FORUM FOR US SECURITIES LAWYERS IN LONDON

Via Email: cocom@sec.gov

March 4, 2026

U.S. Securities and Exchange Commission
100 F Street NE
Washington, D.C. 20549-1090

Attention: Mr. Michael Coco, Division of Corporation Finance

Re: Request to Exercise Authority to Exempt Insiders of Foreign Private Issuers Already Subject to E.U. or U.K. Insider Reporting Requirements Substantially Similar to Section 16(a) of the U.S. Securities Exchange Act of 1934

Dear Mr. Coco:

This letter is submitted on behalf of the Forum for U.S. Securities Lawyers in London (the "**Forum**") in response to the enactment of the Holding Foreign Insiders Accountable Act ("**HFIAA**") on December 18, 2025. The HFIAA extends the insider reporting regime under Section 16(a) of the U.S. Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), to directors and officers of foreign private issuers ("**FPIs**") whose securities are registered under Section 12(b) or Section 12(g) of the Exchange Act, requiring public reporting of their beneficial ownership of all classes of such issuers' equity securities.[1]

The HFIAA grants the U.S. Securities and Exchange Commission (the "**Commission**") the authority to exempt from the requirements of Section 16(a) of the Exchange Act directors and officers of FPIs ("**FPI insiders**") that are already subject to substantially similar insider reporting requirements in their home jurisdiction. As discussed in more detail below, the Forum believes that FPI insiders that are subject to the requirements of (i) Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse ("**E.U. Market Abuse Regulation**")[2] or (ii) the E.U. Market Abuse Regulation as it forms part of U.K. domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "**U.K. Market Abuse Regulation**") are already subject to insider reporting requirements substantially similar to those imposed by Section 16(a) of the Exchange Act. Accordingly, ahead of the March 18, 2026 effective date of the HFIAA, the Forum urges the Commission to provide exemptive relief by exercising its powers to unconditionally exempt such FPI insiders from the insider reporting requirements of Section 16(a) of the Exchange Act.

The Forum for U.S. Securities Lawyers in London

The Forum is a trade association representing U.S.-qualified lawyers and market participants in the London capital markets. It has more than 1,500 members, including U.S.-qualified lawyers from over 45 law firms and 30 financial institutions in the London capital markets, as well as market participants such as securities exchanges, settlement systems and registrars. Founded in 2006, the Forum is an independent, self-funded organization dedicated to addressing issues relating to the application of, and

[1] Section 8103 of the National Defense Authorization Act for Fiscal Year 2026, S. 1071—1121-22 (Dec. 18, 2025), available at https://www.congress.gov/bill/119th-congress/senate-bill/1071/text.

[2] The E.U. Market Abuse Regulation also applies in all European Economic Area ("**EEA**") countries that are not member states of the European Union (i.e., Norway, Iceland and Lichtenstein). The Forum believes that FPI insiders subject to reporting obligations pursuant to the E.U. Market Abuse Regulation as adopted in such EEA countries should also benefit from the exemptive relief requested in this letter.

compliance with, the U.S. securities laws in the London and other international capital markets.

The Forum urges the Commission to exercise its exemptive authority under the HFIAA and welcomes any opportunity to engage further with the Commission on this issue. The Forum believes that the exemption request and the views expressed in this letter reflect the aims of the Commission to maintain robust investor protection, promote fair, orderly, and efficient markets, and facilitate capital formation, including for FPIs.

The Forum's views on this matter are informed by the comprehensive experience of its members in U.S. federal securities law matters relevant to FPIs in the London and other international capital markets, including in relation to securities offerings and other transactional work, corporate governance and ongoing reporting obligations. The Forum hopes that the views herein will aid the Commission as it considers whether, pursuant to the powers conferred on it by the HFIAA, it should exempt from the requirements of Section 16(a) of the Exchange Act those FPI insiders that are already subject to substantially similar insider reporting requirements pursuant to the E.U. Market Abuse Regulation or the U.K. Market Abuse Regulation.

This letter summarizes the discussions held among the Forum's members on the implications of FPIs becoming subject to the insider reporting requirements of Section 16(a) of the Exchange Act, including for the London and other international capital markets, in a series of virtual meetings and via written correspondence. However, the views reflected herein do not purport to reflect the views of any individual member of the Forum or any of the organizations with which they may be affiliated.

Unless otherwise defined herein, capitalized terms included in this letter have the same meanings as given in the Exchange Act.

Views of the Forum

1. The Forum notes that the HFIAA confers on the Commission the power to exempt any person, security or transaction, or any class or classes of persons, securities, or transactions, from the insider reporting requirements of Section 16(a) of the Exchange Act if it determines that the laws of a foreign jurisdiction apply "substantially similar" requirements on such person, security or transaction.

Exemptive powers of the Commission

As amended by the HFIAA, Section 16(a) of the Exchange Act will apply to directors and officers of any FPI that has any class of any equity security (other than an exempted security),[3] which is registered pursuant to Section 12 of the Exchange Act. The HFIAA grants the Commission the following exemptive powers:

> "*(5) Authority to exempt. The Commission by rule, regulation, or order, may conditionally or unconditionally exempt any person, security, or transaction, or any class or classes of persons, securities, or transactions, from the requirements of this section if the Commission determines that the laws of a foreign jurisdiction apply substantially similar requirements to such person, security, or transaction.*"[4]

The HFIAA does not mandate such relief and the Commission has discretionary authority to exercise

[3] In this context, "exempted security" has the meaning given thereto in 15 U.S.C. § 78c(a)(12) and covers a limited subset of securities, including government securities, municipal securities or securities issued by certain funds or entities that do not qualify as investment companies, that bear no direct relation to FPIs.

