

2018-2019 YEAR-END TOOL KIT

FOR 2018 QUARTERLY REPORTING

FORM 10-Q CHECKLIST AND RESPONSIBILITIES TABLE

April 2018

Update April 2019: SEC final rules adopted in March 2019 will change reporting requirements for Form 10-K, 10-Q and 8-K effective May 2, 2019. For a list of changes, see "Changes in SEC Forms 10-K, 10-Q and 8-K" posted on the Year-End Tool Kit website. For a discussion of these changes, see our client alert ["Disclosure Simplification, Round Two: A Deep Dive Into SEC's New Amendments."](#)

Form 10-Q Checklist and Responsibilities Table

*Note that the following table has been prepared to assist domestic public companies to manage the process of preparing an annual report on Form 10-Q and is only a general outline of the disclosure requirements of Form 10-Q. This table is not a substitute for review of applicable SEC rules, regulations, forms and interpretations or the advice of qualified legal and accounting professionals. This table is intended to be used with the **Public Company Annual Timetable** and the accompanying **Form 10-K Checklist and Responsibilities Table** and **Proxy Statement Checklist and Responsibilities Table** and should be modified as necessary to reflect the company's management structure, business(es), finances, regulatory/legal requirements, status under various SEC rules, and other relevant concerns. Please note that this table does not reflect SEC rules applicable to "smaller reporting companies" or "emerging growth companies." Please also note that foreign private issuers, asset backed issuers, registered investment companies and others are subject to requirements that in some cases differ significantly from those on which these tables are based.*

Requirements for Form 10-Q reports that have changed since the preceding year for companies with calendar year ends are summarized on the following page and shown in the table below in rows with **yellow shading**.

Each member of the disclosure committee (or company personnel serving in an equivalent role) should read the entire draft Form 10-Q report except to the extent that the company's procedures reasonably provide otherwise, and should be familiar with the contents of the company's Form 10-K annual report for the preceding fiscal year. The responsibilities shown in the table below highlight specific sections to which it is suggested that designated individual reviewers should give special attention.

If you have received a copy of this document in Adobe Acrobat® format and would like an editable copy in Microsoft Word® format, please contact your regular Goodwin Procter attorney. This document is provided with the understanding that it does not constitute the rendering of legal advice or other professional advice by Goodwin Procter LLP or its attorneys.

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SECTION OF REPORT	REGULATION S-K REFERENCE	DRAFTED BY	REVIEWER(S)	COMMENTS
<p><u>SUMMARY OF CHANGES FOR 2019 FORM 10-Q REPORTS</u></p> <p>SEC amendments to the Smaller Reporting Company definition (effective September 10, 2018; see Goodwin alert) and XBRL rules (effective September 19, 2018; see Goodwin alert) make changes in the facing (cover) page shown in the next row.</p> <p>SEC disclosure simplification amendments (effective November 5, 2018; see Goodwin alerts here and here and here) change several disclosure requirements for Form 10-Q, highlighted in the applicable sections below.</p>				
<p>Form 10-K and Form 10-Q Facing (Cover) Page Changes for filings after September 19, 2018</p> <p>Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <hr/> <p>Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," <input type="checkbox"/> and "emerging growth company" in Rule 12b-2 of the Exchange Act.</p> <div style="display: flex; justify-content: space-between;"> <div> <p>Large accelerated filer <input type="checkbox"/></p> <p>Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company)</p> </div> <div> <p>Accelerated filer <input type="checkbox"/></p> <p>Smaller reporting company <input type="checkbox"/></p> <p>Emerging growth company <input type="checkbox"/></p> </div> </div>				

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SECTION OF REPORT	REGULATION S-K REFERENCE	DRAFTED BY	REVIEWER(S)	COMMENTS
<p>NEW FOR 2017/2018</p> <p><u>SUMMARY OF CHANGES FOR FORM 10-Q REPORTS FILED BY COMPANIES WITH FISCAL YEARS ENDING DECEMBER 31, 2017 OR LATER</u></p> <p><u>EGC “check boxes”.</u> Form 10-Q reports now require (1) a check box for EGC status and (2) a check box to indicate whether the company has made an irrevocable election <i>not</i> to use the extended transition period for complying with any new or revised financial accounting standard provided pursuant to Section 7(a)(2)(B) of the Securities Act of 1933. Note that as of February 2, 2018, the Acrobat®-format copy of Form 10-Q published on the SEC website does not show the required check boxes and text.</p> <p><u>Tax Cuts and Jobs Act disclosure.</u> The SEC issued guidance on ASC 720 and accounting for the effects of the Tax Cuts and Jobs Act on December 22, 2017. In addition to the interpretive guidance on disclosure provided by the SEC staff in SAB 118 and C&DI 110.02, companies should consider a variety of other related disclosure impacts, such as disclosure of known trends and uncertainties in MD&A, Regulation FD disclosure, and other matters discussed in this client alert.</p> <p><u>Exhibit hyperlinks and HTML filing format.</u> Form 10-Q reports must include active hyperlinks to exhibits before the signature page. This includes exhibits incorporated by reference from other filings. In the case of exhibits originally filed as part of a single ASCII (text) format file, the company should provide a hyperlink to the filing that contains the exhibit and provide a reference that clearly identifies which exhibit is incorporated by reference. Item 601 of Regulation S-K has been amended to require that the exhibit index must appear <i>before</i> the signature page. Further, in most cases, companies must also now make SEC filings in HTML, rather than ASCII, format. These requirements also apply to quarterly reports on Form 10-Q and current reports on Form 8-K, as well as most registration statements filed under the Securities Act of 1933, among others.</p>				

