§ 240.14c–5 Filing requirements.

(a) Preliminary information statement. Five preliminary copies of the information statement shall be filed with the Commission at least 10 calendar days prior to the date definitive copies of such statement are first sent or given to security holders, or such shorter period prior to that date as the Commission may authorize upon a showing of good cause therefor. In computing the 10-day period, the filing date of the preliminary copies is to be counted as the first day and the 11th day is the date on which definitive copies of the information statement may be sent to security holders. A registrant, however, shall not file with the Commission a preliminary information statement if it relates to an annual (or special meeting in lieu of the annual) meeting, of security holders at which the only matters to be acted upon are:

(1) The election of directors;
(2) The election, approval or ratification of accountant(s);
(3) A security holder proposal identified in the registrant’s information statement pursuant to Item 4 of Schedule 14C (§240.14c–101); and/or
(4) The approval or ratification of a plan as defined in paragraph (a)(6)(ii) of Item 402 of Regulation S–K (§229.402(a)(6)(ii) of this chapter) or amendments to such a plan.

This exclusion from filing a preliminary information statement does not apply if the registrant comments upon or refers to a solicitation in opposition in connection with the meeting in its information statement.

Note 1: The filing of revised material does not recommence the ten day time period unless the revised material contains material revisions or material new proposal(s) that