[4] Section 8103(b)(1)(D) of the HFIAA, available at https://www.congress.gov/bill/119th-congress/senate-bill/1071/text. Emphasis added.

such exemptive powers, in circumstances where it finds that the requirements applicable in foreign jurisdictions are "substantially similar" to those imposed by Section 16(a) of the Exchange Act.

Commission interpretation of the "substantially similar" standard

Interpretation of the "substantially similar" standard used by the HFIAA has precedent in U.S. federal securities laws and the practice of the Commission, such as, for example, in relation to the determination by the Commission of what constitutes a "covered security" for the purpose of Section 18 of the U.S. Securities Act of 1933, as amended.[5] In that context, the Commission interpreted the "substantially similar" standard to mean "*at least as comprehensive*" and, importantly, that "*differences in language or approach […] did not necessarily lead to a determination that the […] standards […] were not substantially similar […]*".[6]

In addition, the Forum believes that, in the specific context of determining whether the laws of a foreign jurisdiction apply insider reporting requirements that are "substantially similar" to those under Section 16(a) of the Exchange Act, it is particularly important to consider whether, in effect, any such foreign legislation achieves the same policy objectives as those expected from the application of Section 16(a) of the Exchange Act.[7]

2. The Forum believes that each of the E.U. Market Abuse Regulation and the U.K. Market Abuse Regulation imposes on FPI insiders reporting obligations that are "substantially similar" to the reporting obligations under Section 16(a) of the Exchange Act, including in respect of the scope of the reporting persons, the substance of the information disclosed and the timing for and public availability of reported information.

Based on discussions among its members and informed by their extensive practice advising FPIs and their insiders on cross-border securities compliance matters, the Forum is of the view that, on the one hand, Section 16(a) of the Exchange Act and, on the other hand, each of the E.U. Market Abuse Regulation and the U.K. Market Abuse Regulation, impose insider reporting obligations on a functionally equivalent group of individuals, in respect of substantially the same information, within a comparable time frame, and with the similar objectives of promoting transparency and protecting against misuse of inside information.

To support this view, the Forum has conducted a comparative analysis of the reporting requirements of, on the one hand, Section 16(a) of the Exchange Act and, on the other hand, each of the E.U. Market Abuse Regulation and the U.K. Market Abuse Regulation, which is attached as an annex to this letter.[8]

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5 15 U.S.C. § 77r. See also 17 CFR § 230.146.

6 Covered Securities Pursuant to Section 18 of the Securities Act of 1933, 63 Fed. Reg. 13, at 3033 (Jan. 21, 1998).

7 The HFIAA does not explicitly discuss the policy objectives it seeks to advance, but public statements made by sponsors of predecessor bills introduced in 2022 (*117th Congress, 2nd session, S. 4127*, available at https://www.congress.gov/bill/117th-congress/senate-bill/4127) and 2023 (*118th Congress, 1st session, S. 1169* at https://www.congress.gov/bill/118th-congress/senate-bill/1169) make clear that the primary concern is addressing opportunistic insider trading abuses by FPI insiders that are not subject to the same reporting obligations as U.S. companies, in particular insiders of Russian and Chinese companies listed in the United States. See J. Kennedy, C. Van Hollen, *Foreign Companies Should Have to Play by the Same Rules*, Wall Street Journal, April 16, 2023 (op-ed), reprinted on Senator J. Kennedy's website.

8 The Forum acknowledges that, following the departure of the United Kingdom from the European Union, certain differences exist between the E.U. Market Abuse Regulation and the U.K. Market Abuse Regulation. However, the Forum views these as minor and does not believe that these impact the comparability analysis undertaken for the purpose of determining that insider reporting obligations under Section 16(a) of the Exchange Act are "substantially similar" to those imposed by the E.U. Market Abuse Regulation or the U.K. Market Abuse Regulation.

A summary of the Forum's key findings is included below.

- *Section 16(a) of the Exchange Act, on the one hand, and each of the E.U. Market Abuse Regulation and the U.K. Market Abuse Regulation, on the other hand, are substantially similar in scope in that each is triggered by an issuer having securities listed or admitted to trading on a relevant market, thereby capturing comparable populations of issuers in their respective jurisdictions*

  Section 16(a) of the Exchange Act applies to insiders of issuers that have equity securities registered pursuant to Section 12 of the Exchange Act, meaning issuers whose equity securities are registered with the Commission and listed on a U.S. national securities exchange or otherwise required to be registered because they meet specified size and shareholder thresholds. Each of the E.U. Market Abuse Regulation and the U.K. Market Abuse Regulation applies, respectively, to issuers that have their securities admitted to trading on E.U. or U.K. regulated markets, E.U. or U.K. multilateral trading facilities or E.U. or U.K. organized trading facilities.[9] Notably, the scope of each of the E.U. Market Abuse Regulation and the U.K. Market Abuse Regulation is broader than Section 16(a) of the Exchange Act on this point as the former also cover issuers of debt securities listed in the European Union or in the United Kingdom, respectively.