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SECTION OF REPORT	REGULATION S-K REFERENCE	DRAFTED BY	REVIEWER(S)	COMMENTS
<u>FORM 10-Q FILING DEADLINES</u>				
		<u>Form 10-Q</u>	<u>404 Compliance</u>	
Large Accelerated Filers* (public float ≥ \$700MM)		40 days	required	
Accelerated Filers* (public float ≥ \$75MM and < \$700MM)		40 days	required	
Non-Accelerated Filers* (public float < \$75MM)		45 days	see below	
Note that Smaller Reporting Companies may also be Accelerated Filers, subject to filing deadlines for Accelerated Filers				
<u>PERMANENT NON-ACCELERATED FILER EXEMPTION – INTERNAL CONTROL/SECTION 404</u>				
Under SEC rules implementing Section 989G of the Dodd-Frank Act, non-accelerated filers are permanently exempt from the requirement to provide an auditor attestation on the company's internal control over financial reporting. They continue to be subject to the requirement to provide a management report (including an assessment of effectiveness) on internal control over financial reporting in their annual reports.				
* See definitions below.				

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SECTION OF REPORT	REGULATION S-K REFERENCE	DRAFTED BY	REVIEWER(S)	COMMENTS
<p>CHANGED FOR 2018/2019 <u>INTERACTIVE FINANCIAL DATA / XBRL</u></p> <p>All reporting companies are subject to SEC rules that require companies to submit interactive financial data with their Form 10-K and Form 10-Q filings. Newly public domestic companies become subject to the interactive data requirements for the first quarterly report on Form 10-Q due after becoming public companies.</p> <p>As summarized in this Goodwin alert, the SEC has amended its eXtensible Business Reporting Language (XBRL) rules to require operating companies to present XBRL financial statement information in "inline" format. Subject to a phase-in schedule, companies will be required to transition to Inline XBRL starting with fiscal periods ending on or after June 15, 2019. The Inline XBRL amendments will require companies to embed XBRL data directly into reports and registration statements filed with the SEC so that the document is both human-readable and machine-readable. This will eliminate the current need to file duplicative, separate copies of financial statement information in XBRL format. The amendments also eliminate the current website posting requirement and revise Form 10-Q and Form 10-K.</p> <p>Note that there is a check box on the cover page of Form 10-K and Form 10-Q that companies should use to indicate whether or not they have complied with these rules, which was changed effective September 19, 2018. See the summary of 2018 SEC amendments above and this Goodwin alert.</p>				

