A Summary of the SEC's Avalanche of Regulatory Proposals

By Jeff Haughey
September 1, 2026

By now, many of you have heard of a number of SEC proposals that have the potential to enhance capital formation in the U.S. and simplify the reporting process. In addition to these proposals, the SEC has designated a number of other proposed rule amendments in its Reg Flex Agenda that would further enhance these goals with an estimated proposal issue date as early as October of this year. There is no guarantee that any of the amendments to be proposed will be so issued by October. Regardless, public companies, their securities counsel, and their accountants will be very busy with this avalanche of proposals well into next year. Hopefully, the final rules will have the desired effects.

This Alert summarizes the proposals that will impact most public companies.

I. Rules Already Proposed by the SEC

A. Semi-Annual Reporting (comment period expired)

On May 5, 2026, the SEC announced a proposed rule that would give public companies the option of filing semi-annual reports rather than traditional quarterly reports. Form 10 S would generally require substantially the same categories of disclosure currently included in Form 10 Q, but on a six-month basis.

As proposed, companies reporting semi-annually would be required to include interim financial statements prepared in accordance with U.S. GAAP. Narrative disclosures would address performance and trends over a semi-annual period. If the rule were adopted, semi-annual reports on Form 10-S would be due within 40 or 45 days after the end of the first semi-annual period of the fiscal year, depending on the company's filer status.

Notwithstanding the large number of negative comments received by the SEC, there is a fair chance this rule will be finalized this year and go into effect next year. Those companies that choose to adopt semi-annual reporting are expected to voluntarily continue to issue earnings releases and hold earnings calls every quarter.

B. Filer Status (comment period expired)

On May 19, 2026, the SEC proposed rule and form amendments that would extend current disclosure scaling and other accommodations to most public companies; grant the smallest public companies extended deadlines to file their periodic reports; and simplify the public reporting company filer status framework.

SEC rules currently categorize public companies into five different compliance buckets. The proposal, if adopted, would raise the Large Accelerated Filer threshold from $700 million to $2 billion in public float, reserving the most demanding disclosure rules and reporting deadlines for the largest public companies.

According to the SEC's Fact Sheet, other highlights include:

- Requiring that the public float threshold be met two years consecutively so that a one-year swing alone does not change filer status.
- Requiring at least 60 consecutive calendar months of reporting before a company can become a large accelerated filer.
- Eliminating the categories of accelerated filer and smaller reporting company filer so that all companies that are not large accelerated filers simply become non-accelerated filers. Non-accelerated filers would not be required to obtain an auditor's attestation on a company's internal control over financial reporting.
- Extending to all non-accelerated filers the same disclosure scaling and other accommodations currently available to smaller reporting companies and emerging growth companies. This includes no say-on-pay or say-when-on-pay shareholder advisory votes, scaled executive compensation disclosure (including no pay versus performance disclosure), and fewer years of financial statements (with reduced presentation requirements).
- Establishing a new sub-category of small non-accelerated filers for companies with total assets of $35 million or less for the two most recent years. Small non-accelerated filers would have an additional 30 days to file Form 10-K annual reports and an additional five days to file Form 10-Q quarterly reports.

C. Registered Offering Reform (comment period expired)

Also on May 19, 2026, the SEC proposed reforms to the registered offering process that are intended to encourage public capital formation by increasing efficiency, flexibility, and cost savings for public companies, while making it easier for broker-dealers to provide research coverage for a broader universe of public companies and maintaining robust investor protections.

According to the SEC's Fact Sheet, the proposed amendments would:

- Revise Form S-3's eligibility criteria to enable a greater number of public companies to conduct shelf offerings, which allow quicker access to the public capital markets.
- Extend registration and offering communication flexibilities, many of which currently are reserved only for "well-known seasoned issuers," to a broader set of issuers.
- Preempt state securities law registration and qualification requirements for all registered offerings.
- Modernize Form S-1 by expanding the ability to incorporate information by reference into that form.

- The SEC also proposed to amend the form's instructions to provide that an issuer would remain Form S-3 eligible notwithstanding an untimely filing having been made during the relevant lookback period so long as: (a) the filing was made within seven calendar days of the original due date, and (b) the issuer made only one untimely filing during the relevant lookback period.

D. Rescind Climate Disclosure Rules (comment period expired)

On May 29, 2026, the SEC also proposed to rescind the climate disclosure rules approved in 2024 in their entirety because they exceed the scope of the agency's statutory authority.

E. E-Delivery Proposal (comment period expires on September 21, 2026)

On July 16, 2026, the SEC proposed an e-delivery approach that includes requirements and conditions under which required information could be delivered electronically without first obtaining affirmative consent. It generally would supersede the Commission's decades-old, guidance-based e-delivery approach and provide savings to issuers, market intermediaries, and, ultimately, investors, in paper, printing, and postage costs.

For materials that do not contain personal financial information (PFI),public companies would be permitted to deliver the materials directly to an electronic address, such as via email attachments, documents embedded in emails, or a similar direct electronic transmission.

Reg E-Delivery generally would disallow direct email delivery for materials containing PFI. Instead, public companies would be permitted to send a statement notifying recipients that materials are available through a secure website after completion of a process reasonably designed to protect PFI (e.g., password authentication). This approach also could be used for materials that do not contain PFI.

Public companies generally would be required to:

- provide prominent disclosure regarding electronic delivery;
- permit recipients to opt out at any time;
- provide paper copies upon request free of charge;
- permit recipients to update their electronic address without charge;
- maintain written procedures to identify and remediate failed electronic deliveries;
- maintain website availability standards for electronically delivered materials; and
- comply with specified content, timing, and formatting requirements for electronic communications.

