



SEC Reporting Skills Workshop “Hands-On” Workshop

Bring copies of your company's / client's SEC Filings

16 Accounting
CPE Hours

*“Hands-On” Workshop covers
Master Forms 10-K, 10-Q, 8-K, MD&A and More!*

An intensive, practical, two-day workshop also focusing on:

- How to Properly Complete All Items on Form 10K, 10Q and 8K
- Reg. S-X, Reg. S-K and SEC Reporting Requirements & Deadlines
- How the SEC is Organized and How to Deal with the SEC Staff
- Effective SEC Research to Avoid Problems
- SEC Hot Buttons and Recent Enforcement Actions
- How to Address SEC Comment Letters
- MD&A including Pro Forma, Uncertainties & Safe Harbor Guidance
- Form 8-K and Related Pitfalls to Avoid
- Sarbanes – Oxley Act's Impact on SEC Reporting
- Drafting a “Worry-Free” MD&A



Updated Topics Also Include:

- New CD&A (Compensation Discussion & Analysis) Disclosure Rules
- New SEC Requirements for Disclosing Controls and Procedures
- Latest MD&A Guidance from the SEC - FR 72

***Especially designed for CFOs, Controllers,
accountants, auditors and financial professionals***

We Guarantee Results

NCCE

National Center for Continuing Education

World-Class Training Since 1984

**Schedule your custom in-house seminar today!
Telephone us at 850-561-6081 or email contact@nccetraining.com**

A Practical, Comprehensive Approach . . .

SEC Reporting Skills Workshop

Perfect for both beginners and seasoned professionals who want an update and state-of-the-art review

Seminar Agenda . . .

Overview of Securities Laws and the Commission

- Securities Act of 1933 - Registration
- Securities Exchange Act of 1934 – Periodic Reporting
- Organizational Structure of the SEC
- Effective interaction with the SEC staff
- The SEC's Integrated Disclosure System: Regulation S-K, S-B and S-X
- Registrant Reporting Requirements
 - Forms, deadlines, timeframes and exemptions from requirements
 - New due dates for reports
- Recent SEC Rulemaking and New Developments

How to Conduct Research: SEC Guidelines, Rules and Regulations

- Review of WG&L's SEC Guidelines, 2013 Edition (NOTE: Participants need to purchase this book on their own prior to seminar)
- Codification of Reporting Policies
- SEC Staff Accounting Bulletins
 - 14 Topics
 - Materiality
- SEC Staff Legal Bulletins
- How To Research SEC Problems-Case Studies

Understanding Regulation S-X (Financial Statements)

- Definitions
- Qualifications and Reports of Accountants
- Communication with Audit Committees
- General Instructions

Understanding Regulation S-K (All disclosures not addressed by S-X)

- Encouragement of Projections
- Use of non-GAAP Financial Measures
- Description of Business (§229.101)
- Description of Properties (§229.102)
- Legal Proceedings (§229.103)
- Securities of Registrant (§229.201;701)

- Financial Information (§229.301)
- Management's Discussion and Analysis of Financial Condition and Results of Operations (§229.303)
 - Liquidity
 - Capital resources
 - Results of operations
 - Off-balance sheet arrangements
 - Tabular disclosure of contractual obligations
 - Safe harbor - Avoiding SEC enforcement actions, liability of officers and experts
- Changes in and Disagreements with Accountants (§229.304-b)
- Quantitative and Qualitative Disclosures about Market Risk (§229.305)
- Disclosure Controls and Procedures
- Internal Control Over Financial reporting
- Directors, Executive Officers, Promoters and Control Persons (§229.401-407)
- Executive Compensation (§229.402)
- Security Ownership of Certain Beneficial Owners and Management (§229.403)
- Certain Relationships and Related Transactions (§229.404, 407)
- Description of Risk Factors, Unresolved Staff Comments

Form 10-K Preparation and Examples: Comprehensive Workshop

- Recap of Form 10-K Requirements
- Relationship of 10-K to Annual Report and Proxy Statement
- Facing Page and General Instructions
- Part I
 - Business (Form 10-K, Item #1)
 - Risk Factors (Form 10-K, Item #1A)
 - Unresolved Staff Comments (Form 10-K, Item #1B)
 - Properties (Form 10-K, Item #2)
 - Legal Proceedings (Item #3)
 - Submission of Matters to a Vote of Security Holders (Item #4)

