









Current Financial Statements – What’s Necessary to Price An Offering 2025 Calendar

(For FYE December 31, 2024 Companies)

							
Third Quarter 2024 Needed	Year End 2024 Needed	First Quarter 2025 Needed	Second Quarter 2025 Needed	Third Quarter 2025 Needed	SEC Holiday	Comfort Can Be Problematic*	Staleness/10-Q Gap Period*


January							February							March							April							
Su	Mo	Tu	We	Th	Fr	Sa	Su	Mo	Tu	We	Th	Fr	Sa	Su	Mo	Tu	We	Th	Fr	Sa	Su	Mo	Tu	We	Th	Fr	Sa	
			1	2	3	4						1							1			1	2	3	4	5		
5	6	7	8	9	10	11	2	3	4	5	6	7	8	2	LAF & AF AOF	LAF & AF AOF	LAF & AF AOF	LAF & AF AOF	LAF & AF AOF	LAF & AF AOF	8	6	7	8	9	10	11	12
12	13	14	15	16	17	18	9	10	11	12	13	14	15	9	LAF & AF AOF	LAF & AF AOF	LAF & AF AOF	LAF & AF AOF	LAF & AF AOF	LAF & AF AOF	15	13	14	15	16	17	18	19
19	20	21	22	23	24	25	16	17	18	19	20	21	22	16	LAF & AF AOF	LAF & AF AOF	LAF & AF AOF	LAF & AF AOF	LAF & AF AOF	LAF & AF AOF	22	20	21	22	23	24	25	26
26	27	28	29	30	31		23	24	25	26	27	28	23	LAF & AF AOF	LAF & AF AOF	LAF & AF AOF	LAF & AF AOF	LAF & AF AOF	LAF & AF AOF	29	27	28	29	30				
													30	31														


May							June							July							August							
Su	Mo	Tu	We	Th	Fr	Sa	Su	Mo	Tu	We	Th	Fr	Sa	Su	Mo	Tu	We	Th	Fr	Sa	Su	Mo	Tu	We	Th	Fr	Sa	
				1	2	3	1	2	3	4	5	6	7			1	2	3	4	5						1	2	
4	5	6	7	8	9	10	8	9	10	11	12	13	14	6	7	8	9	10	11	12	3	4	5	6	7	LAF & AF AOF	8	9
11	LAF & AF AOF	LAF & AF AOF	LAF & AF AOF	14	15	16	17	15	16	17	18	19	20	21	13	14	15	16	17	18	19	10	LAF & AF AOF	LAF & AF AOF	LAF & AF AOF	14	15	16
18	19	20	21	22	23	24	22	23	24	25	26	27	28	20	21	22	23	24	25	26	17	18	19	20	21	22	23	
25	26	27	28	29	30	31	29	30						27	28	29	30	31			24	25	26	27	28	29	30	
																					31							

September							October							November							December							
Su	Mo	Tu	We	Th	Fr	Sa	Su	Mo	Tu	We	Th	Fr	Sa	Su	Mo	Tu	We	Th	Fr	Sa	Su	Mo	Tu	We	Th	Fr	Sa	
	1	2	3	4	5	6				1	2	3	4							1		1	2	3	4	5	6	
7	8	9	10	11	12	13	5	6	7	8	9	10	11	2	3	4	5	6	LAF & AF AOF	7	8	7	8	9	10	11	12	13
14	15	16	17	18	19	20	12	13	14	15	16	17	18	9	LAF & AF AOF	LAF & AF AOF	LAF & AF AOF	LAF & AF AOF	LAF & AF AOF	LAF & AF AOF	15	14	15	16	17	18	19	20
21	22	23	24	25	26	27	19	20	21	22	23	24	25	16	17	18	19	20	21	22	21	22	23	24	25	26	27	
28	29	30					26	27	28	29	30	31		23	24	25	26	27	28	29	28	29	30	31				
														30														

Key

- LAF:** Large Accelerated Filer is an issuer with aggregate worldwide market value held by non-affiliates of \$700mm or more as of the last business day of the issuer’s most recently completed 2Q. A LAF remains a LAF until the issuer determines at FYE that it fell below the \$560mm threshold as of the last business day of the issuer’s most recently completed 2Q.
- AF:** Accelerated Filer is an issuer with aggregate worldwide market value held by non-affiliates of \$75mm or more but less than \$700mm as of the last business day of the issuer’s most recently completed 2Q. An AF remains an AF until the issuer determines at FYE that it fell below the \$60mm threshold as of the last business day of the issuer’s most recently completed 2Q.
- AOF:** All Other Filers
- IPO:** After February 14, 2025, year end financial statements for 2024 will be necessary for any IPO or any issuance by a delinquent filer or “Loss Corporation” (i.e., a company that does not expect to report positive income after taxes in the latest fiscal year or did not report positive income after taxes in both of the two prior fiscal years)

 White polka dots indicate that the accountants may resist giving negative assurance comfort in the “comfort letter” 134 days after the end of the third quarter (i.e., after February 11, 2025) in light of guidance provided in PCAOB AS 6101. Consider whether procedures and findings (or “pass through”) comfort, as contemplated by PCAOB AS 6101, may be appropriate and sufficient for an offering during this period

 Green shading indicates the gap period between the staleness date and when the issuer’s 10-Q is required to be filed, as the staleness date can fall a few days before the 10-Q due date. The SEC staff, however, often permits an issuer that has timely filed its reports during the previous 12 months to file and go effective on a registration statement after the staleness deadline and prior to the filing of its next 10-Q. During this gap period, consider whether foregoing updated quarterly financials is appropriate

Acquired Business Financial Statement Requirements

Certain historical financial statements of recent or probable acquisitions may need to be included in the offering materials. The following basic 2 step process gives a general sense of what may be required

Step 1 – Determine the highest level of “significance” that the recent or probable acquisition represents for the Buyer based upon the following 3 prong test:

- **Investment Test:** Buyer’s investment in the Target compared to, if available, aggregate worldwide market value of the Buyer’s voting and non-voting common equity or, if not available, the Buyer’s total assets
- **Asset Test:** Target’s total assets compared to the Buyer’s total assets
- **Income Test:** Lower of (1) Revenue Component (Target’s revenue from continuing operations compared to the Buyer’s consolidated revenues from continuing operations, after intercompany eliminations) and (2) Net Income Component (Income from continuing operations before income taxes of the Buyer compared to that of the Target)

Step 2 – Determine what, if any, additional financial information is required to be included using the highest significance level as per Step 1:

Highest Significance Level	Target Historical Financial Statement	Pro Forma Financial Statements
Below 20%	None	None
20% < 40%	1 year plus any interim period May be omitted once included in the Buyer’s financial statements for nine months	1 year plus any interim period
Greater than 40%	2 years plus any interim period (with comparative interim period from prior year) May be omitted once included in the Buyer’s financial statements for a fiscal year	1 year plus any interim period

Note: There are exceptions and variations on the above analysis, including with respect to multiple individually insignificant (below 20%) recent or probable acquisitions. Consult your Weil contact to discuss