

Technical Form Updates to Form 8-K and Form 10-K

Below is a description of recent technical updates to Form 8-K and Form 10-K.

Form 8-K

- Item 2.01
 - Added: “or the acquisition or disposition of a significant amount of assets that constitute a real estate operation as defined in § 210.3-14(a)(2)”
- Item 2.01 Instructions
 - 4(ii) added: “The acquisitions of a business encompasses the acquisition of an interest in a business accounted for by the registrant under the equity method or, in lieu of the equity method, the fair value option; or”
 - 4(iii) added: “in the case of a business development company, if the amount paid for such assets exceeded 10 percent of the value of the total investments of the registrant and its consolidated subsidiaries.”
 - Changed
 - From: “Acquisitions of individually insignificant businesses are not required to be reported pursuant to Item 2.01 unless they are related to the business (see 17 CFR 210.3-.05(a)(3)) and are significant in the aggregate.”
 - To: “The aggregate impact of acquired businesses are not required to be reported pursuant to this Item 2.01 unless they are related businesses (see CFR 210.3-05(a)(3)), related real estate operations (see 17 CFR 210.3-14(a)(3)), or related funds (see CFR 210.6-11(a)(3)) and are significant in the aggregate.”
 - Instruction 5(i) added: “or funds” to items to pay attention to for filing
- Item 2.03
 - Added definitions for (c)(1) & (3): long-term debt obligation and operating lease obligation
 - (c)(2): changed from “capital lease obligation” to “finance lease operation” and added definition
 - (d) added definition for “off-balance sheet arrangement”
 - Added (d)(1)-(4): instances where a registrant must disclose an off-balance sheet agreement
- Item 9.01
 - (a)
 - (1) requires additional financial statements of businesses or funds acquired- added:
 - “or fund acquisition”
 - “and any applicable supplemental information”
 - “Rule 3-14 of Regulation S-X (17 CFR 210.3-14)”
 - “or Rules 8-04 or 8-06 of Regulation S-X (17 CFR 210.6-11)”
 - “or of the fund acquired specified in Rule 6-11 of Regulation S-X (17 CFR 210.6-11)”

- (2) added: “unless required by Rule 6-11 of Regulation S-X (17 CFR 210.6-11)”
 - (3) deleted
 - (4)
 - Became (a)(3)
 - Added “Financial statements required by this item may be filed with the initial report”
 - (b)
 - (1)
 - Changed word furnish to file
 - Added: “unless it involves the acquisition of a fund subject to Rule 6-11 of Regulation S-X (17 CFR 210.6-11)
 - (2) changed to “paragraph (a)(3)” from (a)(4)
 - (c) changed reference to (a)(3) from (a)(4)
- 9.01 Instructions
 - Added requirements for financial statements to be declared effective
 - Added: Rule 3-14, Rule 6-11, Rule 8-04, and Rule 8-06 of Regulation S-X (17 CFR 210.3-14, 210.6-11, 210.8-04, 210.8-6)
 - Added additional rules for required offerings where purchasers are not accredited investors until the audited financial statements are filed
 - Added: Rule 6-11, Rule 8-04, and Rule 8-06 of Regulation S-X (17 CFR 210.6-11, 210.8-04, and 210.8-06)

Form 10-K

- General Instructions
 - (G)(4): deleted sentence 2
 - Deleted: “However, the registrant’s attention is directed to Rule 12b-23(e) (17 CFR 240.12b-23(e)) regarding the specific disclosure required in the report concerning information incorporated by reference.”
 - (I)(2)(a) change reference to Item 6 from Item 7
 - (J)(1)(g) now [RESERVED]; was Item 6
- Part I
 - Item 1A: changed to factors described in Item 105; was Item 503(c)
- Part II
 - Item 6 now [RESERVED] was Selected Financial Data
 - Item 8
 - (a)
 - Change in term- File from Furnish
 - Added exceptions: § 210.3-14, § 210.6-11, § 210.8-04, § 210.8-06
 - Added Item 9(C). Disclosure Regarding Foreign Jurisdictions that Prevent Inspections.
- Part III
 - Item 10: deleted Instructions
- Deleted Supplemental Information Section following Signatures