

Lexis® Securities Mosaic®

SEC Forms Guide

Disclosure in the SEC EDGAR® filings can seem anomalous, vast, and ever-changing, and often adds up to messy data that is tricky to navigate. Lexis Securities Mosaic presents a guide with relevant and concise information on some of the form types that are most common, valuable, or widely known.

	Form Type	Description	Noteworthy
Annual Reports	10-K	Sums up the year's business, including risk factors, financials, business descriptions, MD&A, and information on executives, officers, and beneficial owners. Exhibits may include amended bylaws or articles of incorporation, subsidiaries, and agreements.	Item 11 of the 10-K discloses executive compensation, often in a chart-like format.
	10-K405	Discontinued in 2002, this is a standard 10-K, except that the filer checked a box indicating their failure to comply with Rule 405 of Regulation S-K (requiring the timely submission of insider filings).	Until 2002, nearly one-third of all 10-Ks were filed as 10-K405s.
	10-KSB	SB stands for "Small Business." This scaled-back 10-K was discontinued in March 2009. All public U.S. companies, regardless of size, now file the standard 10-K.	Among the requirements for classification as a "small business": neither annual revenue nor outstanding stock may exceed \$25 million.
	20-F	The equivalent of the 10-K for non-U.S. filers. Occasionally (2 – 3% of the time), the 20-F form type can be used as a registration statement, appearing as a 20FR12B or a 20FR12G.	20-F filers do not file proxy statements; proxy solicitations are handled via the 20-F itself.
	40-F	The equivalent of the 10-K for certain Canadian filers. Occasionally (2 – 3% of the time), the 40-F form type can be used as a registration statement, appearing as a 40FR12B or a 40FR12G.	Certain Canadian filers—e.g., those whose public float is less than U.S. \$75 million—may file the 20-F instead of the 40-F.
Quarterly Reports	10-Q	Report for each of a company's first three fiscal quarters. Includes unaudited financial statements, providing updates on the organization's financial position during the year.	To be filed no more than 45 days after the close of the fiscal quarter.
	DEF 14A	The standard Definitive Proxy Statement filed by or on behalf of a registrant for matters that require a shareholder vote, in conjunction with annual or special shareholder meetings. Variants include DEFA14A, DEFR14A, and DEFM14A (see below).	If Definitive Proxies pertain to a regularly scheduled annual shareholder meeting, then they are not typically preceded by a Preliminary Proxy Statement.
Proxies	DEFM14A	This variant of the Definitive Proxy Statement is specifically concerned with proposed mergers (hence the "M" in the form type name). If a merger or acquisition requires a vote by shareholders, this form is filed.	This can be a rich source of information on merger activity. Includes the Board of Directors' recommendation for the proposed merger, often with detailed reasons.
	DEF 14C	A definitive "information statement" furnished to vote-holding shareholders in non-voting situations. Important variants of this form, mirroring those of Schedule 14A proxies, provide specific information on proposed mergers/acquisitions (DEFM14C), contested solicitations (DEFC14C), and additional information (DEFA14C).	If a vote is ultimately required, a DEF 14A proxy will typically follow the DEF 14C.
	PRE 14A	The standard Preliminary Proxy Statement. This document, a sort of preview to an upcoming Definitive Proxy Statement, is typically required only when a special meeting of shareholders (as opposed to an annual meeting) is called. Variants include PREC14A, PREM14A, and PREN14A.	Preliminary Proxy Statements typically mirror their corresponding Definitive Proxy Statements exactly, except for certain blank lines to be filled in later.

	Form Type	Description	Noteworthy
Insider Reports	3	This “initial statement of beneficial ownership” is triggered when a company brings on a new director or executive officer, or when a major shareholder passes the 10% beneficial ownership threshold. The percentage measures an individual’s holdings of any class of the filer’s registered equity securities.	Beneficial owners who are not “insiders”—i.e., outside investors—are not subject to insider filing requirements, but may be required to file Schedule 13D or 13G.
	4	Triggered by changes in insider ownership. Updates Form 3 disclosures by detailing a beneficial owner’s stock acquisitions and dispositions.	Form 4 and 5 disclosures include share prices in addition to the number of shares owned.
	5	A recap of an individual’s beneficial ownership for the previous fiscal year. This form updates Form 3 and is applicable to directors, officers, and 10% beneficial owners.	Electronic submissions of Forms 3, 4, and 5 did not become mandatory until June 2003, following the passage of the Sarbanes-Oxley Act.
Registration Statements	S-1	The primary or baseline registration statement, filed by U.S. companies going public or having been public for less than three years. Announces the filer’s intention to offer securities, and includes a detailed preliminary prospectus describing the company and its stock.	This is often the first SEC filing made by a U.S. public company. Along with the F-1, it’s the place to look for IPOs.
	S-3	The short form of the registration statement. Only companies that have already filed an initial registration statement (such as an S-1), and have been filing for at least 12 months prior, may file the S-3. Securities offered on a delayed basis—i.e., shelf offerings—can be registered with this form type.	Asset-backed and mortgage-backed securities are typically offered in an S-3.
	S-3ASR	ASR stands for Automatic Shelf Registration, in which an unspecified amount of securities are registered but then put on the “shelf” for later issuance. The registration becomes effective immediately and automatically, without review by the SEC.	Only Well-Known Seasoned Issuers (WKSIs), as defined by Rule 405 of the ‘33 Act, are eligible to use this form.
	S-4	When a merger or business combination results in the offering of securities, it must be registered with the SEC. The form type typically used is the S-4. This can be a good source of merger and acquisition information.	The S-4 is the most frequent vehicle for debt securities.
	S-8	The registration of securities offered by a company to its employees as part of a benefit plan or performance incentive plan. As such, it is almost always an equity security offering.	This is the most frequently filed registration statement.
	S-11	Used to register securities of Real Estate Investment Trusts (REITs). S-11s could still be submitted in paper format as recently as 2002.	More often than not, S-11 offerings exceed \$1 billion.
	F-1	The primary registration form for securities of Foreign Private Issuers (FPIs). Broadly speaking, FPIs must be incorporated outside the U.S.; have predominantly (50%+) non-U.S. assets, shareholders, executive officers, and directors; and have their business administered primarily outside the U.S.	As of 2003, asset-backed securities may not be registered via Form F-1.
	F-3	The short form of the F-1. Only Foreign Private Issuers that have already filed an initial registration statement (such as an F-1), and have been filing for at least 12 months prior, are eligible to file the F-3. Securities offered on a delayed basis—i.e., shelf offerings—can be registered with this form type.	Mortgage-backed securities may not be registered via Form F-3.
	10-12b	When a new company is created as the result of a spin-off from an existing public company, the resulting stock registration is filed via this form.	Unlike most Registration Statements, 10-12b and its cousin 10-12g fall under the Act of ‘34, not the Act of ‘33.
	10-12g	Often referred to simply as a “Form 10” registration, the 10-12g is mandatory when a new class of stock is offered by a company whose total assets exceed \$10 million and shareholders exceed 750. However, any company, public or not, may voluntarily submit this filing.	A shell company created for the purpose of an eventual reverse merger typically files this form to initially register.

