ShineWing TY TEOH is a leading regional chartered accountants, tax, transfer pricing, valuation and consulting firm.

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SEC reporting requirements and filing deadlines differ based on a company's filer category and issuer status. Understanding the distinctions between U.S. Domestic Issuers and Foreign Private Issuers (FPIs) is essential for maintaining compliance with applicable SEC reporting obligations.

1. Large Accelerated Filer

Definition

A company is a **Large Accelerated Filer** if it:

1. Has a **public float of US$700 million or more;**
2. Has been subject to SEC reporting requirements for at least **12 calendar months;**
3. Has filed at least **one annual report (Form 10-K);** and
4. Is not eligible as a smaller reporting company under certain SEC tests.

Public Float

Public float means:

The aggregate worldwide market value of voting and non-voting common equity held by non-affiliates (public shareholders).

Usually calculated as:

Share price × publicly held shares

Measured on the last business day of the company’s second fiscal quarter.

Filing Deadline for U.S. Domestic Issuer

- **Form 10-K:** within **60 days** after fiscal year-end
- **Form 10-Q:** within **40 days** after quarter-end

2. Accelerated Filer

Definition

A company is an **Accelerated Filer** if it:

1. Has a **public float of US$75 million to less than US$700 million;**
2. Has been reporting with the SEC for at least **12 months;**
3. Has filed at least one annual report; and
4. Does not qualify as a Large Accelerated Filer.

Filing Deadline for U.S. Domestic Issuer

- **Form 10-K:** within **75 days** after fiscal year-end
- **Form 10-Q:** within **40 days** after quarter-end

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3. Non-Accelerated Filer

Definition

A company is a **Non-Accelerated Filer** if it:

1. Has a **public float below US$75 million,** OR
2. Does not yet meet the SEC reporting history requirements for accelerated filer status.

This category commonly includes:

- Newly public companies
- Small-cap issuers
- Early-stage issuers

Filing Deadline for U.S. Domestic Issuer

- **Form 10-K:** within **90 days** after fiscal year-end
- **Form 10-Q:** within **45 days** after quarter-end

4. Summary Table

Category	Public Float	10-K Deadline	10-Q Deadline
Large Accelerated Filer	≥ US$700M	60 days	40 days
Accelerated Filer	US$75M – < US$700M	75 days	40 days
Non-Accelerated Filer	< US$75M	90 days	45 days

Filing Deadline for Foreign Private Issuer (FPI)

Current SEC Rule: Most FPIs filing Form 20-F must file within 4 months after fiscal year-end, this applies broadly to FPIs regardless of accelerated filer status.

Which Filer Categories Are Subject to SOX for both U.S. Domestic and Foreign Private Issuer (FPI)?

Category	SOX Applies?	External Auditor ICFR Attestation Required?
Large Accelerated Filer	✅ Yes	✅ Yes
Accelerated Filer	✅ Yes	✅ Yes
Non-Accelerated Filer	✅ Yes	❌ Generally exempt from SOX 404(b) auditor attestation

SOX compliance refers to compliance with the Sarbanes-Oxley Act ("SOX"), a U.S. federal law enacted in 2002 after major accounting scandals such as:

- Enron Corporation
- WorldCom

The purpose of SOX is to:

- Improve corporate governance
- Enhance financial reporting reliability
- Strengthen internal controls
- Protect investors from fraud

SOX applies to companies listed in the U.S. and regulated by the Securities and Exchange Commission.

Key SOX Compliance Requirements

1. Internal Control Over Financial Reporting (ICFR)

Companies must establish and maintain effective internal controls over:

- Financial reporting
- Accounting processes
- Disclosure controls

Important Distinction — SOX 302 vs SOX 404

SOX Section 302

Applies to almost all SEC reporting companies:

- CEO/CFO certification
- Disclosure controls

SOX Section 404(a)
Management must assess internal controls.

SOX Section 404(b)
External auditor attestation on ICFR effectiveness.
This 404(b) requirement mainly applies to:

- Large Accelerated Filers
- Accelerated Filers

Non-accelerated filers are generally exempt.

Simplified Summary

Item	Large Accelerated	Accelerated	Non-Accelerated
SOX Applies	Yes	Yes	Yes
CEO/CFO Certification	Yes	Yes	Yes
Internal Control Assessment	Yes	Yes	Yes
External Auditor ICFR Opinion	Yes	Yes	Usually No
Compliance Burden	Highest	High	Lower

WHY ShineWing TY TEOH 为什么选择信永中和迪威？

20th	**715**	**102**	**12000**	**15th**	**7**
Global Largest Accounting Firm	Global Revenue (USD' Million)	Offices across 21 Countries & Regions	People including 640 Partners	Malaysia Largest Accounting Firm	Offices across Malaysia
IAB 2024	Year 2023	Year 2023	Year 2023	IAB 2024	Year 2024

- ✓ Registered Auditor of Public Company Accounting Oversight Board (PCAOB), USA
- ✓ Approved Auditor of Labuan Financial Services Authority (Labuan FSA), Malaysia
- ✓ Approved Training Employers
- ✓ Independent Member Firm of Praxity

Team Leaders & Members Credentials

WHAT WE OFFER 我们的专业服务

+ Audit & Assurance + BPO & Business Advisory + China Desk + Digital Advisory + Family Office & Private Client Services + Financial & Transaction Advisory + Japan Desk + Market Entry Advisory + Migration Advisory + Labuan Offshore Advisory + Risk & Governance Advisory + Singapore Desk + Tax Advisory + Transfer Pricing Advisory + US Desk + Valuation Advisory

+ 审计 + 商务外包与咨询 + 中国企业服务部 + 数据咨询 + 家族办公室及私人客户服务 + 企业融资与并购咨询 + 日本企业服务部 + 市场进入咨询 + 移民服务 + 纳闽离岸咨询 + 风险管理及内控咨询 + 新加坡企业服务部 + 税务咨询 + 转让定价咨询 + 美国企业服务部 + 估值咨询

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