

# SEC Reporting & Compliance Alert

March 6, 2026

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## SEC Exempts D&Os of Companies in Certain Foreign Jurisdictions from Section 16(a) Insider Reporting Requirements

### Executive Summary

- **What’s new:** The SEC announced exemptions from Section 16(a) insider reporting requirements that take effect March 18, 2026, for directors and officers (D&Os) of certain foreign private issuers (FPIs) if those persons are subject to similar reporting requirements in specified jurisdictions.
- **Why it matters:** The exemptions will relieve qualifying FPI D&Os of the obligation to report their initial ownership of company equity securities and any subsequent transactions in company equity securities within two business days. The jurisdictions include Canada, Chile, the European Economic Area (including 27 EU member states), the Republic of Korea, Switzerland and the U.K. The exemptions will also relieve a burden on FPIs, which typically assist their D&Os with these types of filings.
- **What to do next:** FPIs and their D&Os will need to determine if the D&Os qualify for the exemption and whether their reporting processes can to be amended in light of the exemptions. Since the SEC signaled that FPIs in other jurisdictions may also eventually qualify for an exemption, FPIs not covered by the first set of exemptions will want to watch for any further orders from the agency.

On March 6, 2026, the Securities and Exchange Commission (SEC) issued an order exempting directors and officers (D&Os) of certain foreign private issuers (FPIs) from the insider reporting requirements of Section 16(a) of the Securities Exchange Act of 1934. Absent an exemption, those reporting obligations would apply to FPI D&Os beginning March 18, 2026. See our March 3, 2026, client alert, “SEC Insider Reporting Requirements for Directors and Officers of Foreign Private Issuers Apply Starting March 18, 2026.”

The exemptive relief is available to D&Os of FPIs that are either (i) incorporated or organized in a “qualifying jurisdiction” (listed below) and subject to a “qualifying regulation” of the same jurisdiction, or (ii) incorporated or organized in a “qualifying jurisdiction” but subject to a “qualifying regulation” of a different jurisdiction. As an illustrative example of (ii), D&Os of an FPI incorporated in Canada but subject to the insider reporting requirements of the EU would be exempt.

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**Qualifying jurisdictions** include the following:

- Canada
- Chile
- The European Economic Area (currently consisting of 27 EU member states plus Iceland, Liechtenstein and Norway)
- The Republic of Korea
- Switzerland
- The United Kingdom

**Qualifying regulations** include certain insider reporting requirements in each of the jurisdictions listed above, which can be found on pages 3 to 5 of the SEC's order.

The exemptive relief is subject to two conditions:

- A director or officer who otherwise would be subject to Section 16(a) must be required to report their transactions in the issuer's securities under the qualifying regulation to which they are subject.

- In other words, if an officer who meets the definition of a Section 16 officer under SEC Rule 16a-1(f) is not subject to any of the qualifying regulations, that officer would not be exempt from Section 16(a).
- Any report filed pursuant to a qualifying regulation must be made publicly available in English within two business days of public posting.
- The SEC's order notes that if an English version of the report cannot be filed through an appropriate regulator's (or listing venue's) online database, the report could be made publicly available on the company website.

The order also clarified that the SEC may provide further exemptive relief to the D&Os of FPIs in other jurisdictions not covered in this order if those jurisdictions have insider reporting requirements substantially similar to the Section 16(a) requirements.

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