  In other words, like Section 16(a) of the Exchange Act, each of the E.U. Market Abuse Regulation and the U.K. Market Abuse Regulation is designed to capture issuers in respect of which insider trading risks exist, underscoring that the frameworks pursue the same policy and regulatory objectives.

- *The group of persons subject to insider reporting requirements under the E.U. Market Abuse Regulation or the U.K. Market Abuse Regulation is functionally equivalent to those covered by Section 16(a) of the Exchange Act*

  Under each of the E.U. Market Abuse Regulation and the U.K. Market Abuse Regulation, insider reporting obligations apply to any "person discharging managerial responsibilities" ("**PDMRs**"). As further described in the Annex, this concept is meant to capture those who, by virtue of their position within the issuer's organization, have access to inside information, and therefore largely corresponds by design to "directors" and "officers" that are subject to the insider reporting obligations under Section 16(a) of the Exchange Act. Based on discussions to date between its members and the FPIs they advise, the Forum expects that, in practice, the population of PDMRs will substantially overlap with the directors and officers who would be required to report under Section 16(a) of the Exchange Act, ensuring coverage of the same individuals.

  Moreover, each of the E.U. Market Abuse Regulation and the U.K. Market Abuse Regulation extends reporting obligations to "persons closely associated" with PDMRs ("**PCAs**"), addressing the risk of indirect dealing through family members or other relatives. This reflects the same concern as Section 16(a) of the Exchange Act, which captures the same risk by requiring insiders to also report any "indirect pecuniary interest" in equity securities of the issuer (for example, equity securities held by members of the FPI insider's immediate family sharing the same household or held by or through certain legal entities for the benefit of the FPI insider), as further described in the Annex.

- *The trigger for information to be disclosed under each of the E.U. Market Abuse Regulation and the U.K. Market Abuse Regulation is substantially equivalent to that under Section 16(a)*

[9] Insider reporting under each of the E.U. Market Abuse Regulation and the U.K. Market Abuse Regulation applies regardless of the jurisdiction of organization of the issuer.

of the Exchange Act

Under each of the E.U. Market Abuse Regulation and the U.K. Market Abuse Regulation, reporting is triggered when PDMRs or their PCAs undertake a notifiable transaction in the issuer's shares, debt instruments or other linked financial instruments. By contrast, Section 16(a) of the Exchange Act focuses on beneficial ownership of any class of an issuer's equity securities, and reporting obligations are triggered for insiders based on subsequent changes in beneficial ownership of such equity securities.[10]

Although the regulatory approaches differ in form, the Forum believes that, in practice, transactions that trigger reporting under Section 16(a) of the Exchange Act will similarly give rise to disclosure obligations under each of the E.U. Market Abuse Regulation and the U.K. Market Abuse Regulation. They target the same economic substance and provide comparable transparency, ensuring that investors receive timely and meaningful information regarding insider transactions.

- *The nature of the information reported under Section 16(a) of the Exchange Act, on the one hand, and the E.U. Market Abuse Regulation and the U.K. Market Abuse Regulation, on the other hand, is also substantially similar, as each framework requires disclosure of key details regarding insider transactions*

  Under each of the E.U. Market Abuse Regulation and the U.K. Market Abuse Regulation, notifiable transactions must be reported with prescribed information, including the identity of the PDMR or the PCA, the relevant issuer, the financial instrument and its identifier, the nature, date, place, price, and volume of the transaction, as well as the rationale for the notification.

  Similarly, Section 16(a) of the Exchange Act requires insiders to report their holdings and changes in beneficial ownership using prescribed forms, including the identity of the reporting person, the relevant transaction, the issuer, the filer's relationship to the issuer, and detailed tables of equity and derivative securities.

  The U.S. and E.U. / U.K. regimes also empower the relevant regulator to request additional information or explanations necessary to verify compliance.[11]

- *The different reporting deadlines under Section 16(a) of the Exchange Act and under each of the E.U. Market Abuse Regulation and the U.K. Market Abuse Regulation achieve substantially similar objectives*

  Section 16(a) of the Exchange Act requires reporting on Form 4 within two business days of the execution of a reportable transaction,[12] with filings made immediately available to investors through the Commission's Electronic Data Gathering, Analysis, and Retrieval filing system ("**EDGAR**"), reflecting the Commission's long-standing emphasis on rapid

[10] Section 16(a) of the Exchange Act requires FPI insiders to file a Form 3 to disclose their holdings of the issuer's equity securities upon becoming an FPI insider, even if they do not beneficially own any such securities at that time. There is no equivalent requirement under the E.U. Market Abuse Regulation or the U.K. Market Abuse Regulation. However, issuers subject to the E.U. Market Abuse Regulation or the U.K. Market Abuse Regulation are required to maintain an up-to-date list of all PDMRs (and their PCAs) and, in the United Kingdom, certain issuers are required to disclose in their annual reports the security holdings of each director (but not officers) and their PCAs as at the end of the relevant reporting period. See the Annex for further detail.

[11] 15 U.S.C § 78u(a); Article 23 E.U. Market Abuse Regulation; Section 122A of the U.K. Financial Services and Markets Act 2000, as amended.

