



SEC Staff Briefing on Interactive Data

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Today's discussion

- ❖ What is the SEC proposing
- ❖ How can Issuers (and other compliance professionals) get started

Progression of Interactive Data in the US



From XBRL to “Interactive Disclosure”

- ❖ **XBRL is just a technology...**
- ❖ **“Interactive Data” is a concept...**
- ❖ **...”Interactive Disclosure” is about how to make what is disclosed easier to disclose, and easier/cheaper for investors to use**
 - ◆ ***Not* about determining *what* is disclosed – *how*, not *what*!**
- ❖ **SEC “Office of Interactive Disclosure”**
 - ◆ **Coordinate Interactive Data, related projects that cross traditional disciplinary lines**
 - ◆ **Lead innovation, implementation of improved disclosure methods, including XBRL**
 - ◆ **Coordinate/collaborate internationally**

Why is Interactive Data Important?

Filers/Corporations

- ❖ Process improvements and savings
- ❖ Easier/Faster compliance
- ❖ Better business analysis
- ❖ Better communication, visibility to investors
 - ◆ *Especially for mid/small-caps*

Buy-side

- ❖ “Faster, cheaper, better”
- ❖ As-reported, and complete
- ❖ No introduced errors
- ❖ More useful: Easier to ID, import, transform, analyze, apply “hi-tech” functionality
- ❖ Higher analyst productivity
- ❖ Improved comparability, especially globally



Improved Market Efficiency

Proposed Rule to Require Companies to Report Using Interactive Data

- ❖ What will be required
- ❖ Who and when
- ❖ Important additional features

What will be required

❖ Content:

- ◆ Primary financial statements
- ◆ Notes
- ◆ Financial statement schedules.
- ◆ Certain company identifier information

❖ Forms

- ◆ Periodic Reports
 - ◆ Transition Reports
 - ◆ Registrations
- ❖ Interactive data requirements would supplement, not replace, disclosures using HTML or ASCII

Proposed Phase-in Schedule

Who?	What?	
	• “Face Financial Statements” • “Block Tagged” Footnotes & Schedules:	“Detail Tagged” Footnotes & Schedules:
Filer Group	Starting Fiscal Periods Ending:	
Domestic/Foreign Large Accelerated Filers Using US GAAP		
• <i>Public Float >\$5 billion</i>	15 December 2008	15 December 2009
• <i>All other Large/Accelerated Filers</i>	15 December 2009	15 December 2010
<i>All other Filers in US GAAP (including smaller reporting companies)</i>	15 December 2010	15 December 2011
<i>All Issuers using IFRS as published by the IASB</i>	15 December 2010	15 December 2011

30 day grace period, from the filing date of the related report, for the initial submission of interactive data Exhibit

Important Provisions

- ❖ **Interactive Data will be provided in the form of a new exhibit**
- ❖ **Must be posted to the Filer's website, if it has one, at the same time it is provided to the SEC**
- ❖ **Filers who do not provide interactive data exhibits on the date required would be deemed "not current" with Exchange Act reporting**
 - ◆ **Short-form Registration**
 - ◆ **Rule 144**
- ❖ **Companies can choose to begin to provide interactive data exhibits before they are required**
- ❖ **Data in the interactive data file would be subject to liability similar to that of the voluntary program**
 - ◆ **Only limited liability**
 - ◆ **Standard for Viewer content**

What can I do now?

- ❖ Use available resources to get smart on interactive data
 - ◆ <http://www.sec.gov/spotlight/xbri.shtml>
 - ◆ <http://www.xbri.us> (list of tags, preparer's guide)
- ❖ Discuss and brief internally: financial, legal, technical
- ❖ Consult software and service providers
- ❖ Tag and submit your financial information in interactive data
 - ◆ <http://www.sec.gov/idsubmit.html> - ready now
 - ◆ On EDGAR – late June
- ❖ Comment on the proposed rule
 - ◆ Rule proposal many questions for public comment
 - ◆ Public comment period will last for 60 days after its publication in the Federal Register

Thank You

Contact Information for Questions

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For Comments on the Proposed Rule, please go to SEC.gov