

NYSE Letters to Domestic and Foreign Listed Companies Remind Issuers of Key

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The NYSE has [posted](#) its annual letters to its [domestic](#) and foreign listed [companies](#) on its website, with timely reminders of several key annual meeting deadlines and important regulations for U.S. companies, including:

- Broker search cards must be sent at least 20 business days before the record date for annual meetings (10 calendar days for special meetings);
- Notification to the Exchange at least 10 calendar days in advance of all record dates set for any purpose. Any changes will require another 10-day notice;
- Recommendation of a 30-day interval between the record date and meeting date
- Three copies of proxy materials must be sent to the Exchange when they are first sent to shareholders; and
- Annual CEO affirmations are due 30 days after the annual meeting, and interim affirmations are required within 5 business days after the triggering event.

In addition, the letter reminds companies of the Exchange's recent changes to the compensation committee independence standards, its timely alert policy, and transactions requiring supplemental listing applications and shareholder approval, especially those that may affect voting rights. Companies are strongly encouraged to use [egovdirect.com](#), the Exchange's complementary website, for notification such as the reporting of dividends, shareholders' meetings and shares outstanding; submission of news releases; and changes to directors and officers. According to the letter, the website enables companies to compare their corporate governance programs against any subset of their NYSE-listed peers and also includes a Director Lookup feature, which allows companies to easily access a full list of directors from public and non-public companies, which may be helpful in recruiting.

The Exchanges' letter to foreign private issuers contain much of the same reminders with respect to record dates, submission of proxy materials, written affirmations, supplemental listing applications, the use of [egovdirect.com](#) and the Exchange's timely alert policy. Foreign listed companies that do not distribute proxies in accordance with U.S. rules are also reminded of the requirement to post a prominent undertaking on its website to provide all holders the ability, upon request, to receive a hard copy of the complete audited financial statements free of charge and to issue a press release announcing the annual report filing, including the company's website address and alerting shareholders how to receive a free copy of the audited financial statements.

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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