



# Handbook for Preparing Sec Annual Reports and Proxy Statements

*Lawrence D. Levin, Adam R. Klein*

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The 2007 proxy season was impacted by significant new disclosure requirements for executive and director compensation, related party transactions, director independence and other governance matters. Although the 2008 proxy season should be less burdensome, new guidance from the SEC along with a few new rules will impact preparations for 2008 annual meetings. Executive compensation will continue to be the main focus for 2008 annual meeting disclosures. During 2007, several hundred companies received comment letters from the SEC regarding their executive compensation and related disclosures, and in October 2007, the SEC reported that it had completed its review of such disclosures of over 350 public companies. The SEC noted that two principal themes emerged from this review. First, the Compensation Discussion and Analysis needs to be focused on "how and why" a company arrives at specific executive compensation decisions and policies. Second, the SEC staff wants improvement in how compensation disclosures are presented, including the use of plain English and improved organizational techniques such as the use of executive summaries and tables and charts. In addition, under the SEC's new e-proxy rules, large accelerated filers will need to determine whether to proceed with delivery under the "notice and access" model, which will mean new disclosures and new deadlines for completion of their proxy statement. New rules and interpretive guidance regarding management's report on internal control over financial reporting will also require careful scrutiny. Finally, companies will want to carefully scrutinize shareholder proposals in light of the SEC's November 2007 amendment to Rule 14a-8(i)(8). This amendment clarifies that companies may omit from their proxy materials any proposal that relates to a nomination or an election for membership on the company's board of directors or a procedure for such nomination or election

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