

Table of Contents

About the Author	v
Table of Sections	vii
Table of Contents	ix

PART 1 INTRODUCTION

Background of 8-K Requirements	xix
General Principles	xxv

PART 2 DETAILED ANALYSIS OF EVENTS TO BE REPORTED

Section 1 Registrant’s Business and Operations

Item 1.01 Entry into a Material Definitive Agreement	1-1
When Is an Item 1.01 8-K Required?.....	1-2
Summary of the Filing Trigger.....	1-2
Disclosure Requirements.....	1-3
Staff Guidance on Form 8-K Item 1.01.....	1-7
Item 1.02 Termination of a Material Definitive Agreement	1-8
When Is an Item 1.02 8-K Required?.....	1-8
Summary of the Filing Trigger.....	1-9
Disclosure Requirements.....	1-9
Staff Guidance on Form 8-K Item 1.02.....	1-10
Item 1.03 Bankruptcy or Receivership	1-11
When Is an Item 1.03(a) 8-K Required?.....	1-11
When Is an Item 1.03(b) 8-K Required?.....	1-12
Summary of the Filing Triggers (1.03(a) and 1.03(b)).....	1-12
Item 1.03(a) Disclosure Requirements.....	1-12
Item 1.03(b) Disclosure Requirements.....	1-13

MASTER THE 8-K

Item 1.04	Mine Safety—Reporting of Shutdowns and Patterns of Violations	1-14
	When Is an Item 1.04 8-K Required?	1-14
	Summary of the Filing Trigger	1-15
	Disclosure Requirements	1-15
Proposed		1-16
Item 1.05	Cybersecurity Incidents	1-16
	When Is an Item 1.05 8-K Proposed to Be Required?.....	1-16
	What Disclosure Is Proposed to Be Required by Item 1.05 of Form?.....	1-16

Section 2 Financial Information

Item 2.01	Completion of Acquisition or Disposition of Assets	2-1
	When Is an Item 2.01 8-K Required?	2-2
	Summary of the Filing Trigger (see definitions below)	2-2
	Disclosure Requirements	2-2
	Required Exhibits.....	2-4
	Definitions for Purposes of Item 2.01	2-5
Item 2.02	Results of Operations and Financial Condition	2-8
	Item 2.02(a) The Basic Disclosure Requirement	2-9
	When Is an Item 2.02(a) 8-K Required?	2-9
	Summary of the Filing Trigger	2-9
	Disclosure Requirements	2-9
	Additional Disclosure Requirements	2-9
	Staff Guidance on Form 8-K Item 2.02.....	2-10
	Item 2.02(b) Conditional (and Partial) Exemption (for Calls, Webcasts, etc.)	2-11
	Suggested Disclosure Format.....	2-12
	Staff Guidance on Form 8-K Item 2.02.....	2-13
Item 2.03	Creation of Direct Financial Obligation (DFO) or an Obligation Under an Off-Balance Sheet Arrangement (OBSA) of a Registrant	2-14
	When Is an Item 2.03(a) 8-K Required?	2-14
	Disclosure Requirements	2-15
	When Is an Item 2.03(b) 8-K Required?	2-16
	Disclosure Requirements	2-17
	Definitions for Purposes of Item 2.03.....	2-18

Table of Contents

Item 2.04	Triggering Events That Accelerate or Increase a Direct Financial Obligation (DFO) or an Obligation Under an Off-Balance Sheet Arrangement (OBSA)	2-19
	When Is an Item 2.04(a) 8-K Required?	2-20
	Summary of the Filing Trigger	2-20
	Disclosure Requirements	2-20
	When Is an Item 2.04(b) 8-K Required?	2-21
	Summary of the Filing Trigger	2-21
	Disclosure Requirements	2-22
Item 2.05	Costs Associated with Exit or Disposal Activities	2-24
	When Is an Item 2.05 8-K Required?	2-24
	Summary of the Filing Trigger	2-24
	Disclosure Requirements	2-25
	Staff Guidance on Form 8-K Item 2.05.....	2-26
Item 2.06	Material Impairments	2-27
	When Is an Item 2.06 8-K Required?	2-27
	Summary of the Filing Trigger	2-27
	Disclosure Requirements	2-28
	Staff Guidance on Form 8-K Item 2.06.....	2-29