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<p><u>ENTERING AND EXITING LARGE ACCELERATED FILER AND ACCELERATED FILER STATUS</u></p> <p><i>See SEC Small Entity Compliance Guide for guidance on transitioning into and out of SRC status under 2018 amended SRC definition.</i></p> <p><i>Exiting Accelerated Filer Status.</i> Once a company becomes an accelerated filer, it will remain an accelerated filer unless the company determines at the end of a fiscal year that the aggregate worldwide market value of the voting and non-voting common equity held by non-affiliates of the company was less than \$50 million as of the last business day of the company's most recently completed second fiscal quarter. A company making this determination becomes a non-accelerated filer. The company will not become an accelerated filer again unless it subsequently meets the conditions for accelerated filer status under SEC rules.</p> <p><i>Exiting Large Accelerated Filer Status.</i> Once a company becomes a large accelerated filer, it will remain a large accelerated filer unless the company determines at the end of a fiscal year that the aggregate worldwide market value of the voting and non-voting common equity held by non-affiliates of the company was less than \$500 million as of the last business day of the company's most recently completed second fiscal quarter. If the company's aggregate worldwide market value was \$50 million or more, but less than \$500 million, as of the last business day of the company's most recently completed second fiscal quarter, the company will be an accelerated filer. If the company's aggregate worldwide market value was less than \$50 million, as of the last business day of the company's most recently completed second fiscal quarter, the company will be a non-accelerated filer. The company will not become a large accelerated filer again unless it subsequently meets the conditions for large accelerated filer status under SEC rules.</p> <p><i>How Change of Status Affects Filing Deadlines: Acceleration of Deadlines.</i> The determination at the end of a company's fiscal year for whether a non-accelerated filer becomes an accelerated filer, or whether a non-accelerated filer or accelerated filer becomes a large accelerated filer, governs the deadlines for the annual report to be filed for that fiscal year, the quarterly and annual reports to be filed for the subsequent fiscal year and all annual and quarterly reports to be filed thereafter while the company remains an accelerated filer or large accelerated filer. As a result, a company that no longer qualifies as a smaller reporting company as of the last day of its second fiscal quarter may continue to use the scaled disclosures permitted for a smaller reporting company through its annual report on Form 10-K for that year, and then begin providing non-scaled larger company disclosure in the first Form 10-Q of the next fiscal year. However, the due date for the company's Form 10-K annual report and subsequent Form 10-Q quarterly reports will be based on the company's filing status as of the last day of the fiscal year.</p> <p><i>How Change of Status Affects Filing Deadlines: Deceleration of Deadlines.</i> The determination at the end of the company's fiscal year for whether an accelerated filer becomes a non-accelerated filer, or a large accelerated filer becomes an accelerated filer or a non-accelerated filer, governs the deadlines for the annual report to be filed for that fiscal year, the quarterly and annual reports to be filed for the subsequent fiscal year and all annual and quarterly reports to be filed thereafter while the company remains an accelerated filer or non-accelerated filer.</p>				

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Facing Page (Cover)				
[Status of Company's Filings]	Form 10-Q			Determine whether the company(1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the company was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Check the appropriate box.
Revised for 2019 [XBRL/interactive financial data compliance]	Form 10-K			See amended text of check box above. Amended SEC rules no longer require posting interactive data files on the company's website. Check this box to indicate whether the company has submitted electronically on its corporate website every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the company was required to submit such files).

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<i>New for 2018</i>				Tax Cuts and Jobs Act disclosure . The SEC issued guidance on ASC 720 and accounting for the effects of the Tax Cuts and Jobs Act on December 22, 2017. In addition to the interpretive guidance on disclosure provided by the SEC staff in SAB 118 and C&DI 110.02 , companies should consider a variety of other related disclosure impacts, such as disclosure of known trends and uncertainties in MD&A, Regulation FD disclosure, and other matters discussed in this client alert .

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<p>Revised for 2019 [Large Accelerated Filer – Accelerated Filer – Non-Accelerated Filer – Smaller Reporting Company – Emerging Growth Company Status]</p> <p>[Emerging growth company election not to use extended transition period for new/revised financial accounting standards]</p>	Form 10-K			<p>Amended SEC rules result in deletion of the parenthetical “(Do not check if a smaller reporting company)” after the “Non-accelerated filer” check box.</p> <p>SEC rules require companies to check a box indicating whether they are a <u>large accelerated filer</u>, an <u>accelerated filer</u>, a <u>non-accelerated filer</u>, <u>smaller reporting company</u> or <u>emerging growth company</u>.</p> <p>Determine whether the company is a <u>large accelerated filer</u>, <u>accelerated filer</u>, <u>smaller reporting company</u> or <u>emerging growth company</u> as defined in Rule 12b-2* and check the appropriate box. If the company is none of these, check the box to indicate “non-accelerated filer.”</p> <p>If the company is an emerging growth company, check the box to indicate that the company has elected <i>not</i> to use the extended transition period for complying with any new or revised financial accounting standards, as provided in Section 13(a) of the Exchange Act.</p> <p>*For summaries of the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company,” see the following page.</p>

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				<p><u>Large accelerated filers</u> are companies that have a public equity float of \$700 million or more and satisfy the additional conditions below.</p> <p><u>Accelerated filers</u> are companies that have a public equity float of at least \$75 million and satisfy the additional conditions below. Public float is determined as of the last business day of the most recently completed second fiscal quarter. Additional conditions: in addition to the public float test, large accelerated filers and accelerated filers must (1) have been subject to the periodic reporting requirements of the Securities Exchange Act of 1934 for at least twelve months, <input type="checkbox"/> (2) have previously filed at least one annual report pursuant to Section 13(a) or 15(d) under the Exchange Act, and (3) not be eligible to use SEC “smaller reporting company” rules.</p> <p>For information on qualification as a <u>smaller reporting company</u> and loss of SRC status, review the SEC’s Small Entity Compliance Guide for Issuers and this Goodwin alert.</p> <p>Note that under the amended SRC definition, a company may be an Accelerated Filer and a SRC.</p>
[Shell Company Status]	Form 10-Q			Check the appropriate box to indicate whether the company is a shell company as defined in Rule 12b-2 (generally, a company with nominal or no business operations and nominal or no assets other than cash or cash equivalents).

