

Memorandum

Additional SEC Guidance on Exhibit Redactions

April 3, 2019

On April 1, 2019, the SEC followed up with [additional guidance](#) on the redaction of confidential information from material contracts under its newly adopted disclosure modernization and simplification rule amendments.

Redaction Reviews to Be Separately Tracked to Maintain Confidentiality

- To initiate a redacted exhibit review, the SEC will send a letter with a request for a paper copy of the unredacted exhibit marked to highlight the redacted information. To minimize the risk of inadvertent disclosure of the information, companies are encouraged to follow the specific instructions that the SEC will provide.
- If reviewed concurrently with a regular filing review, SEC requests and company responses, including copies of unredacted exhibits, will be separated from other comments and responses to minimize the risk of inadvertent public disclosure of competitive information.
- Only the initial request for an unredacted exhibit and the closing of review letter will be made publicly available on EDGAR.
- Companies may request confidential treatment of supplemental materials pursuant to Rule 83. Upon completion of a review, the SEC will either destroy or return all supplemental materials if the company has complied with Rules 418 or 12b-4.

Redaction Issues Must Be Resolved to Go Effective

- Consistent with historical practice, the SEC will ask companies to resolve any questions relating to redacted exhibits in registration statements before submitting a request for acceleration of the effective date.

Companies May Still Submit Traditional Confidential Treatment Requests

- The new rules have not changed a company's ability to request confidential treatment pursuant to a traditional confidential treatment request.
- If a company has received an order granting confidential treatment and the order is still in effect, the grant of confidential treatment will continue until the date stated on the order.

Federal Register Publication and Effective Dates

The final rules summarized in [our prior memo](#), were [published in the Federal Register on April 2, 2019](#). Accordingly, the amendments to the rules governing redaction of confidential information in material contracts are now effective. The remaining rule amendments become effective on May 2, 2019. In addition, the cover page Inline XBRL tagging requirements are subject to a three-year phase-in period, as summarized in our prior memo.

If you have any questions or would like additional information, please do not hesitate to contact **Brad Goldberg** at +1-212-455-2064 or bgoldberg@stblaw.com, **Shari A. Ness** at +1-212-455-2383 or shari.ness@stblaw.com, or any other member of the Firm's Public Company Advisory Practice.

The contents of this publication are for informational purposes only. Neither this publication nor the lawyers who authored it are rendering legal or other professional advice or opinions on specific facts or matters, nor does the distribution of this publication to any person constitute the establishment of an attorney-client relationship. Simpson Thacher & Bartlett LLP assumes no liability in connection with the use of this publication. Please contact your relationship partner if we can be of assistance regarding these important developments. The names and office locations of all of our partners, as well as our recent memoranda, can be obtained from our website, www.simpsonthacher.com.



UNITED STATES

New York
425 Lexington Avenue
New York, NY 10017
+1-212-455-2000

Houston
600 Travis Street, Suite 5400
Houston, TX 77002
+1-713-821-5650

Los Angeles
1999 Avenue of the Stars
Los Angeles, CA 90067
+1-310-407-7500

Palo Alto
2475 Hanover Street
Palo Alto, CA 94304
+1-650-251-5000

Washington, D.C.
900 G Street, NW
Washington, D.C. 20001
+1-202-636-5500

EUROPE

London
CityPoint
One Ropemaker Street
London EC2Y 9HU
England
+44-(0)20-7275-6500

ASIA

Beijing
3901 China World Tower A
1 Jian Guo Men Wai Avenue
Beijing 100004
China
+86-10-5965-2999

Hong Kong
ICBC Tower
3 Garden Road, Central
Hong Kong
+852-2514-7600

Tokyo
Ark Hills Sengokuyama Mori Tower
9-10, Roppongi 1-Chome
Minato-Ku, Tokyo 106-0032
Japan
+81-3-5562-6200

SOUTH AMERICA

São Paulo
Av. Presidente Juscelino
Kubitschek, 1455
São Paulo, SP 04543-011
Brazil
+55-11-3546-1000