

UK Reporting for Share Plans With UK Participants Due 6 July, Change of EMI Option Notification Deadline as of 6 April

April 17, 2024

The deadline is approaching for the HM Revenue & Customs (HMRC) year-end reporting requirements for companies in the UK, US and elsewhere with share options and other share awards granted to – and share acquisitions by – UK employees between 6 April 2023 and 5 April 2024. Reporting also may be required in respect of non-UK resident employees who carry out work duties in the UK.

The company must submit these annual returns by midnight (UK time) on Saturday, 6 July 2024, via the HMRC employment-related securities (ERS) online service. By such date, the company must have:

- Registered to use the service.
- Registered each plan or arrangement.
- Self-certified any UK tax-advantaged plans.
- Reported each share award grant and share acquisition related to a share award that occurred during the relevant reporting period.

If you have not yet registered to use the ERS online service, you should do so as soon as possible and by no later than 29 June 2024, as registration may take several days.

A return is still required for each plan covering UK employees, even if there have been no reportable events (e.g., no grants or option exercises) under the plan in the relevant tax year for UK reporting periods (which run from 6 April to the following 5 April), until you have notified HMRC that the plan has ceased through the ERS online service.

Online filing of annual returns for UK tax-advantaged and non-tax-advantaged plans or arrangements

The requirements catch all share options and share awards granted to – as well as shares acquired by – UK employees by reason of their employment, including participation in non-UK arrangements, such as US employee stock purchase plans (ESPPs). The requirements also cover the cancellation of existing share awards and certain other events, such as variations, lapses and sales of shares for more than market value.

A separate online return must be filed to report transactions under each registered UK tax-advantaged plan – enterprise management incentives (EMIs), company share option plans (CSOPs), save-as-you-earn (SAYE) plans and share incentive plans (SIPs) – by the 6 July 2024 deadline.

Change of EMI option notification deadline for grants made on or after 6 April 2024

For EMI options granted before 6 April 2024, HMRC must be notified by the company within 92 days of the option grant date (i.e., no change to the current notification requirements applicable to EMI options granted prior to 6 April 2024).

For EMI options granted on or after 6 April 2024, HMRC must be notified by the company by 6 July following the end of the tax year in which options are granted (i.e., by 6 July 2025 for any EMI options granted between 6 April 2024 and 5 April 2025).

Non-tax-advantaged plans or arrangements

Non-tax-advantaged plans or arrangements are referred to on the HMRC website as 'other' plans. You can choose whether to file separate returns for each arrangement or a single return covering transactions occurring under all non-tax-advantaged plans and arrangements. The returns are required to contain details of any share options that have been granted or exercised, as well as any other reportable events in relation to employment-related securities – including cancellations, variations, lapses, transactions in relation to restricted stock units (RSUs) and sales of shares for more than market value.

View [ERS annual return templates and associated HMRC guidance](#).

Penalties for noncompliance

Failure to timely file the required annual returns results in an automatic penalty of 100 pounds per plan/arrangement, and any benefits from tax-advantaged plans may be lost. Additional penalties will apply where annual returns remain outstanding on 6 October 2024 (an additional 300 pounds), and on 6 January 2025 (a further 300 pounds), with HMRC having discretion to impose further penalties in respect of any annual returns that remain outstanding after 6 April 2025.

In addition to penalties for failing to file annual returns, failure to register a tax-advantaged plan will affect the tax treatment of future participants (and additionally, in the case of CSOPs, current participants).

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Key Contacts

Paula Holland London	pholland@cooley.com +44 (0) 20 7556 4250
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Nicola Squire London	nsquire@cooley.com +44 (0) 20 7556 4506
Bethan Chalmers London	bchalmers@cooley.com +44 20 7556 4619
Jia Xie London	jxie@cooley.com +44 (0) 20 7556 4326
Alice Wong London	awong@cooley.com +44 (0) 20 7556 4438

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