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Public Chatter

## The SEC Will Consider Adopting Clawback Rules on Wednesday

The SEC has [calendared](#) an open Commission meeting for Wednesday - October 26th - during which it's likely that the SEC will adopt final clawback rules. You might recall that the SEC has given commenters two bites at the apple, with an initial rule proposal released in 2015 and then reopening that proposal in October 2021. The SEC was directed to adopt clawback rules as part of the Dodd-Frank Act way back in 2010.

If the SEC adopts these clawback rules on Wednesday, the end result will be that listed companies will need to adopt - and disclose - policies for recovery of incentive compensation that exceeds what would have been paid in the absence of an accounting restatement. This sounds like a simple concept, but it can be very complicated. We'll be providing analysis in this blog if the rules are adopted - as well as cover them in detail during our annual proxy season preparation webcast, which will be held on December 1st. More details about that webcast will be announced soon.

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