Schedule your custom in-house seminar today!
Telephone NCCE at 850-561-6081 or email contact@nccetraining.com

Detailed Seminar Agenda (continued)

Form 10-K Preparation and Examples: Comprehensive Workshop (continued)

- Part II
 - o Market for Registrant's Common Equity and Related Stockholder Matters (Form 10-K, Item #5)
 - o Selected Financial Data (Item #6)
 - o Management's Discussion and Analysis (Form 10-K, Item #7)
 - Presentation
 - Focus and content
 - Materiality
 - Trends and uncertainties
 - Analysis of pro forma information
 - o Voluntary vs. mandatory forward-looking information
 - o Pro forma earnings – Reg. G and S-K Item #10
 - o Check list for MD&A – Who does what?
 - o The SEC's latest MD&A Guidance – FR 72
 - o Quantitative and Qualitative Disclosures about Market Risk (Form 10-K, Item #7A)
 - o Financial Statements and Supplementary Data (Item #8)
 - o Changes in and Disagreements with Auditors (Item #9)
 - o Controls and Procedures (Form 10-K, Item #9A)
 - o Other Information (Form 10-K, Item #9B)
- Part III
 - o Directors and Executive Officers (Form 10-K, Item #10)
 - o Executive Compensation (Form 10-K, Item #11)
 - o Security Ownership of Certain Beneficial Owners and Management (Form 10-K, Item #12)
 - o Transactions (Item #13)
 - o Principal Accountant Fees and Services (Form 10-K, Item #14)
- Part IV - Exhibits and Financial Statement Schedules (Item #15)
- CEO and CFO 302 and 906 Certifications & Examples
- Controversial and Frequently Missed Items
- Disclosure Controls & Most Common Problem Areas

Form 10-Q Preparation

- Facing Page and General Instructions
- Part I: Financial Information
 - o Condensing the Statements
 - o Footnote Requirements
- Part II: Other Information – MD&A and Non-Financial Information
- The Required SAS 100 Review
- Examples

Form 10-KSB and 10-QSB for Small Business Issuers

- Overview, How to Qualify and Advantages
- Differences in 10-K and 10-Q for Smaller Businesses
- Examples

Form 8-K Triggers and Examples

- Filing Requirements and Triggers
- Walk-Through of the Various Items
- Avoiding Potential Problems: Change of Auditors, Acquisitions, Dispositions

Proxy Statement Requirements

- Form Disclosure Requirements and Preparation Tips
- Executive Compensation Disclosure Requirements
- Enhanced Disclosure Rules
- Proxy Statement Differences for Smaller Listed Firms
- Proxy Statement Examples

Addressing SEC Comment Letters

- SEC's Review Requirements
- First Steps Upon Receiving a Comment Letter: Who, What, When, Why
- Communications with SEC Staff
- Examples

SEC Hot Buttons

- Recent Enforcement Actions
- SEC's Voluntary Program for Interactive Data (XBRL)
- Recent SEC Speeches and Likely Impact
- IFRS Update
- Insider Trading – Rules and Required Reporting

Contact Us

Call today to schedule your custom in-house training program.

By Phone: 850-561-6081

By Fax: 850-222-4862

Online: www.nccetraining.com

By Email: contact@nccetraining.com

By Mail: NCCE

967 Briarcliff Drive

Tallahassee, FL 32308

Schedule your custom in-house seminar today!
Telephone NCCE at 850-561-6081 or email contact@nccetraining.com

40+ Key Benefits of Attending

Understand SEC Regulations and Reporting Requirements

- Master forms 10-K, 10-Q, 8-K, the proxy statement and the MD&A
- Learn how Regulation S-K, S-B, and S-X interact
- Understand Regulation S-K
- Get preparation tips for the proxy statement – understand the SEC requirements

Learn the SEC Inner Workings

- Understand how the SEC works – SEC organizational structure
- Understand what actions to take when you receive an SEC comment letter
- Learn about recent SEC “hot spots” and enforcement actions
- Learn how to use SEC research tools to solve problems
- Understand SEC staff and accounting bulletins
- Learn how the SEC defines materiality
- Understand how recent SEC speeches will likely impact listed companies

