

SEC Permits Five Business Day "Any and All" Tender Offers for Debt Securities Regardless of Credit Rating

Date: 01/23/15

On January 23, 2015, the Staff of the Division of Corporation Finance (the "Staff") of the Securities and Exchange Commission (the "Commission") issued a no-action letter (the "2015 Letter") that superseded a nearly 30-year old position of the Staff with respect to debt tender offers. Rule 14e-1(a) under the Securities Exchange Act of 1934 (the "Exchange Act") requires a minimum offer period for all tender offers – debt or equity – of 20 business days. In 1986, the Staff issued a series of no-action letters allowing issuers to conduct tender offers for non-convertible debt securities (later limited to debt securities with an investment grade rating) that reduced the minimum offer period to seven to ten calendar days subject to meeting certain qualifications.

Attorneys

- James J. Clark
- Michael J. Ohler

CAHILL GORDON & REINDEL LLP