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[Registrants Involved in Bankruptcy Proceedings]	Form 10-Q			If the company has been involved in bankruptcy proceedings during the preceding five years, determine whether the company has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.
[Shares Outstanding]	Form 10-Q			Determine the number of shares of each class of the company's common stock that are outstanding as of the latest practicable date.
PART I – FINANCIAL INFORMATION				
Item 1. Financial Statements.				Provide the financial statements required by Rule 10-01 of Regulation S-X. Smaller reporting companies may provide the information required by Article 8-03 of Regulation S-X.

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<p>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</p> <p>Note: Instruction 7 to Item 303(b) of Regulation S-K states that disclosure of Management's Discussion and Analysis of Financial Condition and Results of Operations in Form 10-Q is generally required to include <u>material changes</u> from the comparable disclosure included in the most recent MD&A for a full fiscal year.</p>	<p>303(a)</p> <p>303(b)</p>			<p><u>Important introductory note:</u> MD&A remains a high priority for the SEC staff, which continues to stress the importance of providing discussion and analysis that explains management's view of the implications and significance of the information in MD&A, including:</p> <ul style="list-style-type: none"> • greater analysis of material period-to-period changes in financial condition and results of operations; • greater discussion/analysis of known trends, uncertainties or other factors; • avoiding simply reciting financial statement information without analysis or presentation of boilerplate analyses that do not provide any insight; and • avoiding rote calculations of percentage changes of financial items and boilerplate explanations of immaterial changes.

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<p><u>Changed Effective November 5, 2018</u></p> <p>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</p>	303(b)			<p>Instruction 5 to Item 303(b) has been deleted. ("The registrant shall discuss any seasonal aspects of its business which have had a material effect upon its financial condition or results of operation.")</p> <p>Note that other disclosure requirements may require disclosure of seasonal impacts on the company's business and financial condition and/or results of operations.</p>

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	<u>Commission Guidance Regarding Management's Discussion and Analysis of Financial Condition and Results of Operations</u> , (Release 33-8350), December 19, 2003		Accounting Finance Legal	Review MD&A for responsiveness to SEC interpretive guidance, including (among other things): <ul style="list-style-type: none"> • clarity of presentation, including use of an overview/introduction section, use of tables and headings, avoidance of duplication and use of plain language; • disclosure of known trends and uncertainties and analysis of reasons for, and significance of, changes in financial information; • detailed separate analysis of short and long term liquidity and capital resources and operating, investing and financing cash flows; • disclosure of key financial and non-financial performance indicators used by management; and • detailed disclosure and sensitivity analysis of critical accounting policies and estimates.

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SECTION OF REPORT	REGULATION S-K REFERENCE	DRAFTED BY	REVIEWER(S)	COMMENTS
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations [Overview]	<u>Commission Guidance Regarding Management's Discussion and Analysis of Financial Condition and Results of Operations</u> , (Release 33-8350), December 19, 2003	Accounting	Finance Business Unit Representatives Business Development Investor Relations Legal	Describe the principal factors that have affected and/or will affect the company's results and financial condition. <u>Business Unit Representatives</u> and others should identify any trends, contingencies or uncertainties that have had or that management reasonably expects will have a material favorable or unfavorable effect on the company's business or finances (especially revenues, net sales or income from continuing operations) or may involve a material change in the relationship between expenses and revenues.
	303			Consider potential disclosure of trends, risks, uncertainties related to climate change. See "Climate Change Disclosure" under Item 1., "Business," above.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations			Finance Business Development Investor Relations	<u>Finance/Business Development/Investor Relations</u> to check MD&A disclosure against: <ul style="list-style-type: none"> • assumptions in the company's projections and guidance, • developments, trends, uncertainties and other issues known to management and/or the board, • other business and financial information presented to management and board members, and • expectations of industry sources and analysts.
			Legal	Legal to confirm that developments, trends, uncertainties and other issues considered by the Board of Directors that could require disclosure are included in the draft.