Master Form 10-K

- Understand all major 10-K disclosure requirements
- Learn how the 10-K relates to the annual report and the proxy statement
- Prepare professional level “bullet-proof” 10-K reports that earn both independent auditor and SEC respect
- Review both controversial and frequently missed items on the 10-K
- Understand the 10-KSB report – Advantages and how to qualify
- Learn the NEW due dates for 10-Ks and 10-Qs

Write a Risk-Free MD&A

- Obtain the SEC’s most recent MD&A guidance with FR 72
- Understand MD&A safe harbors to avoid SEC enforcement actions and liability of officers and experts
- Utilize a proven technique to draft the MD&A – checklist: who does what and when
- Understand how to disclose trends, uncertainties and pro forma information

Draft Your Firm’s Quarterly Form 10-Q

- Understand how to condense the financials and the footnote requirements for the 10-Q
- Learn how to present the MD&A and other non-financial information in the 10-Q
- Examine the required SAS 100 Review for the 10-Q report

Understand Form 8-K Triggers and Pitfalls to Avoid

- Understand what triggers an 8-K report and the associated disclosure requirements
- Understand how to report a change in auditors and a disagreement with auditors
- Examine a case example on reporting multiple 8-K items
- Walk through various 8-K items and reporting examples

Learn What Must Be Disclosed – How to Disclose Sensitive Information

- Understand the SEC’s new **Executive Compensation Disclosure** requirements
- Properly disclose and describe risk factors and unresolved staff comments
- Understand which related party transactions must be disclosed for the SEC
- Understand which legal proceedings need to be disclosed and how to disclose them
- Understand what supplementary data must be disclosed, especially for divisions and subsidiaries

Go Beyond Financial Reporting

- Prepare quantitative and qualitative disclosures about market risk
- Differentiate between quantitative and qualitative aspects of market risk
- Use non-GAAP Financial Measures in a manner acceptable to the SEC

Learn How SOX Legislation Impacts SEC Reporting

- Understand the SOX Sec. 302 and 906 CEO/CFO disclosure requirements
- Examine risks to the CEO/CFO certifications for controls
- Understand SEC requirements for disclosing controls and procedures
- Learn what communication must take place with the audit committee

Schedule your custom in-house seminar today!
Telephone NCCE at 850-561-6081 or email contact@nccetraining.com

Custom In-House CPE Training

Key Benefits of a Custom In-House NCCE Seminar:

- **Targeted Training** - Customize your in-house program to your company's specific needs. Let us know which items in our seminar agenda you want to stress.
- **Customization** - Use your own firm's financial information to complete your Form 10-K, 8-K, and more! Make this both a training and consulting engagement.
- **Convenience** - Schedule your seminar when it's most convenient for you and your staff -- at your office or the location of your choice.
- **Substantial Savings** - Train a larger number of employees and staff for a significantly lower cost per person; avoid costly travel time and expenses. Cost effective for 10 or more employees. *Plus* your people have no travel costs when we train at your location – avoid travel costs.
- **Continuing Education Credits** - Enable your employees to fulfill CPE requirements. We will work with your organization as necessary to make sure that your seminar is approved for CPE in your state.

Cost Per Seminar Attendee					
Participants	10	15	20	25	30
Total Seminar Cost	Call for Pricing	Call for Pricing	Call for Pricing	Call for Pricing	Call for Pricing
Cost Per Person	\$SAVE	\$SAVE	\$SAVE	\$SAVE	\$SAVE

Bring this course in-house and provide custom designed training to your entire organization at a great cost savings!

The fee includes a distinguished seminar leader at your site, a pre-training analysis and course tailoring with the instructor, full preparation of course materials, a seminar manual with your organization's logo emailed camera-ready in electronic format to your director of documents and much more. Your organization simply supplies meeting space, audiovisual equipment and participant refreshments; NCCE provides everything else.

We have the quality programs and expert, experienced instructors to give your company an edge in today's competitive market. Improve communication, cohesiveness and efficiency through targeted professional development opportunities. NCCE's customized in-house training programs are a convenient, cost-effective way to provide your staff with critical information that will immediately add value to your organization.

If you are interested in an in-house seminar for your group, please take the time to look over and complete the questionnaire at the end of this brochure or [online](#). It will help you pinpoint your group's needs, and will assist NCCE in putting together a top-notch seminar for your organization.

