

## Federal Deposit Insurance Corporation

## § 335.221

SEC are deemed to refer to the FDIC unless the context otherwise requires.

[62 FR 6856, Feb. 14, 1997, as amended at 69 FR 19088, Apr. 12, 2004; 69 FR 59783, Oct. 6, 2004; 70 FR 16400, Mar. 31, 2005; 70 FR 44272, Aug. 2, 2005]

### § 335.111 Forms and schedules.

The Exchange Act regulations of the SEC, which are incorporated by cross reference under this part, require the filing of forms and schedules as applicable. Reference is made to SEC Exchange Act regulation 17 CFR 249.0-1 regarding the availability of all applicable SEC Exchange Act forms. Required schedules are codified and are found within the context of the SEC's regulations. The filings of all applicable SEC forms and schedules shall be made with the FDIC at the address in this section. They shall be titled with the name of the FDIC in substitution for the name of the SEC. Forms 3 (§335.611), 4 (§335.612), and 5 (§335.613) are FDIC forms which are issued under section 16 of the Exchange Act and can be obtained from the Accounting and Securities Disclosure Section, Division of Supervision and Consumer Protection, Federal Deposit Insurance Corporation, 550 17th Street NW., Washington, DC 20429.

[62 FR 6856, Feb. 14, 1997, as amended at 69 FR 19088, Apr. 12, 2004; 69 FR 59783, Oct. 6, 2004]

### § 335.121 Listing standards related to audit committees.

The provisions of the applicable SEC regulation under section 10(A)(m) of the Exchange Act shall be followed as codified at 17 CFR 240.10A-3.

[70 FR 44272, Aug. 2, 2005]

### § 335.201 Securities exempted from registration.

Persons generally subject to registration requirements under Exchange Act section 12 and subject to this part shall follow the applicable and currently effective SEC regulations relative to exemptions from registration issued under sections 3 and 12 of the Exchange Act as codified at 17 CFR 240.3a12-1 through 240.3a12-11, 240.12a-4 through

240.12a-9, and 240.12g-1 through 240.12h-5.

[70 FR 44272, Aug. 2, 2005]

### § 335.211 Registration and reporting.

Persons with securities subject to registration under Exchange Act sections 12(b) and 12(g), required to report under Exchange Act section 13, and subject to this part shall follow the applicable and currently effective SEC regulations issued under section 12(b) of the Exchange Act as codified at 17 CFR 240.12b-1 through 240.12b-37.

[70 FR 44272, Aug. 2, 2005]

### § 335.221 Forms for registration of securities; optional forms for small business issuers; and incorporation of Regulation FD (Fair Disclosure).

(a) The applicable forms for registration of securities and similar matters are codified in subpart C of 17 CFR part 249. All forms shall be filed with the FDIC as appropriate and shall be titled with the name of the FDIC instead of the SEC.

(b) The requirements for Financial Statements can generally be found in Regulation S-X (17 CFR part 210). Banks may also refer to the instructions for FFIEC Reports of Income and Reports of Condition when preparing unaudited interim statements. The requirements for Management's Discussion and Analysis of Financial Condition and Results of Operations can be found in at 17 CFR 229.300. Industry Guide 3, Statistical Disclosure by Bank Holding Companies, is codified at 17 CFR 229.802.

(c) A "small business issuer," as defined under 17 CFR 240.12b-2, has the option of filing Small Business (SB) Forms (as codified in 17 CFR part 249) in lieu of the Exchange Act forms otherwise required to be filed, which provide for financial and other item disclosures in conformance with Regulation S-B of the Securities and Exchange Commission (17 CFR part 228). The definition of "small business issuer," generally includes banks with annual revenues of less than \$25 million, whose voting stock does not have a public float of \$25 million or more.

(d) The provisions of the applicable and currently effective SEC regulation

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FD shall be followed as codified at 17 CFR 243.100 through 243.103.

[62 FR 6856, Feb. 14, 1997, as amended at 70 FR 16400, Mar. 31, 2005; 70 FR 44272, Aug. 2, 2005]

### **§ 335.231 Certification, suspension of trading, and removal from listing by exchanges.**

The provisions of the applicable and currently effective SEC regulations under section 12(d) of the Exchange Act shall be followed as codified at 17 CFR 240.12d1-1 through 240.12d2-2.

### **§ 335.241 Unlisted trading.**

The provisions of the applicable and currently effective SEC regulations under section 12(f) of the Exchange Act shall be followed as codified at 17 CFR 240.12f-1 through 240.12f-6.

### **§ 335.251 Forms for notification of action taken by national securities exchanges.**

The applicable forms for notification of action taken by national securities exchanges are codified in subpart A of 17 CFR part 249. All forms shall be filed with the FDIC as appropriate and shall be titled with the name of the FDIC instead of the SEC.

### **§ 335.261 Exemptions; terminations; and definitions.**

The provisions of the applicable and currently effective SEC regulations under sections 12(g) and 12(h) of the Exchange Act shall be followed as codified at 17 CFR 240.12g-1 through 240.12h-5.

[70 FR 44272, Aug. 2, 2005]

### **§ 335.301 Reports of issuers of securities registered pursuant to section 12.**

The provisions of the applicable and currently effective SEC regulations under section 13(a) of the Exchange Act shall be followed as codified at 17 CFR 240.13a-1 through 240.13a-17.

### **§ 335.311 Forms for annual, quarterly, current, and other reports of issuers.**

(a) The applicable forms for annual, quarterly, current, and other reports are codified in subpart D of 17 CFR part 249. All forms shall be filed with the

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FDIC as appropriate and shall be titled with the name of the FDIC instead of the SEC.

(b) The requirements for Financial Statements can generally be found in Regulation S-X (17 CFR part 210). Banks may also refer to the instructions for FFIEC Reports of Income and Reports of Condition when preparing unaudited interim reports. The requirements for Management's Discussion and Analysis of Financial Condition and Results of Operations can be found at 17 CFR 229.300. Industry Guide 3, Statistical Disclosure by Bank Holding Companies, is codified at 17 CFR 229.802.

(c) A "small business issuer," as defined under 17 CFR 240.12b-2, has the option of filing Small Business (SB) Forms (as codified in 17 CFR part 249) in lieu of the Exchange Act forms otherwise required to be filed, which provide for financial and other item disclosures in conformance with Regulation S-B of the Securities and Exchange Commission (17 CFR part 228). The definition of "small business issuer," generally includes banks with annual revenues of less than \$25 million, whose voting stock does not have a public float of \$25 million or more.

### **§ 335.321 Maintenance of records and issuer's representations in connection with required reports.**

The provisions of the applicable and currently effective SEC regulations under section 13(b) of the Exchange Act shall be followed as codified at 17 CFR 240.13b2-1 through 240.13b2-2.

### **§ 335.331 Acquisition statements, acquisition of securities by issuers, and other matters.**

The provisions of the applicable and currently effective SEC regulations under sections 13(d) and 13(e) of the Exchange Act shall be followed as codified at 17 CFR 240.13d-1 through 240.13e-102 and 240.13k-1.

[70 FR 44272, Aug. 2, 2005]

### **§ 335.401 Solicitations of proxies.**

The provisions of the applicable and currently effective SEC regulations under section 14(a) and 14(c) of the Exchange Act shall be followed as codified at 17 CFR 240.14a-1 through