Any of the above form types may be followed by /A (for example, F-3/A), denoting an amended version.

	Form Type	Description	Noteworthy
Prospectus Supplements	424B	Supplements the preliminary prospectus, filed as part of a not-yet-effective Registration Statement. Once it is declared effective, additional information (including effective date and price of securities) is offered in any of the various Rule 424B filings. The most common are 424B2, 424B3, and 424B5.	Sometimes called the Final Prospectus, though this can be misleading: information in a 424B filing may still be subject to revision.
	8-K	Notifies shareholders and the SEC of a significant event or change to the company. Such events include bankruptcy, delisting, hiring or firing of an executive, the incurring of a significant debt or material impairment, and the revision of company bylaws or code of ethics.	The 8-K is often the best source for information on M&A activity.
Current Reports	6-K	The equivalent of the 8-K for certain Foreign Private Issuers, though disclosure requirements vary depending on the filer's country of domicile and/or stock exchange.	Filers of 6-Ks file their Annual Reports either as a 20-F or 40-F form.
	SC TO-C	If an accepted offer would result in a party's owning more than 5% of a class of the target company's securities, then that party must file a Schedule TO. The "C" stands for "Communication," referring to communication made by a subject company with respect to a proposed or planned offer.	May be filed separately, or as part of a Form 8-K. Regardless of what company makes the filing, the document will be indexed under the target, or subject, company.
Trade Offers	SC TO-I	The "I" stands for "issuer"—the filing company itself. An Issuer Tender Offer, also called a Self-Tender Offer, is used by a company to repurchase its own securities.	This transaction, if completed, often results in the company recapitalizing itself, or even going private.
	SC TO-T	The "T" stands for "Third Party," reflecting that someone other than the issuer or stockholder—an external bidder—is tendering the offer.	SC TO-T can be "unsolicited," meaning the target company's Board is not consulted, and shareholders are appealed to directly.
	SC 14D9	When a tender offer is made, the target company must file a response. Companies are obligated to disclose their position with respect to the offer no later than ten business days after the commencement of the offer.	A variant of this form, SC 14D9C, is filed when the communication is made prior to the commencement of the tender offer.
Beneficial Ownership	SC 13D	Sometimes called the "Beneficial Ownership Report." Triggered by a change in ownership breakdown among individuals or entities who hold at least 5% of the outstanding stock of a company and who are not insiders. Includes the initial crossing of that 5% threshold.	Includes situations where individuals acquire a public company's shares with the intent to exercise some control over it. At the extreme, this filing can be the sign of an attempted hostile takeover.
	SC 13G	This short form of the Beneficial Ownership Report is for "passive" or institutional investors whose ownership portions do not exceed 20%. "Passive" means they do not seek to influence control over the company; their only goal in acquiring shares is to invest or sell them.	The status of a beneficial owner as "passive" is subject to change. If an investor begins to exert some influence or control over a company, then SC 13D must be filed instead.
	SC 13E3	Filed when a publicly traded company goes private, or when the completion of a transaction such as a merger, acquisition, tender offer, asset sale, or reverse stock split would have the effect of rendering a public company private.	This schedule is often followed by the filing of Form 15 (to terminate registration of a class of securities) and/or Form 25 (to delist).
Other Forms	13F-HR	Usually referred to merely as Form 13-F; the HR stands for "Holdings Report." Institutional investment managers who manage more than \$100 million in securities are required to disclose their holdings in this quarterly filing.	Hedge funds, not subject to most SEC filing requirements, may be required to file Form 13F-HR.
	425	Discloses correspondence relating to a proposed merger or other business combination transaction. Often takes the form of a press release or similar public announcement.	May be filed separately, or as part of Form 8-K.

This guide is by no means comprehensive and is for informational purposes only. It is not intended to constitute legal or investment advice. Readers should independently verify all information provided.