For further details on NCCE seminars, telephone NCCE at 850-561-6081 or email contact@nccetraining.com

Schedule your custom in-house seminar today!
Telephone NCCE at 850-561-6081 or email contact@nccetraining.com

Seminar Information

Course Level: Basic - **Prerequisite:** Participants will need to purchase and bring WG&L SEC Guidelines to the workshop.

Who Should Attend?

This two-day workshop is a must for financial professionals who need to master the required forms of the Securities and Exchange Commission including the 10-K, 10-Q, 8-K, the MD&A, the CD&A, and the Proxy Statement. This informative workshop is a balanced mix of in-class exercises, integrated study aids, case studies and interactive class participation. Attendees will also learn how to use SEC research tools and gain insight about the inner workings of the SEC.

This seminar is ideal for accountants, auditors and financial professionals who need to master SEC reporting skills.

Included in this group are:

- CFO's, Treasurers, Controllers and accounting staff
- Auditors: Internal and Independent
- Financial VPs., Directors, Managers, Analysts and staff
- Board Members, Audit Committee Members, Compliance Officers
- Securities Regulators and Government Finance Officials
- Corporate Counsel and Staff

Continuing Education Credits

This group-live seminar is recommended for 16 CPE hours of Accounting. The National Center for Continuing Education is registered with the National Association of State Boards of Accountancy (NASBA), as a sponsor of continuing professional education on the National Registry of CPE Sponsors. State boards of accountancy have final authority on the acceptance of individual courses for CPE credit. For more information on administrative policies, contact our office at 850-561-6081.

About the National Center for Continuing Education

Since 1984, the National Center for Continuing Education (NCCE) has produced and marketed continuing professional education and executive training in major cities throughout the United States. We provide critical business information to Fortune 1000 managers, attorneys, CPAs, healthcare administrators, engineers and business owners nationwide. For over 25 years we have offered informative, exciting continuing education led by the nation's most qualified instructors.

In house seminar clients who have seen an NCCE public seminar and requested this high quality training be presented in house include: Hewlett-Packard, Oracle, Harley-Davidson, Stanley Tools, General Mills, Deloitte & Touche, Burger King, Jones, Day Reavis & Pogue, Weil, Gotshal & Manges, Greenberg Traurig, and McDermott, Will & Emery.

Your Seminar Will Be Led By:

Ronald J. Kral, MBA, CPA CMA

Ron is a nationally recognized speaker on SEC reporting requirements, corporate governance, internal controls and the Sarbanes-Oxley Act with a specific focus on the COSO and COBIT frameworks, PCAOB standards, and SEC rules and regulations. He has led over 100 informative and entertaining seminars throughout the United States on SOX, SEC and corporate governance issues.

Ron is a former Principal Consultant with Pricewaterhouse Coopers and is also a former divisional CEO/CFO for a billion dollar high-tech firm. Presently Ron is the managing partner of a Wisconsin CPA firm. Ron has helped over 200 firms understand the regulatory environment and devise cost-efficient practices that go beyond compliance to also create corporate value. Ron's talent as a public speaker results in a real-life seminar with practical tips and valuable information that can be put to immediate use.

Schedule your custom in-house seminar today!
Telephone NCCE at 850-561-6081 or email contact@nccetraining.com

NCCE In-House Seminar Questionnaire

SEC Reporting Skills Workshop

Company/Firm:

COMPANY/FIRM NAME _____ TELEPHONE NUMBER _____

MAILING ADDRESS _____ FAX NUMBER _____

CITY _____ STATE _____ ZIP _____

Contact Person:

SAL _____ NAME _____ TITLE _____

CONTACT TELEPHONE NUMBER _____ EMAIL ADDRESS _____

Basic In-House Information:

DATES DESIRED _____ LOCATION _____

HOW MANY WILL ATTEND? _____ ATTENDED NCCE TRAINING BEFORE? _____

ATTENDEE TITLES _____

ATTENDEE EDUCATION BACKGROUND AND EXPERIENCE _____

WHY IS TRAINING NEEDED? _____

Additional Information:

We Guarantee Results

NCCE

National Center for Continuing Education

World-Class Training Since 1984

TRY OUR
ONLINE REGISTRATION
POWERED BY:


Schedule your custom in-house seminar today!
Telephone us at 850-561-6081 or email contact@nccetraining.com