Section 3 Securities and Trading Markets

Item 3.01	Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing	3-1
	When Is an Item 3.01(a) 8-K Required?	3-2
	Summary of the Filing Trigger	3-3
	Disclosure Requirements	3-3
	No Exhibit Requirement.....	3-4
	When Is an Item 3.01(b) 8-K Required?	3-4
	Summary of the Filing Trigger	3-5
	Disclosure Requirements	3-5
	No Exhibit Requirement.....	3-6
	When Is an Item 3.01(c) 8-K Required?	3-6
	Summary of the Filing Trigger	3-6
	Disclosure Requirements	3-7
	No Exhibit Requirement.....	3-7

MASTER THE 8-K

	When Is an Item 3.01(d) 8-K Required?	3-7
	Summary of the Filing Trigger	3-8
	Disclosure Requirements	3-8
	No Exhibit Requirement.....	3-8
Item 3.02	Unregistered Sales of Equity Securities	3-9
	When Is an Item 3.02 8-K Required?	3-9
	Summary of the Filing Trigger	3-9
	Disclosure Requirements	3-10
	No Exhibit Requirement	3-11
	Definitions for Purposes of Item 3.02.....	3-11
	Staff Guidance on Form 8-K Item 3.02.....	3-13
Item 3.03	Material Modification to Rights of Security Holders	3-14
	When Is an Item 3.03(a) 8-K Required?	3-14
	Summary of the Filing Trigger	3-14
	Disclosure Requirements	3-14
	No Exhibit Requirement.....	3-15
	When Is an Item 3.03(b) 8-K Required?	3-15
	Summary of the Filing Trigger	3-15
	Disclosure Requirements	3-15
	No Exhibit Requirement.....	3-16
	Staff Guidance on Form 8-K Item 3.03.....	3-16

Section 4 Matters Related to Accountants and Financial Statements

Item 4.01	Changes in Registrant’s Certifying Accountant	4-1
	When Is an Item 4.01(a) 8-K Required?	4-2
	Summary of the Filing Trigger	4-2
	Disclosure (and Other) Requirements	4-2
	Specific Exhibit Requirement.....	4-5
	Potential Update Requirements	4-5
	When Is an Item 4.01(b) 8-K Required?	4-6
	Summary of the Filing Trigger	4-6
	Disclosure (and Other) Requirements	4-6
	Specific Exhibit Requirements.....	4-7
	Staff Guidance on Form 8-K Item 4.01.....	4-8

Table of Contents

Item 4.02	Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Report	4-8
	When Is an Item 4.02(a) 8-K Required?	4-9
	Summary of the Filing Trigger	4-9
	Disclosure Requirements	4-9
	No Exhibit Requirement.....	4-10
	When Is an Item 4.02(b) 8-K Required?	4-10
	Summary of the Filing Trigger	4-10
	Disclosure Requirements	4-10
	Specific Exhibit and Possible Update Requirement	4-11
	Staff Guidance on Form 8-K Item 4.02.....	4-12

Section 5 Corporate Governance and Management

Item 5.01	Changes in Control of Registrant	5-2
	When Is an Item 5.01(a) 8-K Required?	5-2
	Summary of the Filing Trigger	5-2
	Disclosure Requirements	5-2
	When Is an Item 5.01(b) 8-K Required?	5-4
	Summary of the Filing Trigger	5-4
	Disclosure Requirements	5-4
	No Item 5.01 Exhibit Requirement	5-5
Item 5.02	Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers	5-5
Item 5.02(a)	Director Leaves As a Result of a Disagreement or Is Removed for Cause	5-6
	When Is an Item 5.02(a) 8-K Required?	5-6
	Summary of the Filing Triggers	5-6
	Disclosure Requirements	5-6
	Possible Additional Filing/Update Requirement.....	5-7
	Staff Guidance on Form 8-K Item 5.02(a).....	5-7
Item 5.02(b)	Director Leaves Other Than As a Result of a Disagreement; Departure of Certain Specified Officers	5-8
	When Is an Item 5.02(b) 8-K Required?	5-8
	Summary of the Filing Triggers	5-8
	Disclosure Requirements	5-9
	Staff Guidance on Form 8-K Item 5.02(b).....	5-9