[12] 15 U.S.C. § 78p(a).

transparency for insider dealings. By comparison, each of the E.U. Market Abuse Regulation and the U.K. Market Abuse Regulation requires PDMRs (and their PCAs) to notify the issuer and the competent national authority promptly and no later than three business days after the transaction, and require the issuer to make that information public within two business days of receipt of such notification.[13] Although the reporting deadline is shorter under Section 16(a) of the Exchange Act, the Forum does not believe that the longer deadlines under each of the E.U. Market Abuse Regulation and the U.K. Market Abuse Regulation materially alter the ability to achieve the same objectives behind the rules in each of these jurisdictions.[14]

The disclosures are made public and are readily accessible to investors as well as the wider market: in the United Kingdom, regulated information (including PDMR transaction disclosures) is available through the U.K. Financial Conduct Authority's National Storage Mechanism and, in the European Union, equivalent national storage / dissemination arrangements exist across member states for public access to these disclosures. In addition, in the Forum's experience, U.K. and E.U. issuers that report under the Exchange Act typically furnish their U.K. / E.U. regulatory disclosures to the Commission, in English, on Form 6-K.[15]

In practical terms, each regime demands robust internal processes and strict compliance by insiders of notification procedures, and continuous operational readiness to capture, verify and disclose insider transactions quickly and accurately. In other words, each regime is premised on the same core regulatory objective: that insider dealing information should be disclosed to the market promptly, such that investors receive visibility of insider transactions as rapidly as possible. Moreover, insider reporting under the U.K. Market Abuse Regulation is made in English, which is a requirement stipulated by the HFIAA. With respect to insider reporting under the E.U. Market Abuse Regulation, a number of issuers already make their disclosures in English or choose to provide English translations. If reporting is not in English, the Commission could condition any exemptive relief on the requirement that an English translation be provided, which would be the case in any event if the disclosures are required to be furnished on Form 6-K.

The timing and public availability requirements under Section 16(a) of the Exchange Act, on the one hand, and each of the E.U. Market Abuse Regulation and the U.K. Market Abuse Regulation, on the other hand, are not perfectly synchronized, but they achieve the same transparency outcome. Specifically, each of the E.U. Market Abuse Regulation and the U.K. Market Abuse Regulation requires issuers to disseminate insider transaction disclosures in a manner which enables fast market access to the relevant information, typically through broad public dissemination channels.[16] Disclosures under Section 16(a) of the Exchange Act are made available through EDGAR and issuer websites. The E.U. Market Abuse Regulation and the U.K. Market Abuse Regulation approach therefore reflects a different, but equally robust, transparency process that is aligned with the Commission's investor protection objectives.

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[13] The two deadline process does result in notification to the regulator on a very similar schedule as under Section 16(a) (two versus three days), with the extra two business days provided to issuers to enable them to satisfy the extra requirement that applies in the European Union and the United Kingdom but not the United States - the issuer must make the information public in a formal way beyond mere website posting.

[14] The marginally longer reporting window under each of the E.U. Market Abuse Regulation and U.K. Market Abuse Regulation is also counterbalanced by the fact that, in practice, the corporate policies and practice of many FPIs reflect an emphasis on prompter disclosure of notifiable transactions.

[15] To the extent not all registrants are furnishing these disclosures on Form 6-K, any exemption from the insider reporting requirements under Section 16(a) of the Exchange Act could be conditioned on prompt filing of the reports on Form 6-K.

[16] E.U. Market Abuse Regulation, Article 19(3), as amended by Regulation (EU) 2019/2115; U.K. Market Abuse Regulation, Article 19(3).

As discussed above, each of the E.U. Market Abuse Regulation and the U.K. Market Abuse Regulation requires timely public disclosure of insider transactions that is readily accessible to investors, is disseminated through established regulatory channels, and achieves the same transparency and market-integrity objectives as Section 16(a) of the Exchange Act. The HFIAA exemptive authority does not call for equivalent process or presentation, but requires instead that the laws of a foreign jurisdiction apply substantially similar requirements. In the Forum's view, the E.U. and U.K. insider reporting frameworks meet that standard, and provide investors with timely and reliable insight into insider dealings comparable to the benefits expected of Section 16(a) of the Exchange Act.

3. In addition, the Forum believes that broader policy considerations support the Commission making use of its power to unconditionally exempt such FPI insiders from the requirements of Section 16(a) of the Exchange Act.

Informed by the deep practical experience of its members advising FPIs and their insiders on cross-border securities compliance matters, the Forum believes that adding new insider reporting obligations under Section 16(a) of the Exchange Act over and above their existing robust E.U. and U.K. insider reporting requirements will impose a material and immediate compliance burden on affected FPIs and their insiders. This burden will include systems development, internal controls and training, engagement of outside counsel, and initial enrolment and recurring filing and monitoring obligations. For the reasons described above, the Forum believes that these are likely to be disproportionate to any perceived incremental informational benefit for investors from the application of Section 16(a) of the Exchange Act, particularly where timely and detailed insider dealing disclosures are already publicly available pursuant to the E.U. Market Abuse Regulation and the U.K. Market Abuse Regulation. In addition, imposing parallel reporting regimes risks creating confusion for existing U.S. investors in securities issued by FPIs by generating overlapping disclosures that will differ in format and presentation, notwithstanding that they relate to the same underlying transactions and information.

