

For instructions on how to ensure receipt of our emails, please [click here](#). Thank you!



CAQ Alert #2011-23 December 20, 2011

DEAR CENTER MEMBERS

SEC Limits Policy Regarding the Non-Public Submission of Initial Registration Statements by FPIs

The Securities and Exchange Commission (SEC) [announced](#) on December 8, 2011, that the Division of Corporation Finance will limit its policy with respect to the non-public submission of initial registration statements by foreign private issuers (FPIs). Effective immediately, the SEC staff will review initial registration statements of foreign issuers that are submitted on a non-public basis only where the registrant is:

- (1) A foreign government registering its debt securities;
- (2) A foreign private issuer that is listed or is concurrently listing its securities on a non-U.S. securities exchange;
- (3) A foreign private issuer that is being privatized by a foreign government; or
- (4) A foreign private issuer that can demonstrate that the public filing of an initial registration statement would conflict with the law of an applicable foreign jurisdiction.

In addition, shell companies, blank check companies and issuers with no or substantially no business operations will not be permitted to use the non-public submission procedure.

In its announcement, the SEC stated that non-public submissions that do not come within one of the above categories and that were received by the staff before December 8 will continue to be reviewed by the staff without a public filing. Subsequent amendments of those submissions, whether in response to comments issued by the staff or otherwise, must be filed on the EDGAR system. The SEC also stated that circumstances may develop in which the staff will request a foreign issuer to publicly file its registration statement even though it comes within the general parameters of the policy.

This announcement represents a change in the SEC's previous policy which allowed FPIs and foreign governments to submit initial drafts of registration statements on a confidential basis, permitting the staff to review and comment on disclosure, and the issuer to respond to staff comments, before a public filing is made through the EDGAR system.

Please note that this summary is intended as general information and should not be relied upon as being definitive or all inclusive. The CAQ encourages member firms to refer to the SEC [announcement](#) in its entirety.

Sincerely,

Center for Audit Quality

Visit our [Technical Inquiry Resource](#)

Inquiries Regarding this Alert: 1-888-817-3277 or center@thecaq.org

Stay Informed

As a member of the CAQ, you will receive timely communication of regulatory and legislative developments including technical updates of important activities related to standard-setters and others in the public company auditing environment, either through *CAQ Alerts* or the *CAQ Public Policy Monitor*. To stay abreast of these and other relevant public company auditing matters, please visit the CAQ Web site at www.thecaq.org and <http://www.aicpa.org/InterestAreas/CenterForAuditQuality>. We continue to welcome your feedback. Questions and comments regarding alerts or other CAQ matters, can be emailed to center@theCAQ.org.

©2011 Center for Audit Quality. All Rights Reserved. CAQ Member and CAQ Associate Member firms may use and distribute CAQ Alerts for internal, non-commercial purposes. No part may be otherwise reproduced, stored in a retrieval system, or transmitted in any form or by any means (electronic, mechanical, photocopying, recording, scanning or otherwise), without the written permission of CAQ. Requests to CAQ should be addressed to: 1155 F St. N.W., Suite 450, Washington D.C. 20004, or emailed to: info@thecaq.org.

The logo for the Center for Audit Quality features the text "CENTER FOR AUDIT QUALITY" in white, uppercase letters on a dark blue rectangular background. This central element is flanked by two sets of three horizontal blue lines of varying lengths, creating a symmetrical, stylized design.

CENTER FOR AUDIT QUALITY