

In addition, the SEC points to the development of other disclosure mechanisms since the adoption of quarterly reporting requirements, including the expansion of Form 8-K reporting and the adoption of Regulation FD. The Proposing Release notes that Form 8-K now includes a broader set of triggering events and generally requires filing within four business days, and it notes that Regulation FD requires the prompt public dissemination of material nonpublic information that has been selectively disclosed. The SEC cites these developments as providing alternative channels for the timely dissemination of material information between periodic reports.

## The Proposed Framework

### Eligibility

The proposed semiannual reporting option would be available to reporting companies that are subject to rules 13a-13 or 15d-13 under the Securities Exchange Act of 1934, as amended (Exchange Act), and are currently required to file quarterly reports on Form 10-Q. The proposal would not extend to companies that are already excluded from Form 10-Q reporting requirements, including foreign private issuers, asset-backed security issuers, and most investment companies; however, business development companies and face-amount certificate companies would be eligible to elect semiannual reporting under the proposed amendments. Companies that are in the process of registering the offer and sale of securities pursuant to the Securities Act of 1933, as amended (Securities Act), or that are registering a class of securities under Section 12 of the Exchange Act, would be able to elect a semiannual or quarterly reporting cadence in their registration statements or on Form 10 and would become subject to the selected reporting framework upon becoming subject to Exchange Act reporting requirements.

### The Election Mechanism

The SEC proposes that the election between quarterly and semiannual reporting would be made through a cover page checkbox on Form 10-K, which would serve as the sole means of making the election for existing reporting companies. For companies in the registration process, similar checkboxes would be included in registration statements on forms S-1, S-3, S-4, and S-11, as well as in Form 10.

The proposal would add new definitions of "quarterly filer" and "semiannual filer" to Exchange Act Rule

12b-2, with corresponding definitions in Securities Act Rule 405. Once a company makes an election, it would be required to adhere to that reporting frequency for the remainder of the fiscal year, and the proposal would not permit a midyear change in the selected reporting frequency. This approach is intended to avoid investor confusion regarding the timing of interim reports.

The proposal also would permit a company that inadvertently makes an incorrect election (or fails to make an election) to correct that error by filing an amended Form 10-K, provided that the amendment is filed no later than the due date of the first Form 10-Q that would otherwise have been required.

### **Form 10-S**

Under the proposal, a company that elects semiannual reporting would file one Form 10-S covering the first six months of its fiscal year and one Form 10-K covering the full fiscal year rather than three quarterly reports on Form 10-Q and one Form 10-K.

Proposed Form 10-S would require disclosure corresponding to the disclosure currently required by Form 10-Q, adapted for a semiannual period. This would include interim financial statements prepared in accordance with US Generally Accepted Accounting Principles (GAAP) and reviewed, but not audited, by an independent public accountant as well as management's discussion and analysis (MD&A) and other required disclosures, and they would be subject to Inline XBRL requirements. The SEC also proposes that the rules governing non-GAAP financial measures would apply to Form 10-S in the same manner as they apply to Form 10-Q.

Form 10-S would be required to be filed within 40 days after the end of the first fiscal semiannual period for large, accelerated filers and accelerated filers and within 45 days for all other filers, consistent with the existing Form 10-Q filing deadlines.

### **Proposed Regulation S-X Changes**

The proposal includes a series of amendments to Regulation S-X to address the presentation, content, and age of financial statements in registration statements and other filings for companies that elect semiannual reporting.

With respect to balance sheets, where the most recent audited fiscal year-end balance sheet is not included, proposed Rule 3-01(c)(1) would require an interim balance sheet as of the end of the third fiscal quarter for quarterly filers and as of the end of the first semiannual period for semiannual filers. Where the most recent audited fiscal year-end balance sheet is included, proposed rules 3-01(c)(2) and 8-08(b)(2) would require interim financial statements as of the most recently completed quarterly or semiannual period that have been filed or are required to be filed on or before the filing date.

These amendments would align the staleness requirements for interim financial statements with the applicable Form 10-Q or Form 10-S filing deadlines. In addition, proposed amendments to Regulation S-X would clarify that "interim" refers to quarterly periods for quarterly filers and semiannual periods for semiannual filers.

### **Section 18 Liability**

Consistent with the treatment of Form 10-Q, the proposal provides that the financial statements and related disclosures included in Part I (Items 1, 2, and 3) of Form 10-S would not be subject to liability under Section

18 of the Exchange Act, as reflected in the proposed general instructions to Form 10-S.

