

SEC PROPOSES SIGNIFICANT OVERHAUL OF PUBLIC COMPANY FILER STATUS FRAMEWORK

KEY PROPOSED CHANGES

- LAF public float threshold raised from \$700M to \$2B
- Public float = avg of last 10 trading days of Q2
- Two consecutive years of meeting public float threshold required
- 60+ consecutive months of reporting before LAF status
- Accelerated Filer & SRC categories eliminated
- All non-LAF companies become Non-Accelerated Filers
- Non-Accelerated Filers exempt from ICFR auditor attestation
- Disclosure accommodations extended to all NAFs (no say-on-pay, scaled exec comp, fewer years of financials)
- New "Small Non-Accelerated Filer": assets ≤ \$35M for 2 yrs; extra 30 days 10-K, 5 days 10-Q

IMPACT STATISTICS

19.2%

of public companies
LAFs (vs 35.4% currently)

80.8%

of public companies
NAFs (incl. SNAFs)

17.9%

of public companies
SNAFs

NEW FILER CATEGORIES

LARGE ACCELERATED FILER (LAF)

Public float ≥ \$2B + 60 months seasoning

19.2% of public companies | **93.5% of total public float**

NON-ACCELERATED FILER

Public float < \$2B or < 60 months reporting

80.8% of public companies | **6.5% of total public float**

SMALL NON-ACCELERATED FILER

Total assets ≤ \$35M for 2 most recent years

17.9% of public companies | **22% of non-accelerated filers**

COMMENT PERIOD: Comments due by July 20, 2026

Proposed Rule: Enhancing the Public Company Reporting Framework | SEC Release No. 33-11419 | May 19, 2026