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<p>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</p> <p>[SEC MD&A Liquidity and Capital Resources Guidance]</p>	<p><u>Commission Guidance on Presentation of Liquidity and Capital Resources Disclosures in Management's Discussion and Analysis</u></p> <p>(Release Nos. 33-9144 and 34-62934), published September 17, 2010, effective September 28, 2010.</p>			<p>The SEC has published interpretive guidance to improve liquidity and capital resources disclosure in MD&A. The interpretive release contains SEC guidance on MD&A disclosure of three topics:</p> <ul style="list-style-type: none"> • liquidity; • leverage ratios; and • the contractual obligations table. <p>In addition, the SEC has proposed (but has not adopted) amendments that would enhance disclosure about short-term borrowings. The proposed amendments would require companies to provide, in a separately captioned subsection of MD&A, a comprehensive explanation of short-term borrowings, including both quantitative and qualitative information, and also include conforming amendments to Form 8-K and other changes in current SEC rules. These proposed amendments, not discussed in this document, may be found in <i>Short-Term Borrowings Disclosure</i>, Release Nos. 33-9143 and 34-62932 (September 17, 2010), which is available on the SEC website at: www.sec.gov/rules/proposed/2010/33-9143.pdf</p>

SECTION OF REPORT	REGULATION S-K REFERENCE	DRAFTED BY	REVIEWER(S)	COMMENTS
[SEC MD&A Liquidity and Capital Resources Guidance]				<p>Liquidity Disclosure. The interpretive release expands the existing MD&A requirement that companies identify and separately describe internal and external sources of liquidity, and briefly discuss any material unused sources of liquidity. The interpretive release deals with the following areas of liquidity disclosure:</p> <ul style="list-style-type: none"> • trends and uncertainties related to liquidity; • intra-period (as opposed to end-of-period) variations in liquidity; • repurchase agreements accounted for as sales; and • cash management and risk management policies. <p>Among other trends, demands, commitments, events and uncertainties that must be disclosed in MD&A, companies should consider disclosing:</p> <ul style="list-style-type: none"> • difficulties accessing the debt markets; • reliance on commercial paper or other short-term financing arrangements; • maturity mismatches between borrowing sources and the assets funded by those sources; • changes in terms requested by counterparties; • changes in the valuation of collateral; and • counterparty risk.

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[SEC MD&A Liquidity and Capital Resources Guidance]				<p>Leverage Ratio Disclosures. The interpretive release highlights several important considerations where companies include capital or leverage ratio disclosure in SEC filings. First, the interpretive release states that whenever a company includes any ratio or measure in an SEC filing, the ratio or measure should be accompanied by a clear explanation of the calculation methodology. The company's disclosure should clearly explain the treatment of any inputs that are unusual, infrequent or non-recurring, or any adjustments that result in the ratio being calculated differently from directly comparable measures. If there are no regulatory requirements that prescribe how to calculate the ratio, or where a company includes capital or leverage ratios that are calculated using a methodology that is modified from a prescribed form, the interpretive release reiterates the need for companies to comply with the SEC's long-standing approach to disclosure of financial measures and non-financial measures in MD&A.</p>

SECTION OF REPORT	REGULATION S-K REFERENCE	DRAFTED BY	REVIEWER(S)	COMMENTS
[SEC MD&A Liquidity and Capital Resources Guidance]				Contractual Obligations Table Disclosures. The interpretive release states that the objective of the contractual obligations tabular disclosure is to present a meaningful snapshot of cash requirements arising from contractual payment obligations as an aid to understanding the company's other liquidity and capital resources disclosures in MD&A. This disclosure should be clear, understandable and should appropriately reflect the categories of obligations that are meaningful in light of a company's capital structure and business. Companies should also highlight any changes in their disclosure to facilitate comparisons from period to period.
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations [Non-GAAP Financial Measures]	10(e) Regulation G			Confirm that any non-GAAP financial measures included in the Form 10-Q comply with the additional disclosure requirements of Regulation G and Item 10(e) of Regulation S-K.
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations Results of Operations	303(a)(3)	Accounting	Finance Business Unit Representatives Business Development Investor Relations	Update as required; see Item 303(b) of Regulation S-K. Identify all significant items that affected the results of each business segment or unit during any of the covered periods for discussion and analysis.

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	303(a)(1) and (2)	Accounting	Finance Business Unit Representatives	Identify any expected changes in the company's or unit's liquidity needs, including any significant commitments that the company or unit has made or expects to make.
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources			Finance Business Unit Representatives Business Development Investor Relations Legal	Identify any expected changes or any contingencies or uncertainties that could reasonably be expected to have a material effect on the company's access to capital resources, including, for example, changes affecting customers, credit arrangements (including compliance with covenants in credit documents) or debt maturities.
			Legal	Identify any substantial payments that could be payable due to pending, threatened, or unasserted claims, or legal, administrative or regulatory proceedings (including environmental proceedings and claims).

