Davis Polk

# SEC Requests Comments on Subpart 400 of Regulation S-K, Including Governance and Executive Compensation Disclosures

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The SEC released an 8-page request for comments to ask for input on Subpart 400 of Regulation S-K, including Item 401 (director and officer information), Item 402 (executive compensation), Item 404 (related person transactions) and Item 407 (corporate governance disclosures).

In contrast to the over 300-page Regulation S-K concept release issued earlier this year (see Davis Polk's comment letter here), which contained detailed discussions and alternative proposals, this simple release reiterates the requirement under the FAST Act for the SEC to examine Regulation S-K generally and (a) determine how best to modernize and simplify the disclosure in a way that provides material information while reducing costs for issuers; (b) figure out how to permit a company-specific approach that still allows comparability of information across issuers and avoids boilerplate and (c) evaluate how disclosure is presented to discourage repetition and immaterial information.

This release explains why it is substantially different from the prior concept release by noting that the concept release covers rules that have changed little since they were first adopted and are often the foundation of the disclosures investors look to when making investment decisions. In contrast, at least the executive compensation and governance disclosures in Subpart 400 were last reviewed and amended in 2006 and 2009, respectively.

Comments are due 60 days after publication in the Federal Register.

**If you have any questions regarding the matters covered in this publication, please reach out to any of the lawyers listed below or your usual Davis Polk contact.**

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