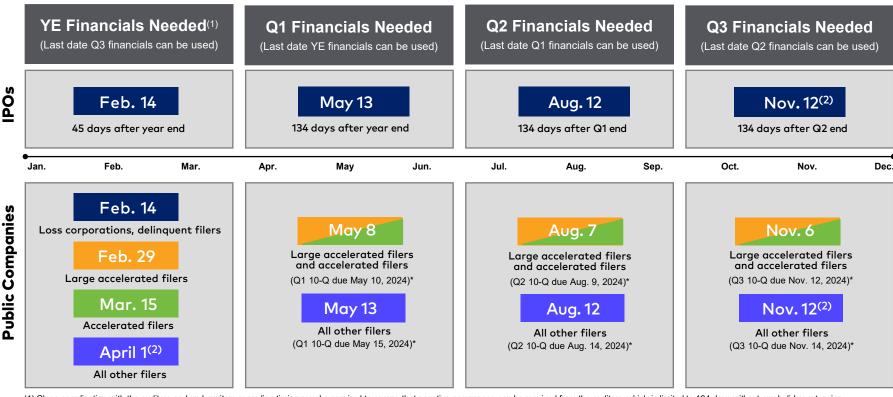
2024 Financial Staleness and Filing Guide

For December 31, 2023 Fiscal Year End

Cooley



- (1) Close coordination with the auditors and underwriters regarding timing may be required to ensure that negative assurances can be received from the auditors, which is limited to 134 days without any holiday extension.
- (2) Reflects a permitted extension to the next business day as the date would have otherwise fallen on a weekend or holiday. See Securities Act Rule 417.

* Special accommodation for timely filers

Staleness dates may not always correspond with the filing deadlines for the Form 10-Q, resulting in a potential gap period in which a company's financial statements have gone stale even though the filing deadline for Form 10-Q has not passed. If a registrant wishes to go effective during this gap period, the Securities and Exchange Commission generally provides an accommodation if the company has otherwise timely filed all Exchange Act reports in the last 12 months and will declare registration statements effective during this gap period. The staff may condition such accommodation upon confirmation that the quarterly report will be timely filed after effectiveness, and that no material trends, events or transactions have arisen after the date of the latest balance sheet included in the filing that would materially affect an investor's understanding of the registrant's financial condition and results of operations. (See FRM Section 1220.5.)

A Large Accelerated Filer has an aggregate worldwide market value of its voting and non-voting common equity held by nonaffliates (public float) of at least \$700 million as of the last business day of its most recently completed second fiscal quarter, has been subject to the reporting requirements of Section 13(a) or 15(d) of the Exchange Act for at least 12 months, has filed at least one annual report under the Exchange Act, and is not eligible to use the requirements for smaller reporting companies (SRCs) under the revenue test in paragraph (2) or (3)(iii)(B), as applicable, of the SRC definition in Rule 12b-2 under the Exchange Act (SRC revenue test). Once a company is a large accelerated filer, to lose this status, either its public float must fall below \$500 million as of the last business day of its most recently completed second fiscal quarter, or the company must become eligible to use the requirements for SRCs under the applicable SRC revenue test.

An Accelerated Filer has a public float of at least \$75 million but less than \$700 million as of the last business day of its most recently completed second fiscal quarter (or less than \$560 million, but \$60 million or more if previously a large accelerated filer), has been subject to the reporting requirements of Section 13(a) or 15(d) of the Exchange Act for at least 12 months, has filed at least one annual report under the Exchange Act, and is not eligible to use the requirements for SRCs under the applicable SRC revenue test. Once a company is an accelerated filer, to lose this status, either its public float must fall below \$60 million as of the last business day of its most recently completed second fiscal quarter, or the company must become eligible to use the requirements for SRCs under the applicable SRC revenue test.

A Loss Corporation does not reasonably expect to report income for the most recently completed fiscal year, or it did not report income in at least one of the last two fiscal years.

Determination of the filing statuses described above takes place at the end of the company's fiscal year.

Cooley

Our lawyers are available to address any questions you may have on the latest legal topics. Please direct any inquiries to your Cooley contact or any of the lawyers listed on the capital markets or public companies practice pages.

You can also contact our practice chairs directly:

Capital markets

Charlie Kim +1 858 550 6049 ckim@cooley.com
Dave Peinsipp +1 415 693 2177 dpeinsipp@cooley.com

Public companies

Jason Kent +1 212 479 6044 jkent@cooley.com Chad Mills +1 650 843 5654 cmills@cooley.com

Capital markets practice

Market leader advising issuers, investment banks and investors in equity and debt transactions that raise capital through the global public and private capital markets

cooley.com/capitalmarkets

CapitalXchange

Updates, materials and dispositions on market and industry trends and regulatory developments to provide comprehensive understanding of – and legal insight for – all things capital markets

capx.cooley.com

Public companies practice

Trusted boardroom insiders advising public companies and their boards on high-stakes, complex decisions

cooley.com/publiccompanies

Public company advisory team

Public companies' subgroup advising public companies on a wide range of matters related to securities laws and disclosure obligations

cooley.com/PCAT

Public Company Innovation Hub

Resources for forward-thinking board members and leaders of US-listed public companies

cooley.com/hub/pubco