SECTION OF REPORT	REGULATION S-K REFERENCE	DRAFTED BY	REVIEWER(S)	COMMENTS
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations [Off-Balance Sheet Arrangements]	303(a)(4)	Accounting	Finance Independent Auditors	Requires a separately captioned subsection disclosing any off-balance sheet transactions, arrangements and obligations, including contingent obligations that have or are reasonably likely to have a material effect on (1) financial condition, revenues or expenses or results of operations or (2) liquidity, capital resources or capital expenditures.
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations [Contractual Obligations Table]	303(a)(5)			Requires a table showing aggregate contractual obligations as of end of latest fiscal year end. The table must show amounts of payments due, aggregated by type of obligation, for the periods specified in the table. Instruction 7 to Item 303(b) provides that this table is not required in Form 10-Q quarterly reports, but companies should disclose material changes outside the ordinary course of business with respect to contractual obligation.

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<p>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</p> <p>[Critical Accounting Policies]</p>	<p><u>Commission Guidance Regarding Management's Discussion and Analysis of Financial Condition and Results of Operations</u>, (Release 33-8350), December 19, 2003</p>	Accounting	Finance Independent Auditors	<p>Preparers and reviewers should be familiar with the SEC interpretations and proposed SEC rules on disclosure of critical accounting policies.</p> <p>See also:</p> <ul style="list-style-type: none"> • Cautionary Advice Regarding Disclosure About Critical Accounting Policies, (Release 33-8040), December 12, 2001 • <i>Disclosure in Management's Discussion and Analysis about the Application of Critical Accounting Policies</i> (Release 33-8098), May 14, 2002 (proposing amendments to Regulation S-K Item 303(c) requiring disclosure of critical accounting policies and estimates)
<p>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</p> <p>[Transactions with Non-Independent Parties and Non-Exchange Traded Contracts Accounted for at Fair Value]</p>	<p><i>Cautionary Advice Regarding Disclosure About Critical Accounting Policies</i>, (Release 33-8040), December 12, 2001</p>	Accounting	Finance Independent Auditors	<p>Preparers/reviewers should be familiar with SEC interpretations on these disclosures, if applicable to the company.</p>

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Cybersecurity Disclosure – no location specified	CF Disclosure Guidance: Topic No. 2 (October 13, 2011)			<p>Although no existing disclosure requirement explicitly refers to cybersecurity risks and cyber incidents, the SEC Division of Corporation Finance has reminded companies that several different disclosure requirements may impose an obligation to disclose these risks and incidents. In addition, material information regarding cybersecurity risks and cyber incidents is required to be disclosed when necessary in order to make other required disclosures, in light of the circumstances under which they are made, not misleading. Companies should therefore review, on an ongoing basis, the adequacy of their disclosure relating to cybersecurity risks and cyber-incidents in the following areas:</p> <ul style="list-style-type: none"> • Risk Factors • MD&A • Description of Business • Legal Proceedings • Financial Statement disclosures • Controls and Procedures
Item 3. Quantitative and Qualitative Disclosure About Market Risk	305 305(c)		Finance Risk Management	Note: Form 10-Q disclosure should address material changes from most recent Form 10-K disclosure, as supplemented by Form 10-Q disclosure filed after the Form 10-K.

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Item 4. Controls and Procedures [Disclosure Controls and Procedures]	307		All	After meeting with the disclosure committee, the CEO and CFO must disclose their conclusions about the effectiveness of the company's disclosure controls and procedures as of the end of the period covered by the report, based on the evaluation of these controls and procedures required by paragraph (b) of Exchange Act Rule 13a-15.
Item 4. Controls and Procedures [Changes in Internal Control Over Financial Reporting]	308(c)			The company must disclose whether or not, based on management's evaluation, there were any changes in the company's internal control over financial reporting that occurred during the fiscal quarter covered by the 10-Q report that materially affected, or are reasonably likely to materially affect, the company's internal control over financial reporting.
[Forward-Looking Statements Cautionary Disclaimer] <i>No specified location</i>	Form 10-Q	Legal		In addition to any risks that company personnel are specifically asked to review, each reviewer should identify any risks that are not included in the list of factors and that he or she believes could have a material adverse or positive effect on the company's business, prospects, or financial condition and results of operations. See also Part II, Item 1A, "Risk Factors," below.

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SECTION OF REPORT	REGULATION S-K REFERENCE	DRAFTED BY	REVIEWER(S)	COMMENTS
PART II – OTHER INFORMATION				
Item 1. Legal Proceedings	103	Legal	Legal Environmental [Regulatory]	Update prior Form 10-K or Form 10-Q disclosure for material new proceedings or material developments in existing proceedings. Legal should consult with business units and outside litigators (as appropriate) to confirm all potentially material threatened or pending legal or administrative proceedings are properly disclosed.
Item 1A. Risk Factors	503(c)			Review disclosure in the most recent Form 10-K and subsequent Form 10-Q reports and revise to reflect any material changes. Note that the SEC discourages repetition in the Form 10-Q of risk factors for which there has been no material change.
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds. Item 2(a) [Unregistered Sales of Equity Securities]	701	Investor Relations Legal	Legal	Determine whether there were any unregistered sales of equity securities during the period covered by the report unless a prior Form 8-K included the required information. Note: the instruction to Part II, Item 2 of Form 10-Q provides that working capital restrictions and other limitations upon the payment of dividends should be reported under Item 2 of Form 10-Q.