MASTER THE 8-K

Item 5.02(c)	Appointment of Certain Specified Officers	5-10
	When Is an Item 5.02(c) 8-K Required?	5-10
	Summary of the Filing Triggers	5-11
	Item 5.02(c) Disclosure Requirements.....	5-11
	Possible Additional Filing/Update Requirement.....	5-12
	Item 5.02 Instruction 2 Disclosure Requirements	5-13
	Staff Guidance on Form 8-K Item 5.02(c).....	5-13
Item 5.02(d)	Election of Directors Other Than by Shareholders at an Annual Meeting	5-13
	When Is an Item 5.02(d) 8-K Required?	5-14
	Disclosure Requirements	5-14
	Possible Additional Filing/Update Requirement.....	5-15
	Staff Guidance on Form 8-K Item 5.02(d).....	5-15
Item 5.02(e)	Adoption or Modification of Material Compensatory Plans or Arrangements for Certain Specified Officers	5-16
	When Is an Item 5.02(e) 8-K Required?	5-16
	Summary of the Filing Triggers	5-16
	Disclosure Requirements	5-17
	Staff Guidance on Form 8-K Item 5.02(e).....	5-17
	On Filing Triggers.....	5-17
	On Disclosure Requirements	5-18
Item 5.02(f)	Determination of Salaries or Bonuses of Named Executive Officers Previously Omitted from Proxy Materials	5-19
	When Is an Item 5.02(f) 8-K Required?	5-19
	Disclosure Requirements	5-19
Item 5.03	Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year	5-20
	When Is an Item 5.03(a) 8-K Required?	5-20
	Summary of the Filing Trigger.....	5-21
	Disclosure Requirements	5-21
	Exhibit Requirement.....	5-22
	When Is an Item 5.03(b) 8-K Required?	5-22
	Summary of the Filing Trigger.....	5-22
	Disclosure Requirements	5-23
	No Exhibit Requirement.....	5-23
	Staff Guidance on Form 8-K Item 5.03(b).....	5-23

Table of Contents

Item 5.04	Temporary Suspension of Trading Under Registrant’s Employee Benefit Plans	5-24
	When Is an Item 5.04(a) 8-K Required?	5-24
	Disclosure Requirements	5-25
	No Exhibit Requirement.....	5-25
	When Is an Item 5.04(b) 8-K Required?	5-26
	Disclosure Requirements	5-26
	No Exhibit Requirement.....	5-26
	Definitions for Purposes of Item 5.04	5-26
	Staff Guidance on Form 8-K Item 5.04.....	5-27
Item 5.05	Amendments to the Registrant’s Code of Ethics, or Waiver of a Provision of the Code of Ethics	5-28
	When Is an Item 5.05(a) 8-K Required?	5-29
	Summary of the Filing Trigger	5-29
	Disclosure Requirements	5-30
	No Exhibit Requirement.....	5-30
	When Is an Item 5.05(b) 8-K Required?	5-30
	Summary of the Filing Trigger	5-31
	Disclosure Requirements	5-31
	No Exhibit Requirement.....	5-31
Item 5.06	Change in Shell Company Status	5-31
	When Is an Item 5.06 8-K Required?	5-32
	Summary of the Filing Trigger	5-32
	Disclosure Requirements	5-32
	No Exhibit Requirement.....	5-32
Item 5.07	Submission of Matters to a Vote of Security Holders	5-33
	When Is an Item 5.07 8-K Required?	5-33
	Summary of the Filing Trigger	5-33
	Disclosure Requirements	5-33
	Possible Additional Filing/Update Requirements	5-35
	When Might an Amended Item 5.07(d) 8-K Be Required?.....	5-35
	No Exhibit Requirement	5-36
	Definitions for Purposes of Item 5.07	5-36
	Staff Guidance on Form 8-K Item 5.07.....	5-37

MASTER THE 8-K

Item 5.08	Shareholder Director Nominations	5-38
	When Is an Item 5.08(a) 8-K Required?	5-38
	Summary of the Filing Trigger	5-39
	Disclosure Requirements	5-39
	No Exhibit Requirement	5-39
	When Is an Item 5.08(b) 8-K Required?	5-40
	Disclosure Requirements	5-40
	No Exhibit Requirement	5-40
	Definitions for Purposes of Item 5.08(b)	5-41

