

# Cooley

## Form SHL Due August 30: Foreign Investors' Holdings of US Securities

August 14, 2024

As part of a mandatory survey conducted by the Department of the Treasury, US-resident entities, including venture capital and private equity funds, may be required to report information regarding their non-US resident investors on the Treasury International Capital Benchmark Form SHL, which is filed every five years with the Federal Reserve Bank of New York (FRBNY). **The next filing is due by August 30, 2024, using data as of June 28, 2024.**

### Who must report

Among others, US-resident entities whose securities are owned by non-US residents must file Form SHL if:

1. The total fair (market) value of such securities is equal to or exceeds \$200 million as of June 28, 2024.
2. The FRBNY has notified the entity of an obligation to file.

Foreign ownership includes holdings by any investor that is not a resident of the United States (based on IRS Form W-8 or mailing address). US-resident organizations must consolidate their data across all their US-resident entities. For US fund managers, this means aggregating non-US investors across all US funds. The value of fund interests should exclude unfunded capital commitments.

Reportable securities include equity securities and debt securities. Securities held with a US-resident custodian, however, should be excluded, as such securities will be reported by the custodian. When a non-US entity owns or controls 10% or more of the voting securities of a US-resident entity, such holding (considered a "direct investment") generally should be excluded from Form SHL, as it would be reported on a different survey conducted by the Bureau of Economic Analysis. However, this direct investment exclusion generally does not apply to private funds. Thus, for instance, ownership in US master funds by non-US feeder funds should be included.

### What to report

Form SHL comprises two schedules. Schedule 1 primarily contains basic identifying information about the reporting entity and certain summary ownership information. Schedule 2 requires detailed information regarding the reportable securities and information about their non-US resident owners (but not the identities of such owners).

### Reporting date and submission instructions

US entities required to file Form SHL must complete their filing by August 30, 2024, using data as of June 28, 2024. To file Form SHL, US issuers must obtain a 10-digit reporter ID number (RSSD) assigned by the FRBNY. If a filer has an RSSD from a previous filing, it can reuse the RSSD. Otherwise, filers must obtain one by calling +1 212 720 6300 or +1 646 720 6300, or by emailing

Helpful links:

- [Instructions regarding Form SHL](#)
- [Form SHL](#)
- [Glossary](#)
- [Instruction guide on how to submit electronically](#)

If a filer is submitting fewer than 100 Schedule 2 records, the records may be submitted on paper. For filers submitting 100 or more Schedule 2 records, the Schedule 2 data must be submitted electronically using the Federal Reserve Reporting Central system.

## Confidentiality of data reported

Form SHL is filed on a confidential basis. Information collected by the survey will only be made available to the public on an aggregated basis such that neither the US-based filers nor their non-US resident investors can be identified.

This content is provided for general informational purposes only, and your access or use of the content does not create an attorney-client relationship between you or your organization and Cooley LLP, Cooley (UK) LLP, or any other affiliated practice or entity (collectively referred to as "Cooley"). By accessing this content, you agree that the information provided does not constitute legal or other professional advice. This content is not a substitute for obtaining legal advice from a qualified attorney licensed in your jurisdiction, and you should not act or refrain from acting based on this content. This content may be changed without notice. It is not guaranteed to be complete, correct or up to date, and it may not reflect the most current legal developments. Prior results do not guarantee a similar outcome. Do not send any confidential information to Cooley, as we do not have any duty to keep any information you provide to us confidential. When advising companies, our attorney-client relationship is with the company, not with any individual. This content may have been generated with the assistance of artificial intelligence (AI) in accordance with our AI Principles, may be considered Attorney Advertising and is subject to our [legal notices](#).

---

## Key Contacts

Stacey Song New York	stacey.song@cooley.com
Adam Fleisher Washington, DC	afleisher@cooley.com +1 202 776 2027
Eric Blanchard Boston	eblanchard@cooley.com +1 212 479 6565

---

This information is a general description of the law; it is not intended to provide specific legal advice nor is it intended to create an attorney-client relationship with Cooley LLP. Before taking any action on this information you should seek professional counsel.

Copyright © 2023 Cooley LLP, 3175 Hanover Street, Palo Alto, CA 94304; Cooley (UK) LLP, 22 Bishopsgate, London, UK EC2N 4BQ. Permission is granted to make and redistribute, without charge, copies of this entire document provided that such copies are complete and unaltered and identify Cooley LLP as the author. All other rights reserved.