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Item 2(b) [Use of Proceeds]	701(f)	Legal		If required, furnish use of proceeds information.
Item 2(c). [Issuer Stock Repurchases]	703			<p>Companies must include a table disclosing information about repurchases of any equity securities registered under Section 12 of the Securities Exchange Act of 1934, including, among other things:</p> <ul style="list-style-type: none"> the total number of shares (or units) repurchased, reported on a monthly basis; the average price paid per share (or unit); the total number of shares (or units) that were repurchased as part of publicly announced plans or programs; and the maximum number (or approximate dollar value) of shares (or units) that may yet be purchased under the plans or programs.

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Part II, Item 2(c) [Issuer Stock Repurchases]	703			<p>Companies must also disclose in footnotes to the share repurchase table:</p> <ul style="list-style-type: none"> the number of shares repurchased other than through a publicly announced plan or program, and the nature of the transaction(s) (for example, open market, privately negotiated, tender offer, pursuant to put obligations); and the principal terms of publicly announced repurchase plans or programs, including: <ul style="list-style-type: none"> the date of announcement; the dollar (or share or unit) amount approved; the expiration date (if any) of each plan or program; each plan or program that has expired during the period covered by the table; and each plan or program the issuer has determined to terminate prior to expiration or under which the issuer does not intend to make further purchases.

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SECTION OF REPORT	REGULATION S-K REFERENCE	DRAFTED BY	REVIEWER(S)	COMMENTS
Item 3. Defaults Upon Senior Securities		Finance	Legal	<p>Disclose any defaults in the payment of principal, interest, a sinking or purchase fund installment, or any other material default not cured within 30 days, with respect to any indebtedness of the company or any of its significant subsidiaries. Note that for purposes of this section, events of default are determined after expiration of any grace period and compliance with applicable notice requirements.</p> <p>Disclose any material arrearage in the payment of dividends that has occurred or if there has been any other material delinquency not cured within 30 days, with respect to any class of preferred stock of the company which is registered or which ranks prior to any class of registered securities, or with respect to any class of preferred stock of any significant subsidiary of the company.</p> <p>Note: the disclosure required by Part II, Item 3 of Form 10-Q need not be made if previously disclosed in a Form 8-K report.</p>

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SECTION OF REPORT	REGULATION S-K REFERENCE	DRAFTED BY	REVIEWER(S)	COMMENTS
<p>Item 4. Mine Safety Disclosures</p> <p>See Item 6 for exhibit filing requirements applicable to mine operators</p>	Form 10-Q			<p>In general terms, these disclosures apply only to a company that is an operator (or has a subsidiary that is an operator) of a coal or other mine covered by the Federal Mine Safety and Health Act of 1977.</p> <p>If applicable, companies subject to this disclosure requirement must provide information concerning specified health and safety violations, orders and citations, related assessments and legal actions, and mining-related fatalities. If applicable, the substantive disclosure requirements for these items within the body of the relevant report consist of a statement that the disclosures required under Section 1503 of the Dodd-Frank Act and Item 104 of Regulation S-K are included as an exhibit to the report.</p> <p>Companies that are subject to these reporting requirements should be aware of related amendments to Form 8-K that require current reporting of specified related events, which are not summarized here. The full text of the adopting release is available on the SEC website: http://www.sec.gov/rules/final/2011/33-9286.pdf.</p>

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Item 5(a). Other Information			Business units Finance Legal	<p><u>Say on Pay/Say When on Pay</u></p> <p>If an annual or other meeting of stockholders relating to the election of directors occurred during the period covered by the report at which stockholders voted on the frequency of stockholder votes on executive compensation, SEC rules require disclosure of "the company's decision in light of such vote as to how frequently the company will include a shareholder vote on the compensation of executives for the six years subsequent to such meeting."</p>
Item 5(a). Other Information				<p>Review events potentially subject to reporting on Form 8-K during the fiscal quarter covered by the report to determine whether any events subject to mandatory Form 8-K reporting were not filed as required.</p> <p>Disclose any information that was required to be disclosed in a report on Form 8-K during the fiscal quarter covered by the report but was not reported, whether or not the disclosure is otherwise required by other Items in the Form 10-Q.</p>

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Item 5(b). [Security Holder Nomination Procedures]	407(c)(3)			Describe the adoption of or any material changes in the company's procedures for security holder recommendations of nominees to the company's Board of Directors implemented since the most recently reported disclosure of these procedures.
Item 6. Exhibits	601	Legal	Business units Finance	Note: as part of the review outlined below, companies should review all forms of plans, contracts and arrangements and other documents relating to compensation arrangements involving directors and executive officers.