Section 6 Asset-Backed Securities

Item 6.01	ABS [Asset-Backed Securities] Informational and Computational Material	6-2
	Disclosure Requirement	6-2
	Definitions for Purposes of Item 6.01	6-2
	No Exhibit Requirement	6-4
Item 6.02	Change of Servicer or Trustee	6-4
	When Is an Item 6.02 8-K Required?	6-4
	Summary of the Filing Trigger	6-4
	Disclosure Requirements	6-4
	No Exhibit Requirement	6-5
	Possible Update Requirement	6-5
Item 6.03	Change in Credit Enhancement or Other External Support	6-6
	When Is an Item 6.03(a) 8-K Required?	6-6
	Summary of the Filing Trigger	6-6
	Disclosure Requirements	6-7
	No Exhibit Requirement	6-7
	When Is an Item 6.03(b) 8-K Required?	6-7
	Summary of the Filing Trigger	6-8
	Disclosure Requirements	6-8
	No Exhibit Requirement	6-8
	When Is an Item 6.03(c) 8-K Required?	6-8
	Summary of the Filing Trigger	6-9
	Disclosure Requirements	6-9
	No Exhibit Requirement	6-9
	Possible Update Requirement	6-10

Table of Contents

Item 6.04	Failure to Make a Required Distribution	6-10
	When Is an Item 6.04 8-K Required?	6-10
	Summary of the Filing Trigger	6-10
	Disclosure Requirements	6-10
	No Exhibit Requirement	6-11
Item 6.05	Securities Act Updating Disclosure	6-11
	When Is an Item 6.05 8-K Required?	6-11
	Summary of the Filing Trigger	6-12
	Disclosure Requirements	6-12
	No Exhibit Requirement	6-12
Item 6.06	Static Pool	6-13
	When Is an Item 6.06 8-K Required?	6-13
	Disclosure Requirements	6-13
	Specific Exhibit Requirements	6-14
	Registration Statement/Prospectus Requirements When Utilizing Form 8-K Item 6.06	6-14

Section 7 Regulation FD

Item 7.01	Regulation FD Disclosure	7-1
	When Is an Item 7.01 8-K Required?	7-1
	What Triggers Regulation FD Disclosure Obligations?.....	7-1
	What Is the Due Date for Furnishing an Item 7.01 Form 8-K?	7-2

Section 8 Other Events

Item 8.01	Other Events	8-1
	When Is an Item 8.01 8-K Required?	8-1
	What Is the Due Date for Filing an Item 8.01 Form 8-K?	8-2

Section 9 Financial Statements and Exhibits

Item 9.01	Financial Statements and Exhibits	9-1
	Item 9.01(a) Financial Statements of Businesses or Funds Acquired	9-2
	What Triggers an Item 9.01(a) 8-K Disclosure Requirement?.....	9-2
	Disclosure Requirements—Acquisition	9-2
	Securities Act Consequences of Delayed Financial Information.....	9-3

MASTER THE 8-K

Item 9.01(b) Pro Forma Financial Information—Any Transaction	9-4
What Triggers an Item 9.01(b) 8-K Disclosure Requirement?.....	9-4
Disclosure Requirements	9-4
Item 9.01(c) Shell Company Transactions	9-5
Item 9.01(d) Exhibits	9-5
What 8-K Items Trigger an Item 9.01 Exhibit Requirement?.....	9-6
Staff Guidance on Form 8-K Item 9.01.....	9-8

PART 3 APPENDICES

APPENDICES	A-1
Appendix 1 Current Report on Form 8-K	A1-1
Appendix 2 Regulation S-K, Item 601	A2-1
Appendix 3 Regulation G	A3-1
Appendix 4 Regulation S-K, Item 10(e)	A4-1
Appendix 5 Regulation FD	A5-1
Appendix 6 Regulation S-K, Item 401	A6-1
Appendix 7 Regulation S-K, Item 404	A7-1
Appendix 8 Regulation AB (Excerpts)	A8-1
Appendix 9 Regulation S-X (Excerpts)	A9-1
Appendix 10 SEC Compliance & Disclosure Interpretations	A10-1