

April 21, 2026

SEC Shortens Minimum Period for Certain Equity Tender Offers

The SEC's Division of Corporation Finance has issued an [exemptive order](#) allowing certain equity tender offers to adopt a shortened 10-business day initial offering period (instead of the 20-business day period currently required). The relief applies only to fixed-price, cash tender offers that meet the following conditions. This will provide deal parties with additional flexibility in structuring transactions and may make two-step cash transactions more appealing in certain contexts given the potential speed to closing.

Conditions for Tender Offers for Equity Securities of Reporting Companies

- The tender offer must be subject to the SEC's tender offer rules under Regulation 14D or Rule 13e-4 of the Securities Exchange Act of 1934, and not be a going-private transaction subject to Rule 13e-3 or a cross-border tender offer relying on exemptions under Rule 14d-1(d) or Rule 13e-4(i) of the Exchange Act;
- There cannot be a previously announced or pending competing tender offer at the public announcement of an offer relying on this relief. If one is publicly announced after commencement, the initial tender offer period must be extended such that the offer is open for at least 20 business days from the date the initial offer commenced;
- For third-party tender offers subject to Regulation 14D, (i) the offer must be for all outstanding securities of the subject class and be pursuant to a negotiated merger or similar business combination agreement between the subject company and the offeror and (ii) a Schedule 14D-9 must be filed and disseminated by the subject company no later than 5:30 p.m. Eastern time (ET), on the first business day after the tender offer's commencement;
- For issuer self-tenders subject to Rule 13e-4 under the Exchange Act, the offer must be for less than all outstanding securities of the subject class; and
- The tender offer must be announced in a press release issued through a widely disseminated news or wire service by 10:00 a.m. ET on the commencement date of the tender offer. The press release must include the basic offer terms (such as the identity of the offeror, the class of equity security sought, the consideration offered and the expiration date of the offer) and an active hyperlink to a website where security holders may access the tender offer materials, letter of transmittal (if any) and any other documents related to the offer.

Conditions for Tender Offers for Equity Securities of Non-Reporting Companies

- The tender offer must be made for the equity securities of an issuer that does not have a class of securities registered under Section 12 of the Exchange Act and is otherwise not subject to SEC reporting requirements under Section 15(d) of the Exchange Act; and
- The tender offer must be made by the issuer of the securities sought in the tender offer or its wholly owned subsidiary.
- In all cases, any (i) increase or decrease in the percentage of the subject securities sought in the tender offer (other than the acceptance for payment of an additional amount of securities not to exceed 2% of the subject securities) or (ii) change in the

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consideration offered, must be communicated no later than 9:00 a.m. ET on the fifth business day before expiration of the offer. Any other material change in the tender offer terms must be communicated by press release or other public announcement no later than 9:00 a.m. ET on the second business day before expiration of the offer. For tender offers for securities of reporting companies, these communications must be by press release or other widely disseminated public announcement. For tender offers for securities of non-reporting companies, securities holders must be noticed by appropriate methods. All tender offers remain subject to applicable federal securities anti-fraud and anti-manipulation laws and rules.

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This memorandum is not intended to provide legal advice, and no legal or business decision should be based on its content. Questions concerning issues addressed in this memorandum should be directed to:

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