More broadly, granting an exemption where foreign law imposes "substantially similar" requirements would be consistent with the Commission's historical cross-border regulatory approach, which aims "*to preserve appropriate investor protections while addressing FPIs' needs for certain accommodations from the Commission's rules to reduce burdens on those issuers arising from duplicative or conflicting domestic and foreign disclosure requirements*."[17] Such an approach promotes regulatory comity and reciprocity, supports efficient cross-border capital formation, and aligns with established Commission practice in recognizing equivalence or substituted compliance where appropriate. In this regard, it is notable that the United Kingdom has expressly recognised that U.S. issuers with securities listed on a regulated market in the United Kingdom are exempt from the U.K. disclosure rules regarding the notification of major shareholdings. These developments reflect a mutual acknowledgement of comparable regulatory outcomes notwithstanding differences in form.[18]

Finally, the Forum believes that a pragmatic exemption would reinforce recent and ongoing U.S.-U.K. regulatory cooperation efforts, such as the biannual U.S.-U.K. Financial Regulatory Working Group convened by the U.S. Department of the Treasury and HM Treasury, which emphasizes bilateral coordination and constructive alignment, focusing on reducing burdens for U.S. and U.K. firms raising capital cross-border.[19] Exercising the Commission's exemptive authority under the HFIAA in these circumstances would be consistent with those objectives and with the shared commitment of U.S. and U.K. authorities to high standards of market integrity implemented in a

[17] SEC Release Nos. 33-11376; 34-103176; File No. S7-2025-01; Section II, page 7, available at: https://www.sec.gov/files/rules/concept/2025/33-11376.pdf.

[18] See U.K. DTR 5.11.5 and FCA equivalence decision available at: https://www.fca.org.uk/markets/primary-markets/regulatory-disclosures/equivalence-non-uk-regimes#section-major-shareholding-rules-dtr-5-exemption-for-issuers.

[19] See also the recent creation of the U.S.-U.K. Transatlantic Taskforce for Markets of the Future. See https://home.treasury.gov/news/press-releases/sb0256.

proportionate and internationally coherent manner.

4. Accordingly, the Forum urges the Commission to make use of its exemptive powers under the HFIAA to unconditionally exempt FPI insiders subject to the E.U. Market Abuse Regulation or the U.K. Market Abuse Regulation, prior to the March 18, 2026 effective date.

Because FPI insiders that comply with the requirements of the E.U. Market Abuse Regulation or the U.K. Market Abuse Regulation are already subject to insider reporting requirements substantially similar to those imposed by Section 16(a) of the Exchange Act, and for the broader policy considerations discussed above, the Forum respectfully requests that the Commission exercise the exemptive powers conferred on it by the HFIAA to unconditionally exempt such FPI insiders from the reporting obligations under Section 16(a) of the Exchange Act.

The Forum wishes to emphasize that time is of the essence in this matter and urges the Commission to grant the requested relief ahead of the March 18, 2026 effective date of the HFIAA, when the new obligations under Section 16(a) of the Exchange Act will take effect, as a substantial portion of the additional burden for FPIs arises from establishing new reporting and compliance processes for their insiders.

Further discussion

We would be pleased to respond to any enquiries regarding this letter. Please contact the Forum's Co-Chairs Miriam Patterson, Senior Director, Market Practice and Regulatory Policy, the International Capital Market Association (Tel: +44 20 7213 0321 or email: miriam.patterson@icmagroup.org) or Daniel Winterfeldt, Founder & Co-Chair, Forum for US Securities Lawyers in London (Tel: +44 79 21 064 232 or email: daniel.winterfeldt@tffuslil.com) if you have any enquiries in relation to this letter.

Respectfully submitted,

The Forum for U.S. Securities Lawyers in London

Annex

Comparison of Insider Reporting Frameworks Demonstrating Substantial Similarity between Section 16(a) of the Exchange Act and each of the E.U. Market Abuse Regulation ("**E.U. MAR**") and the U.K. Market Abuse Regulation ("**U.K. MAR**")

	Summary of E.U. and U.K. PDMR / PCA reporting rules	**Summary of "insider" reporting rules under Section 16(a) of the Exchange Act as applicable to FPIs**	**Rationale for concluding E.U. and U.K. rules are "substantially similar" to the U.S. insider reporting rules**
1. Who is subject to reporting?	PDMRs and PCAs of any issuer that is regulated by E.U. MAR or U.K. MAR are subject to reporting obligations.[20] *What is a PDMR?* A person discharging managerial responsibility (a "**PDMR**") is a person within an issuer's organization that is either (i) a member of the administrative, management or supervisory body; or (ii) a senior executive who has regular access to inside information and the power to make managerial decisions affecting the future and prospects of that entity.[21] *What is a PCA?* In relation to a PDMR, a Person Closely Associated ("**PCA**")[22] is (i) a spouse or partner	Officers and directors of any issuer with equity securities registered under Section 12 of the Exchange Act are subject to reporting obligations. *What is an officer?* Officers include (i) the president, (ii) the principal financial officer, (iii) the principal accounting officer, (iv) any vice-president of the issuer in charge of a principal business unit, division, or function, and (v) other policy-making individuals, regardless of title. *What is a director?* Directors include "any director of a corporation or any person performing similar functions."[23]	The group of persons subject to insider reporting requirements under E.U. MAR or U.K. MAR is functionally equivalent to those covered by Section 16(a) of the Exchange Act (see page 4 of the Letter). In particular, the E.U., U.K. and U.S. rules each include a judgment-based element in determining who is an insider. Under E.U. / U.K. rules, a PDMR can be any person who has regular access to inside information and the power to make managerial decisions affecting the future and prospects of the relevant issuer. Under U.S. rules, an "officer" can be any person who performs a policy-making function for the issuer. Neither assessment is governed by title or contractual relationship with the relevant issuer. This evidences a shared substance over form

[20] Each of E.U. MAR and U.K. MAR applies, respectively, to issuers that have applied for the admission of their securities, or have their securities admitted, to E.U. or U.K. regulated markets or E.U. or U.K. multilateral trading facilities, and to issuers that have their securities admitted to E.U. or U.K. organized trading facilities. E.U. MAR and U.K. MAR reporting obligations apply regardless of the jurisdiction of incorporation of the issuer.