## Transition Reports and Technical Amendments

The SEC proposes conforming amendments to Exchange Act rules 13a-10 and 15d-10, which set forth the requirements for transition reports upon a change in fiscal year. The SEC also proposed a wide range of technical amendments to conform existing rules and forms to incorporate the proposed optional semiannual reporting frequency.

## Request for Comment

As is customary in SEC rulemaking, the Proposing Release includes a series of detailed requests for comment on specific aspects of the proposed framework. These questions are intended to solicit input from companies, investors, and other market participants on whether and how the proposed amendments should be adopted. Below are selected areas where the SEC has specifically requested feedback:

- **Scope of Eligibility:** whether the semiannual reporting option should be available to all eligible Exchange Act reporting companies or limited to particular categories of companies (such as emerging growth companies or smaller reporting companies) as well as whether a phased or pilot approach would be appropriate.
- **Optional Versus Default Framework:** whether semiannual reporting should be optional as proposed or whether it should instead serve as the default reporting framework (with an option to elect quarterly reporting), as well as the relative costs and benefits of these approaches.
- **Form 10-S Filing Deadlines:** whether the proposed deadlines are appropriate or whether different deadlines should apply, including for smaller reporting companies or newly public companies.
- **Duration of Election:** whether requiring companies to maintain a selected reporting cadence for an entire fiscal year is appropriate, whether midyear changes should be permitted, or whether a longer commitment period would better promote consistency for investors.
- **Market Notice of Election:** whether disclosure of the election on Form 10-K (or in a registration statement) provides sufficient notice to investors or whether additional or earlier disclosure — such as through Form 8-K — should be required.
- **Status of Earnings Releases:** whether earnings releases furnished under Item 2.02 of Form 8-K should instead be required to be filed for semiannual filers, including the implications for liability under sections 18 and 11.
- **Voluntary Quarterly Disclosures:** whether companies that elect semiannual reporting but continue to provide quarterly financial information should be required to have that information reviewed by an independent public accountant and whether auditing standards would need to be revised.
- **Controls and Certifications:** how a reduced frequency of controls-related disclosures and certifications would affect investor protection and whether additional requirements would be appropriate.
- **Capital Markets Practices:** how semiannual reporting would affect market practices, including auditor review procedures, comfort letters, underwriting diligence, and related Public Company Accounting Oversight Board standards, and whether regulatory action would be warranted.

- **Insider Trading Considerations:** the potential effects of reduced reporting frequency on insider trading risk, trading windows, and the operation of Rule 10b5-1 plans.
- **Public Company Participation:** whether providing a semiannual reporting option would affect decisions as to whether to access or remain in the public markets.
- **Content of Form 10-S:** whether Form 10-S should require the same disclosure as Form 10-Q or whether the SEC should instead consider modifying Form 10-Q requirements.
- **Securities Offerings:** whether semiannual reporting would affect the ability of companies to conduct registered offerings, including whether market practice or liability considerations would lead companies to continue providing quarterly financial information.
- **Contractual Obligations:** how existing contractual arrangements, such as debt covenants requiring quarterly financial information, may affect a company's ability to rely on the proposed framework.
- **Regulation S-X Framework:** whether the proposed amendments to rules 3-01, 3-12, and related provisions would improve the clarity and usability of the financial statement requirements.
- **Alternative Staleness Standards:** whether an alternative day-count approach to financial statement staleness (including a longer period for semiannual filers) would be preferable.
- **Acquisition-Related Financial Statements:** whether additional financial information should be required in Form 8-K for significant acquisitions involving semiannual filers.

## SEC Economic Analysis and Market Impact

### The Tradeoff

The Proposing Release frames the potential effects of a semiannual reporting option as involving a balance between regulatory burden and the availability of timely information to the market. Quarterly reporting entails ongoing compliance costs and management attention while providing investors and other market participants with more frequent and granular financial information. By contrast, reducing the frequency of periodic reporting could affect the timing, volume, and comparability of information available to investors, including by aggregating results over longer reporting periods and introducing differences in reporting cadence across companies.

### Potential Reporting Approaches

Although the proposal is structured as a binary election between quarterly and semiannual reporting, the practical effect may be more varied. In practice, companies could take different approaches depending on their circumstances, including continuing to provide quarterly financial information outside of Exchange Act reports. As a result, an elective framework could lead to a range of reporting practices, including companies that fully transition to semiannual reporting, companies that continue quarterly reporting, and companies that elect semiannual reporting while continuing to provide some form of quarterly financial disclosure.