The proposal includes a transition process for investors and others who are currently receiving regulatory information in paper format. These recipients would receive two paper notices regarding the transition to e-delivery under the rule, which would provide information about the upcoming transition and the ability to opt out of e-delivery.

F. Sale of Crypto Assets (comment period expires on October 20, 2026)

On August 18, 2026, the SEC proposed new rules, titled "Regulation Crypto Assets," that would create a clear and fit-for-purpose framework for certain investment contracts involving crypto assets.

According to the SEC's Fact Sheet, the proposed rules include two exemptions from the registration requirements of the Securities Act of 1933 specifically tailored to certain investment contracts involving crypto assets. The first is a one-time exemption that would permit offerings of up to $5 million during a four-year period. The second exemption would permit offerings of up to $75 million during each 12-month period. Under both exemptions, issuers would be required to make certain principles-based narrative disclosures available to their investors. In addition, issuers under the second exemption would be required to provide financial statements and be subject to ongoing reporting requirements.

The proposed rules also include a conditional safe harbor from the term "investment contract" in the definitions of "security" in the Securities Act of 1933 and the Securities Exchange Act of 1934. If the conditions of that proposed safe harbor are satisfied, then a crypto asset would be deemed not to be subject to an investment contract for purposes of those definitions of "security." In addition, the proposed rules would preempt state securities law registration and qualification requirements with respect to offers and sales of securities issued pursuant to an exemption in Regulation Crypto Assets, as well as certain secondary market transactions.

II. Rules Anticipated to be Proposed Pursuant to the Current Reg Flex Agenda

A. Shareholder Proposals Under Rule 14a-8

On August 14, 2026, the Division of Corporation Finance (Corp Fin) announced that it has determined to discontinue responding to Rule 14a-8 no-action requests entirely, including those submitted under Rule 14a-8(i)(1), effective immediately. It also will no longer respond to notices filed under Rule 14a-8(j) with a letter indicating that it will not object if a company omits a proposal from its proxy materials. Companies will continue to be required under Rule 14a-8(j) to submit notices to the Commission containing the information required by the rule when they intend to exclude shareholder proposals from their proxy materials.

B. Amendments to Certain Proxy Rules (aka Proxy Solicitation Modernization)

Corp Fin is considering asking the Commission to propose amendments to modernize certain rules regarding the proxy solicitation process, including certain filing and procedural requirements relating to proxy solicitations and shareholder meetings, to reduce costs and compliance burdens. It is speculated that this initiative may address longstanding operational issues in the proxy system, including the objecting beneficial owner (OBO) and nonobjecting beneficial owner (NOBO) framework, shareholder communications, and other aspects of proxy distribution and processing.

C. Rule 144

Corp Fin is considering recommending that the Commission repropose amendments to Rule 144, a non-exclusive safe harbor that permits the public resale of restricted or control securities if the conditions of the rule are met, to increase instances in which the safe harbor would be available.

D. Exempt Offerings

Corp Fin expects to recommend that the Commission propose rule amendments to facilitate capital formation and simplify the pathways for raising capital for, and investor access to, private businesses, including potential amendments to the definition of accredited investor.

E. Disclosure Practices

Corp Fin expects to propose rule amendments to rationalize disclosure practices to facilitate material disclosure by companies and shareholders' access to that information. Considering the number of likely amendments to Reg S-K, it seems likely that this will not come about until mid-2017.

F. Executive Compensation Disclosure

Corp Fin is proposing rule amendments to Item 402 of Regulation S-K to rationalize executive compensation disclosure requirements. On August 26, 2026, the SEC submitted a rule proposal titled “Executive Compensation Disclosure Reform” to the White House’s Office of Information and Regulatory Affairs (OIRA).

The SEC signaled that it was considering potential changes to the executive compensation disclosure rules by holding a roundtable on executive compensation disclosure requirements on June 26, 2025.

A consistent theme throughout the roundtable was the complexity of the compensation tables and the required methodologies for reporting the required information. During the roundtable, the panelists considered the concept of materiality, including whether executive compensation information is material to investors. Among the other topics that were addressed were the use of principle-based disclosure requirements versus prescriptive disclosure requirements, pay versus performance disclosure requirements, the mandatory clawback requirements, and the CEO pay ratio disclosure requirements.

It’s unlikely for any such rule changes to take effect for the 2027 proxy season, but the SEC appears to be moving rapidly on this topic.

G. Enhancing Retail Exposure to Private Markets

Corp Fin is considering recommending that the Commission propose amendments to existing rules and/or propose new rules under the Investment Advisers Act of 1940 and the Investment Company Act of 1940 to better facilitate retail investor exposure to private markets through registered investment companies and to allow investment advisers to charge performance fees to an expanded set of clients.

H. Definition of Dealer and Regulatory Status of Finders

Corp Fin is contemplating amendments regarding the scope of, and exceptions from, the term "dealer.” It is also considering proposing new rules concerning the regulatory status of "finders" for purposes of Section 15(a) of the Exchange Act.

Clearly, these proposals will require careful consideration for some time to come.

Jeffrey T. Haughey is an attorney in GableGotwals' Corporate & Securities Law Group. For assistance, please contact your GableGotwals attorney or a member of our Corporate & Securities Team.

Jeffrey T. Haughey
918-595-4837
jhaughey@gablelaw.com

This article is provided for educational and informational purposes only and does not contain legal advice or create an attorney-client relationship. The information provided should not be taken as an indication of future legal results; any information provided should not be acted upon without consulting legal counsel.