[21] Article 3(1)(25), E.U. MAR / U.K. MAR.

[22] Article 3(1)(26), E.U. MAR / U.K. MAR.

[23] SEC Release No. 34-18114 (Sep. 24, 1981). For purposes of Section 16(a) of the Exchange Act, this definition should be interpreted broadly. It may encompass advisory, emeritus, or honorary directors, as well as members of other similar corporate bodies that either (i) participate in formulating and deciding policy issues, or (ii) have access to

	Summary of E.U. and U.K. PDMR / PCA reporting rules	Summary of "insider" reporting rules under Section 16(a) of the Exchange Act as applicable to FPIs	Rationale for concluding E.U. and U.K. rules are "substantially similar" to the U.S. insider reporting rules
	of similar legal status; (ii) a dependent child; (iii) a relative of the PDMR who has shared the same household for at least one year from the date of the transaction; or (iv) any legal person, trust or partnership, where the managerial responsibilities / control / benefit / economic interests of which are shared by the PDMR (or by another PCA).		approach.
2. What are the triggers for filing / publishing a report?	A reporting obligation arises when PDMRs or their PCAs enter into a "notifiable transaction." Notifiable transactions are transactions conducted by PDMRs and their PCAs *on their own account* relating to the issuer's shares, debt instruments, or other linked financial instruments (e.g., derivatives). A non-exhaustive list of notifiable transactions is included under Article 19 of each of E.U. and U.K. MAR, respectively.[24]	Insiders must file an initial report on Form 3 to disclose their holdings of the issuer's equity securities (including derivative securities) at the time of becoming an insider.[25] After an initial report on Form 3, a reporting obligation arises when there is any change in the insider's beneficial ownership of the issuer's equity securities. Insiders must file a Form 4 to report each transaction resulting in a change in the filer's beneficial ownership, regardless of the size of the change, unless the transaction falls within a very limited class of transactions that may instead be reported on Form 5. A Form 5 is filed annually if insiders have unreported holdings or transactions during the fiscal year that were not previously disclosed on Forms 3 or 4. It serves as a "catch-	Although the regulatory approaches differ in form, in practice, transactions that trigger reporting under Section 16(a) of the Exchange Act will generally similarly give rise to disclosure obligations under E.U. MAR or U.K. MAR. The trigger for information to be disclosed under E.U. MAR or U.K. MAR is substantially equivalent to that under Section 16(a) of the Exchange Act (see page 4 of the Letter). There is no equivalent to Form 3 under E.U. MAR or U.K. MAR. However, we note that the core objective of Section 16(a) is to promote market transparency in respect of trading by insiders, by giving investors "*an idea of the purchases and sales by insiders which may in turn indicate their private opinion as to prospects*

material nonpublic information.

[24] Article 19(1) and (7) E.U. MAR / U.K. MAR; Article 10 of Commission Delegated Regulation ((EU) 2016/522), as amended by the Market Abuse (Amendment) (EU Exit) Regulations 2019 (Treasury Regulation); and Article 10 of Commission Delegated Regulation ((EU) 2016/522).

[25] Insiders must file a Form 3 even if they do not beneficially own any equity securities of the issuer at that time.

	Summary of E.U. and U.K. PDMR / PCA reporting rules	Summary of "insider" reporting rules under Section 16(a) of the Exchange Act as applicable to FPIs	Rationale for concluding E.U. and U.K. rules are "substantially similar" to the U.S. insider reporting rules
		all" for unreported deferred items such as inheritances, small acquisitions (under U.S.$10,000),[26] and any previously overlooked transactions or corrections.	*of the company*."[27] We respectfully submit that this objective is already achieved by the reporting requirements under U.K. MAR or E.U. MAR, through disclosure of the nature, timing, and size of relevant transactions.
3. How are indirect holdings treated?	PCA's have the same direct reporting obligations as PDMRs (see row 1, above).	For reporting purposes, beneficial ownership is determined on the basis of whether the insider has a pecuniary interest (i.e., an opportunity to profit), either directly or indirectly, in the relevant securities. Examples of indirect beneficial ownership (arising from a pecuniary interest) include: • Family holdings: the equity securities are held by immediate family members in the same household as the insider. • Trust holdings: the insider has a pecuniary interest in the securities held by the trust and has investment control over such securities.	Each of E.U. MAR and U.K. MAR extends reporting obligations to PCAs of PDMRs, addressing the risk of indirect dealing through family members, other relatives, or other forms of indirect holdings such as trusts and groups. This reflects the same concern as Section 16(a) of the Exchange Act, which captures the same risk by requiring insiders also to report any "indirect pecuniary interest" in equity securities of the issuer. The explicit PCA concept achieves the same functional outcome as the U.S. beneficial ownership concept (see page 4 of the Letter).
4. Who has to file / publish the report, and who needs to	PDMRs and PCAs must inform the issuer and the competent authority of all "notifiable transactions" (subject to certain *de minimis* thresholds).[28]	Insiders are required to file reports with the Commission via EDGAR; insiders bear direct responsibility for their submissions.	Under E.U., U.K. and U.S. rules, the obligation to notify the regulator rests with the relevant insider.