### Estimated Cost Savings

The Proposing Release includes estimates of the direct compliance costs associated with quarterly reporting as compared to semiannual reporting. The SEC estimates that preparing and filing three forms 10-Q would result in average annual direct costs of approximately \$330,000 per company, while preparing and filing a single Form 10-S would result in average annual direct costs of approximately \$132,000, implying a

reduction in direct compliance costs for companies that elect semiannual reporting. These estimates may not reflect the full range of costs or savings experienced by companies of different sizes and may not fully capture indirect costs such as management time and internal process adjustments.

At the same time, the SEC acknowledges that existing market practices and contractual arrangements may limit the extent to which companies realize these cost savings. The Proposing Release notes that practices associated with capital market transactions, including underwriter diligence and comfort letter procedures, as well as contractual obligations such as debt covenants may continue to require the preparation and review of quarterly financial information notwithstanding a company's election to report on a semiannual basis.

### **Investor Protection and Market Considerations**

The SEC identifies several potential effects of reduced reporting frequency on investors and market functioning. These include the possibility of reduced timeliness and granularity of financial information as well as reduced comparability between companies that choose different reporting cadences. The Proposing Release also discusses the potential for longer reporting intervals to affect the information available to investors between periodic reports.

In addition, the SEC notes that less frequent interim reporting and review could affect the timing of the identification of accounting issues and internal control matters and that longer intervals between periodic reports may increase information asymmetries between corporate insiders and public investors.

### **Expected Adoption and Market Impact**

The SEC provides estimates regarding potential adoption of the proposed framework, including an assumption that approximately 20% of eligible reporting companies may elect semiannual reporting. Based on this assumption, the Proposing Release estimates a reduction of approximately 3,585 Form 10-Q filings annually and the creation of approximately 1,195 Form 10-S filings each year. The SEC uses these estimates to inform its assessment of the aggregate effects of the proposal, including changes in overall reporting volume and associated compliance costs, while noting that actual adoption rates and resulting impacts would depend on company-specific considerations and market practices.

## **Practical Considerations for Public Companies**

Although the proposed amendments have not been adopted and remain subject to public comment, public companies may wish to begin evaluating the potential implications of a semiannual reporting option for their disclosure practices, capital markets activities, and internal processes. Below are key issues that companies should consider in assessing the proposed framework:

- **Election Governance.** The proposal would require an annual election of reporting frequency through a Form 10-K (or applicable registration statement) checkbox, with the company generally committed to that election for the entire fiscal year. If the amendments are adopted as proposed, companies may want to consider the internal governance processes around this determination — including appropriate board or committee oversight — that would be necessary to implement the election mechanism.
- **Disclosure Scope.** The proposed Form 10-S would require disclosure corresponding to Form 10-Q, including interim financial statements and MD&A. If adopted, the proposal may reduce the number of periodic filings but not necessarily the scope of disclosure required in each filing.

- **Capital Markets and Financing Considerations.** The Proposing Release notes that existing market practices, such as underwriter diligence and comfort letter procedures in securities offerings, may continue to require quarterly financial information and related review procedures. In the event the proposed amendments are adopted, companies that frequently access the capital markets may wish to consider whether these practices would affect the practical benefits of a semiannual reporting election.
- **Debt Facilities and Contractual Obligations.** The SEC acknowledges that contractual arrangements, including debt covenants, often require the delivery of quarterly financial information. If the proposed amendments are adopted, companies may wish to review existing agreements to assess whether a shift to semiannual reporting would be consistent with these requirements or necessitate amendments.
- **Information Flow and Interim Disclosures.** If the proposed amendments are adopted, the reduced frequency of periodic reports would mean that companies would need to consider how material information will be communicated between reporting periods. The Proposing Release highlights the role of Form 8-K and Regulation FD in facilitating the timely dissemination of material information, which may inform how companies approach interim disclosures under a semiannual framework.
- **Insider Trading Compliance.** The Proposing Release discusses the potential for longer reporting intervals to increase information asymmetries between insiders and public investors. If the proposed framework is adopted, companies may wish to evaluate how a semiannual reporting cadence could affect insider trading policies, including blackout periods and Rule 10b5-1 plan administration.
- **Investor Relations and Market Practice.** If the proposed amendments are adopted, companies that elect semiannual reporting but continue to provide voluntary interim disclosures (such as through earnings releases) will need to consider how those disclosures are presented and the extent of review procedures applied, as well as potential investor expectations regarding the frequency and quality of financial information.
- **Regulated Industry Considerations.** If adopted, companies subject to requirements of other regulatory regimes that reference Form 10-Q may wish to assess whether any potential transition to semiannual reporting would have implications under those other frameworks, because the proposed amendments would not automatically modify such requirements.

