PRESS RELEASE

SEC Adopts Final Rules for the Holding Foreign Insiders Accountable Act

FOR IMMEDIATE RELEASE | 2026-23

Washington D.C., Feb. 27, 2026 —The Securities and Exchange Commission today adopted final rule and form amendments to reflect the requirements of the recently enacted Holding Foreign Insiders Accountable Act (HFIA), which will increase transparency into the holdings and transactions of directors and officers of foreign private issuers (FPIs).

Directors and officers of FPIs with a class of equity securities registered under Section 12 of the Securities Exchange Act of 1934 (Exchange Act) must begin disclosing their holdings and transactions in the FPI's equity securities on March 18, 2026, the effective date of the HFIA Act.

The HFIA Act, enacted on Dec. 18, 2025, amended Section 16(a) of the Exchange Act to require every person who is a director or an officer of an Exchange Act reporting FPI (but not "10 percent holders" who beneficially own more than 10 percent of any class of equity securities of such FPIs) to file Section 16 reports electronically and in English. The HFIA Act mandates that the Commission issue final regulations (or amend or rescind existing regulations in whole or in part) to carry out the amendments made by the HFIA Act no later than 90 days after the date of enactment.

The SEC's final rule amendments revise the following rules and forms to reflect the changes made by the HFIA Act:

- Rule 3a12-3(b) to remove the current exemption from Section 16 in its entirety and replace it with exemptions from the Section 16(b) short-swing profit rules and Section 16(c) short selling prohibition only
- Rule 16a-2, which identifies persons and transactions subject to Section 16, to exclude 10 percent holders of FPIs' equity securities from the requirements of Section 16(a) and related rules
- Section 16 reports

The adopting release (https://www.sec.gov/files/rules/final/2026/34-104903.pdf) is published on the SEC website and will be published in the Federal Register.

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Last Reviewed or Updated: Feb. 27, 2026

RESOURCES

- **Final Rules**
- **Fact Sheet**
- **Chairman's Statement** (https://www.sec.gov/newsroom/speeches-statements/atkins-statement-final-rules-holding-foreign-insiders-accountable-act-022726)