[26] Subject to certain conditions, an insider may defer reporting an acquisition (other than one made directly from the issuer or under an issuer-sponsored employee benefit plan) if, when aggregated with the insider's other acquisitions of securities of the same class during the preceding six months (and excluding acquisitions already reported on Form 4 or Form 5), the total market value does not exceed US$10,000.

[27] H.R. Rep. 73-1383, at 24 (1934).

[28] Article 19(1) of E.U. MAR / U.K. MAR. Under U.K. MAR, the *de minimis* threshold is EUR 5,000. Under E.U. MAR, the default threshold is EUR 20,000, although each

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be notified of a trigger event?	The issuer must also make the notification public, in its entirety, in a manner which enables fast and equal access to the information.	Issuers are required to make the filings available on their website.	Under each of E.U. MAR and U.K. MAR, the issuer has a specific additional obligation to notify the market in a manner which enables fast and equal access to the information. By imposing this obligation, and corresponding liability, on issuers themselves, each of E.U. MAR and U.K. MAR ensures fast and widespread public dissemination of the information (see page 6 of the Letter).
5. How is the report filed / published?	Reports are filed electronically both to notify the competent authority and to ensure sufficient public dissemination.[29] The issuer must also make the notification public in a manner which enables fast and equal access to the information.[30]	Reports under Section 16(a) of the Exchange Act are filed electronically via the SEC's EDGAR system and are publicly available on the SEC's website. The issuer also must make insiders' Section 16(a) filings available on its website by the end of the first business day following the date of filing with the SEC.	While the method of publication differs, PDMR notifications and filings made under Section 16(a) of the Exchange Act are each electronically filed and also publicly available.

competent authority has discretion to lower this to EUR 10,000 (e.g., Malta) or increase it to EUR 50,000 (e.g., Denmark, France and, from January 1, 2026, Germany). Although Section 16(a) of the Exchange Act does not provide a *de minimis* reporting threshold, insiders may defer reporting an acquisition (other than one made directly from the issuer or under an issuer-sponsored employee benefit plan) if, when aggregated with the insider's other acquisitions of securities of the same class during the preceding six months (and excluding acquisitions already reported), the total market value does not exceed US$10,000. Reporting is deferred to Form 5, which is filed annually. Similarly, U.K.-incorporated companies whose shares are listed on the Main Market (commercial companies segment) of the London Stock Exchange must disclose in their annual reports the interests of each director (and their PCAs) as at the end of the reporting period, including all changes occurring between the end of that period and a date no more than one month prior to the notice of the annual general meeting. This disclosure captures the directors' total beneficial ownership positions, comparable to that reflected in Form 5, thereby ensuring that all transactions – including those below a *de minimis* threshold – are ultimately captured. The timing of disclosure of such *de minimis* transactions thus would be comparable to that under Section 16(a) of the Exchange Act, as the deferral permitted by Rule 16a-6, like the filing of a company's annual report, results in annual reporting. For issuers subject to E.U. MAR, the Forum understands that annual reporting requirements on this point would be based on national law. We understand that at least some E.U. jurisdictions have similar requirements to report such transactions in annual reports.

[29] Article 2, FCA Technical Standard Commission Implementing Regulation (EU) 2016/523; and Article 2, Commission Implementing Regulation (EU) 2016/523.

[30] For example, in the United Kingdom, the notification must be made public through a regulatory newswire (such as the London Stock Exchange's Regulatory News Service);

	Summary of E.U. and U.K. PDMR / PCA reporting rules	Summary of "insider" reporting rules under Section 16(a) of the Exchange Act as applicable to FPIs	Rationale for concluding E.U. and U.K. rules are "substantially similar" to the U.S. insider reporting rules
6. Language of publication	English and/or national language.[31]	English.	Insider reporting under U.K. MAR is made in English. With respect to insider reporting under E.U. MAR, a number of issuers already make their disclosures in English or choose to provide English translations. If reporting is not in English, the Commission could provide exemptive relief subject to the requirement that an English translation also be provided.
7. What information has to be reported?	The content of the mandatory notification template is prescribed, and includes the following:[32] • the name of the insider; • the date and place of the transaction(s); • the name of the relevant issuer; • a description and the identifier of the securities; • the reason for the notification; • the nature of the transaction(s) in	The content of each Form is prescribed, and includes the following: **Form 3:** • the name and address of the insider, and the relationship of the insider to the issuer; • the date of the triggering event; • the name of the relevant issuer and its ticker symbol; • a description of the securities; • total beneficial ownership of the securities.	The nature of the information reported under E.U., U.K. and U.S. rules is substantially similar, as each framework requires disclosure of key details regarding insider transactions, and captures the same economic substance (see page 4 of the Letter). Whereas each of E.U. MAR and U.K. MAR reporting focuses on transaction-level information, Section 16(a) of the Exchange Act also requires reporting of certain ownership information broken down by (i) direct ownership; (ii) each category of indirect ownership; and (iii)

reports are then automatically stored on the FCA's national storage mechanism, a publicly searchable repository of regulated information that is comparable to EDGAR. In certain E.U. jurisdictions (e.g., Belgium), notifications are published by the competent authority on its website, rather than by the issuer (Article 19(3) E.U. MAR).

