

8011-01-P



This document is scheduled to be published in the Federal Register on 2026-06-01 and available online at <https://www.federalregister.gov/d/2026-10916>, and on <https://govinfo.gov>

SECURITIES AND EXCHANGE COMMISSION

17 CFR Parts 240 and 249

[Release No. 34-104903A]

RIN 3235-AN75

Holding Foreign Insiders Accountable Act Disclosure; Correction

AGENCY: Securities and Exchange Commission.

ACTION: Final rule; technical corrections.

SUMMARY: This document makes technical corrections to certain amendments to the Commission's disclosure rules and forms adopted in Release No. 34-104903 (February 27, 2026), which was published in the *Federal Register* on March 3, 2026. Specifically, these technical corrections remove certain language that inadvertently was included in a rule and remove obsolete references to a repealed Congressional act in two forms.

DATES: Effective date: [INSERT DATE OF PUBLICATION IN THE FEDERAL REGISTER].

FOR FURTHER INFORMATION CONTACT: Kateryna Kuntsevich, Special Counsel, Office of International Corporate Finance, Division of Corporation Finance, at (202) 551-3450, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549.

SUPPLEMENTARY INFORMATION: This document makes technical corrections to the following rule and forms, amendments to which were published in the *Federal Register* on March 3, 2026 (91 FR 10320):

Commission Reference		CFR Citation (17 CFR)
Securities Exchange Act of 1934 ("Exchange Act") ¹	Rule 16a-2	§ 240.16a-2
	Form 4	§ 249.104
	Form 5	§ 249.105

The corrections to Rule 16a-2 and Forms 4 and 5 are technical in nature. Rule 16a-2 is amended to remove a quotation mark and the text "after the first sentence." appearing after the second sentence in the introductory text that inadvertently was included in the rule. Additionally, Form 4 and Form 5 are amended to remove the reference to Section 17(a) of the Public Utility Holding Company Act of 1935, which Congress repealed in 2005, that was inadvertently retained in the amended forms.²

Statutory Authority

These technical corrections are being made under the authority set forth in Section 23(a) of the Exchange Act and the Holding Foreign Insiders Accountable Act.³

List of Subjects in 17 CFR Parts 240 and 249

Reporting and recordkeeping requirements, Securities.

Text of Amendments

For the reasons set out above, we are amending title 17, chapter II of the Code of Federal Regulations as follows:

PART 240 — GENERAL RULES AND REGULATIONS, SECURITIES EXCHANGE ACT OF 1934

1. The authority citation for part 240 continues to read, in part, as follows:

¹ 15 U.S.C. 78a *et seq.*

² See Sec. 1263, Energy Policy Act of 2005, Pub. L. No. 109-58, 119 Stat. 594 (Aug. 8, 2005).

³ Sec. 8103 of the National Defense Authorization Act (cited as Holding Foreign Insiders Accountable Act), Pub. L. No. 119-60, 139 Stat. 718 (Dec. 18, 2025).

Authority: 15 U.S.C. 77c, 77d, 77g, 77j, 77s, 77z-2, 77z-3, 77eee, 77ggg, 77nnn, 77sss, 77ttt, 78c, 78c-3, 78c-5, 78d, 78e, 78f, 78g, 78i, 78j, 78j-1, 78k, 78k-1, 78l, 78m, 78n, 78n-1, 78o, 78o-4, 78o-10, 78p, 78q, 78q-1, 78s, 78u-5, 78w, 78x, 78dd, 78ll, 78mm, 80a-20, 80a-23, 80a-29, 80a-37, 80b-3, 80b-4, 80b-11, 1681w(a)(1), 6801-6809, 6825, 7201 et seq., and 8302; 7 U.S.C. 2(c)(2)(E); 12 U.S.C. 5221(e)(3); 18 U.S.C. 1350; Pub. L. 111-203, 939A, 124 Stat. 1376 (2010); and Pub. L. 112-106, sec. 503 and 602, 126 Stat. 326 (2012), unless otherwise noted.

* * * * *

2. Amend §240.16a-2 by revising the introductory text to read as follows:

§ 240.16a-2 Persons and transactions subject to section 16.

Any person who is the beneficial owner, directly or indirectly, of more than ten percent of any class of equity securities (“ten percent beneficial owner”) registered pursuant to section 12 of the Act (15 U.S.C. 78l), any director or officer of the issuer of such securities, and any person specified in section 30(h) of the Investment Company Act of 1940 (15 U.S.C. 80a-29(h)), including any person specified in § 240.16a-8, shall be subject to the provisions of section 16 of the Act (15 U.S.C. 78p). The rules under section 16(a) of the Act do not apply to ten percent beneficial owners of an issuer that is a foreign private issuer, as defined in Rule 3b-4 (§ 240.3b-4 of this chapter). The rules under section 16 of the Act apply to any class of equity securities of an issuer whether or not registered under section 12 of the Act. The rules under section 16 of the Act also apply to non-equity securities as provided by the Investment Company Act of 1940. With respect to transactions by persons subject to section 16 of the Act:

* * * * *

PART 249 — FORMS, SECURITIES EXCHANGE ACT OF 1934

3. The authority citation for part 249 continues to read, in part, as follows:

Authority: 15 U.S.C. 78a et seq. and 7201 et seq.; 12 U.S.C. 5461 et seq.; 18 U.S.C. 1350; Sec. 953(b) Pub. L. 111-203, 124 Stat. 1904; Sec. 102(a)(3) Pub. L. 112-106, 126 Stat. 309

(2012), Sec. 107 Pub. L. 112-106, 126 Stat. 313 (2012), Sec. 72001 Pub. L. 114-94, 129 Stat. 1312 (2015), and secs. 2 and 3 Pub. L. 116-222, 134 Stat. 1063 (2020), unless otherwise noted.

* * * * *

4. Amend Form 4 (referenced in § 249.104) by revising the first page to remove the text “, Section 17(a) of the Public Utility Holding Company Act of 1935”.

Note: The text of Form 4 does not, and this amendment will not appear in the Code of Federal Regulations.

5. Amend Form 5 (referenced in § 249.105) by revising the first page to remove the text “, Section 17(a) of the Public Utility Holding Company Act of 1935”.

Note: The text of Form 5 does not, and this amendment will not appear in the Code of Federal Regulations.

Dated: May 28, 2026.

Sherry R. Haywood,

Assistant Secretary.