



# SEC Grants Conditional Relief for Foreign Private Issuers on Section 16(a) Insider Reporting

## Client Advisories

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On March 5, 2026, the U.S. Securities and Exchange Commission (SEC) issued conditional relief ([Release No. 34-104931](#)) from the insider reporting requirements of Section 16(a) of the Securities Exchange Act of 1934 (the Exchange Act). This exemption applies to directors and officers of certain foreign private issuers (FPIs).

Section 16(a) of the Exchange Act requires directors and officers, among others, of certain publicly traded companies to report transactions of their shares in such companies. Historically, Section 16(a) did not apply to directors' and officers' holdings in FPIs. However, the Holding Foreign Insiders Accountable Act, enacted on December 18, 2025, now extends Section 16(a) reporting requirements to directors and officers of FPIs. These changes will take effect on March 18, 2026.

The SEC has the authority to exempt specific persons, securities, or transactions from Section 16(a) reporting requirements if it determines that similar foreign laws already apply to these individuals or entities. Accordingly, the SEC's March 5, 2026 order provides that directors and officers of FPIs will be exempt from Section 16(a) reporting requirements under the following conditions:

- The FPI is incorporated or organized in one of the following "qualifying jurisdictions": Canada, Chile, the European Economic Area,<sup>[1]</sup> Republic of Korea, Switzerland, or the United Kingdom;<sup>[2]</sup>
- The FPI is subject to one of the "qualifying regulations" listed at the end of this advisory; and
- The director or officer is required to report their transactions in the FPI's securities under the relevant qualifying regulation.

## Next Steps for Foreign Private Issuers

Directors and officers of FPIs in qualifying jurisdictions should assess whether they are eligible for the SEC's exemption from Section 16(a). If applicable, FPIs should ensure compliance with any necessary reporting under the relevant foreign regulations. For those not meeting the exemption criteria, it is important to prepare for full Section 16(a) compliance by the March 18, 2026 deadline.

For questions or more information on preparation and compliance with Section 16(a), please contact **James G. Smith** at [jsmith@archerlaw.com](mailto:jsmith@archerlaw.com) or 646.863.4301.

[1] The European Economic Area consists of the 27 member states of the European Union plus Iceland, Liechtenstein, and Norway.

[2] The SEC indicated that it may add other countries to the qualifying jurisdictions in the future.

### **Qualifying Regulations**

Canada's National Instrument 55-104 – Insider Reporting Requirements and Exemptions (supported by National Instrument 55-102 – System for Electronic Disclosure by Insiders (SEDI) and companion policies) (NI 55-104), which provides, in general, requirements that directors and officers of covered issuers promptly report their initial holdings and any changes in beneficial ownership of the issuer's securities, including a description of the security, the nature of the transaction, and the price and volume of the transaction, and that such reports be made available to the general public.

Articles 12, 17, and 20 of the Chilean Securities Market Law (Ley de Mercado de Valores, Ley No. 18,045) and General Rule (Norma de Carácter General) No. 269, which provide, in general, requirements that directors and executive officers promptly report their initial holdings and any changes in beneficial ownership of the issuer's securities, including a description of the security, the nature of the transaction, and the price and volume of the transaction, and that such reports be made available to the general public.

Article 19 of the European Union Market Abuse Regulation (Regulation (EU) No. 596/2014, as amended by Regulation (EU) No. 2024/2809) (including, as applicable, implementing legislation and regulations adopted by the European Union's member states) and as incorporated into the domestic law of each European Economic Area state (EU MAR), which provides, in general, requirements that persons discharging managerial responsibilities (which includes directors and officers) promptly report to the issuer any changes in beneficial ownership of the issuer's securities, including a description of the security, the nature of the transaction, and the price and volume of the transaction, and that such reports be made available to the general public.

Article 173 of the Republic of Korea Financial Investment Services and Capital Markets Act and Article 200 of the Enforcement Decree of the Financial Investment Services and Capital Markets Act which provide, in general, requirements that directors and executives promptly report their initial holdings and any changes in beneficial ownership of the issuer's securities, including a description of the security, the nature of the transaction, and the price and volume of the transaction, and that such reports be made available to the general public.

Article 56 of the Listing Rules and implementing directives of SIX Swiss Exchange as approved by the Swiss Financial Market Supervisory Authority (the SIX Listing Rules) which provide, in general, requirements that



members of the board of directors and members of the executive committee promptly report to the issuer any changes in beneficial ownership of the issuer's securities, including a description of the security, the nature of the transaction, and the price and volume of the transaction, and that such reports be made available to the general public.

Article 19 of the United Kingdom Market Abuse Regulation (Regulation (EU) No. 596/2014), as it forms part of United Kingdom domestic law pursuant to the European Union (Withdrawal) Act 2018 (UK MAR), which provides, in general, requirements that persons discharging managerial responsibilities (which includes directors and officers) promptly report to the issuer any changes in beneficial ownership of the issuer's securities, including a description of the security, the nature of the transaction, and the price and volume of the transaction, and that such reports be made available to the general public.

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