

Two Quick Reminders for the Proxy Season

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As many of you prepare to file your proxy statements this month, two quick reminders on new developments to keep in mind:

- There is no longer a requirement to send the SEC hard copies of the company's annual report that accompanies the proxy statement if you post the report on the company's website, and keep the report on the website for at least a year. [See our prior post](#) on the CDI issued in November of last year.
- Companies including a say-on-frequency vote in their proxy statements should remember to announce publicly the board's decision on the frequency selected after the meeting. Most companies will likely make this disclosure in the Item 5.07 8-K that includes all of the vote results from the meeting. A company may instead amend its 8-K to include this information, which is due the earlier of 150 days after the annual meeting and 60 days before the shareholder proposal deadline for the 2018 meeting. Failure to file the required 8-K can cost a company its S-3 eligibility.

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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