## Conclusion

The SEC's proposed amendments, if adopted, would potentially introduce a meaningful shift in the US reporting framework by permitting reporting companies to elect between quarterly and semiannual reporting while largely preserving the existing disclosure architecture. Although the potential for reduced filing frequency may offer cost and process efficiencies, the Proposing Release highlights a range of considerations, including investor protection, market practices, and contractual constraints, that may affect whether (and to what extent) companies would be able to realize those benefits. Public companies should evaluate the proposal in light of their specific circumstances and monitor further developments as the SEC considers comments and potential final rules.

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<sup>[1]</sup> Release No. 33-11414, Semiannual Reporting (May 5, 2026) (the Proposing Release).

[2] SEC Chairman Paul Atkins, “Statement on Proposing Release for Semiannual Reporting” (May 5, 2026).

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## SEC Releases Semi-Annual Reporting Proposal

MAY 8, 2026

As anticipated, the Securities and Exchange Commission (the “SEC”) released on May 5 [proposed rules](#) (the “Proposal”) that would permit companies to choose to report semiannually on new Form 10-S instead of continuing to report quarterly on Form 10-Q. The Proposal follows a prior push for semiannual reporting in 2018, spurred by public support for the change from President Trump, and is similar to reporting leeway provided to public companies listed internationally in the United Kingdom and European Union. It is also part of SEC Chairman Paul S. Atkins’ initiative to “make IPOs great again” by reducing the regulatory burden on public companies and thereby encouraging more private companies to enter the public markets.

The key features of the Proposal are:

- **Optional Semiannual Reporting via an Annual Election on Form 10-K**
  - Quarterly reporting on Form 10-Q would become optional, with semiannual reporting on a new Form 10-S established as the minimum interim reporting frequency for Exchange Act registrants.
  - Companies would make an annual reporting-frequency election via a checkbox on the cover page of Form 10-K. Checking the box would elect semiannual reporting on Form 10-S, while leaving the box unchecked would require continued quarterly reporting on Form 10-Q.
  - The election would be binding for the following fiscal year (i.e., to make an election for 2027 interim reports, a calendar year company would check the box for semiannual reporting in its 2026 Form 10-K filed in early 2027).
  - Inadvertent elections on the Form 10-K could be corrected by amendment, provided the amendment is filed as soon as practicable after discovery of the error and no later than the due date of the company’s first Form 10-Q for the applicable fiscal year.
- **Companies Entering the Public Market to Make First Election on Registration Statement**
  - A similar check box would also be added to the cover pages of registration statements on Forms S-1, S-3, S-4, S-11, and Form 10.
  - The election made in the registration statement would govern the interim financial statements required to be included in the registration statement and would determine the company’s reporting cadence under the Exchange Act until the filing of its first

Form 10-K.

– **Substance and Timing of Form 10-Q and Form 10-S**

- The Proposal would largely align the content of Form 10-S with Form 10-Q, requiring the same categories of disclosure, but presented for a six-month period rather than a quarterly period.
- Companies electing semiannual reporting would be required to file their Form 10-S within 40 or 45 days (depending on filer status) after the end of the first semiannual period, mirroring the current filing deadlines applicable to Form 10-Q.

– **Conforming Amendments to Other Regimes Contemplated**

- Recognizing that the existing federal securities framework is structured around quarterly reporting, the Proposal contemplates the need for amendments to existing regulations, including regulations of the SEC and other Federal agencies. The Proposal also acknowledges stock exchange listing standards and accounting and auditing standards, which may require amendment to reflect optional semiannual reporting, such as PCAOB auditing standards governing auditor comfort letters.
- Proposed amendments to Regulation S-X include streamlining the age of financial statements framework by consolidating existing requirements into a revised Rule 3-01, eliminating Rule 3-12, and conforming Rule 8-08. As revised, Rule 3-01 would clarify when audited annual versus interim financial statements must be included in periodic reports, registration statements, and proxy materials, and would align updating requirements with filing, effectiveness, and mailing dates (treating registration statement effectiveness and proxy mailing as the equivalent of a filing date).
- Additional proposed amendments to Regulation S-X would simplify interim financial statement updating requirements by tying inclusion in registration statements and proxy materials to the most recent quarter or semiannual period required to be filed on Form 10-Q or Form 10-S.

The Proposal acknowledges that companies electing to report semiannually may voluntarily disclose financial results more frequently through other channels (e.g., earnings releases, earnings guidance and/or conference calls), noting that such communications would still be subject to Form 8-K reporting requirements and Regulation FD.

The SEC is seeking public comment on the Proposal on or before July 6, 2026.

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