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SECTION OF REPORT	REGULATION S-K REFERENCE	DRAFTED BY	REVIEWER(S)	COMMENTS
<p><u><i>Changed Effective November 5, 2018</i></u></p> <p>Exhibit 12.1</p> <p>[Ratio of Earnings to Fixed Charges/Fixed Charges and Preferred Equity Dividends – Exhibit 12]</p>				<p>Ratio of Earnings to Fixed Charges (Item 503(d) and Exhibit 12 (Item 601(b)(12))</p> <p>The disclosure simplification amendments deleted the requirements to provide historical and pro forma ratios of earnings to (1) fixed charges (for registered sales of debt securities) and (2) fixed charges and preferred equity dividends (for registered sales of preferred equity securities).</p> <p>These amendments also deleted the requirement to file Exhibit 12 showing these ratios. Many companies include Exhibit 12 with their periodic reports so that these ratios are incorporated by reference into shelf registration statements on Form S-3; these companies can eliminate that exhibit beginning with their first periodic report filed after the effective date of the amendments. See Section III.B.1 of the Adopting Release.</p>

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<p>New for 2017/2018</p> <p>Item 6. Exhibits</p> <p>Exhibits filed or incorporated by reference into the Form 10-Q report must include active hyperlinks</p>	601			<p>Exhibit hyperlinks and HTML filing format.</p> <p>Effective September 1, 2017, Form 10-Q reports must include active hyperlinks to exhibits before the signature page (Item 6 of Form 10-Q). This includes exhibits incorporated by reference from other filings. In the case of exhibits originally filed as part of a single ASCII (text) format file, the company should provide a hyperlink to the filing that contains the exhibit and provide a reference that clearly identifies which exhibit is incorporated by reference. Item 601 of Regulation S-K has been amended to require that the exhibit index must appear <i>before</i> the signature page, which is another change for Form 10-Q reports. Further, in most cases, companies must also now make SEC filings in HTML, rather than ASCII, format. Note that as of January 31, 2018, the version of Form 10-Q posted in Adobe Acrobat® format on the SEC website did not reflect the new check boxes.</p>

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SECTION OF REPORT	REGULATION S-K REFERENCE	DRAFTED BY	REVIEWER(S)	COMMENTS
Item 6. Exhibits	601			<p>Identify any material contracts entered into during the fiscal quarter covered by the report.</p> <p>Identify previously filed contracts that are no longer required to be filed under Item 601(b)(10) (for example, because they are not material and either (1) will not be performed in whole or in part on or after the filing of the report or (2) were entered into not more than two years before the filing of the report) in order to avoid possible questions relating to filing obligations under Form 8-K, Items 1.01 and 1.02 for contracts that are not (or never were) "material definitive agreements."</p> <p>Note that Item 601(b)(10)(i) requires that any material contract that was in effect within the past two years must be listed and filed as an exhibit.</p>

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Item 6. Exhibits				<p>Note that Item 601(b)(10)(iii) requires filing of, among others:</p> <ul style="list-style-type: none"> • any management contract or compensatory plan or arrangement involving “named executive officers” or directors, regardless of amount; • any compensatory plan or arrangement involving other executive officers, unless immaterial in amount or significance; and • any compensation plans and arrangements adopted without stockholder approval unless immaterial in amount/significance.
<p>Item 6. Exhibits</p> <p>Mine safety disclosure – exhibit filing requirement</p>	Regulation S-K Item 601(b)(95)			Each company “that is an operator, or that has a subsidiary that is an operator, of a coal or other mine must provide the information required by Item 104 of Regulation S-K in an exhibit to its Exchange Act annual or quarterly report” (i.e., Form 10-K or Form 10-Q report).

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Item 6. Exhibits				<p><u>XBRL – Expiration of Rule 604T.</u> The temporary rule that excluded XBRL submissions from certain liability provisions expired on October 31, 2014. Review and if necessary revise any statements (including footnotes) on the exhibit index or elsewhere that refer to Rule 604T and/or its effects.</p> <p>This would apply to statements such as “[p]ursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Section 11 or 12 of the Securities Act of 1933 or Section 18 of the Securities Exchange Act of 1934 and otherwise are not subject to liability.”</p>
Signature Pages		Legal		Note that the CEO/CFO certifications are filed as exhibits to the report, rather than as part of the signature page.