[31] E.U. MAR does not expressly provide for the language of publication and practice varies by jurisdiction. In a number of instances, reports are typically published in English as well as the national language(s) (e.g., Belgium and Germany). In other cases, the report is typically published in the national language (e.g., France and Italy).

[32] Article 19(6), E.U. MAR / U.K. MAR.

	Summary of E.U. and U.K. PDMR / PCA reporting rules	Summary of "insider" reporting rules under Section 16(a) of the Exchange Act as applicable to FPIs	Rationale for concluding E.U. and U.K. rules are "substantially similar" to the U.S. insider reporting rules
	relevant securities; and • the price and volume of the transaction(s).	**Form 4:** • the name of the insider, and the relationship of the insider to the issuer; • the date of the transaction(s); • the name of the relevant issuer and its ticker symbol; • a description of the securities; • the nature of the transaction(s) in relevant securities; • the price and volume of the transaction(s); and • an indication as to whether the transaction(s) reported were made under a contract, instruction or plan intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) (and, if so, the date of adoption of the Rule 10b5-1(c) plan).[33] **Form 5:** Form 5 serves as a "catch-all" for unreported holdings and transactions and, therefore, it is not always required to be filed. The information reported on Form 5 is substantially identical to that required on Form 4.	total beneficial ownership before and after the transaction (Form 4 only). Reporting broken down by direct ownership / categories of indirect ownership is comparable under each of E.U. MAR and U.K. MAR, where PCAs must separately report notifiable transactions in the issuer's securities (see row 3 above). Total beneficial ownership of directors is reported on an annual basis in certain issuer's annual reports (see footnote 28).
8. What are the	Within **three business days** of a notifiable	**Form 3:** Following the HFIAA's enactment, insiders	Although the reporting deadline is shorter under

[33] Rule 10b5-1 under the Exchange Act provides a safe harbor for directors, officers and other insiders to sell shares of the company pursuant to a safe harbor from liability for insider trading under Section 10(b) of the Exchange Act, provided that the insider adopts a plan for such sales and, among other requirements, at the time the plan is adopted, the insider is not in possession of material non-public information.

	Summary of E.U. and U.K. PDMR / PCA reporting rules	Summary of "insider" reporting rules under Section 16(a) of the Exchange Act as applicable to FPIs	Rationale for concluding E.U. and U.K. rules are "substantially similar" to the U.S. insider reporting rules
deadlines for filing / publication?	transaction occurring, the PDMR or PCA must notify the issuer and the regulator of the transaction. Within **two business days** of receiving such a notification from the PDMR or PCA, the issuer must inform the market (except where the regulator publishes the report itself).[34]	must file their initial Form 3 by March 18, 2026.[35] For persons who become insiders after this date, the Form 3 must be filed within **10 calendar days** (by 10:00 p.m. Eastern Time) after becoming an insider. Following the initial Form 3 filing, ongoing reporting obligations will commence. **Form 4:** Insiders must file Form 4 within **two business days** (by 10:00 p.m. Eastern Time) of any change in their previously reported beneficial ownership.[36] **Form 5:** Filed annually (only if required), and due within **45 calendar days** (by 10:00 p.m. Eastern Time) after the FPI's fiscal year-end (commencing after March 18, 2026).[37]	Section 16(a) of the Exchange Act, the Forum does not believe that the longer deadlines under each of E.U. MAR and U.K. MAR materially alter the ability to achieve the same objectives behind the rules in each of these jurisdictions.
9. Penalties and enforcement	In the event of non-compliance with PDMR / PCA reporting rules, the competent authority can impose a range of administrative penalties such as: • censuring or fining issuers, PDMRs or PCAs (including former directors); or • temporarily prohibiting an individual from holding an office or position of responsibility or from acquiring or	In the event of non-compliance with the reporting rules under Section 16(a) of the Exchange Act, the Commission can impose a range of civil and administrative penalties such as: • enforcement action against the insider, including fines or other civil penalties; or • prohibiting the insider from serving as an officer or director of a public company.	The E.U., U.K. and U.S. rules are administered and enforced, respectively, by the national securities regulator with investigative and enforcement tools designed to ensure timely, accurate insider disclosures. Each regulator focuses enforcement on completeness / timeliness of public reporting, supporting similar market transparency

[34] Article 19(1), 19(2) and 19(3), E.U. MAR / U.K. MAR.
[35] HFIAA, S. 1071, § 8103(b)(2); HFIAA, (b)(2); 17 CFR § 249.103.
[36] 17 CFR § 249.104.
[37] 17 CFR § 249.105.

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	disposing of financial instruments.		objectives. Penalties under the E.U, U.K., and U.S. reporting rules are broadly comparable; non-compliance may result in administrative penalties targeted at the person who has failed to comply with the applicable reporting rules. Note that, under each of E.U. MAR and U.K. MAR rules, this can also capture the issuer. The Commission could, of course, also bring an enforcement action against a PDMR, PCA or issuer that publishes false or misleading reports.