Nasdaq and NYSE Provide Temporary Relief from Shareholder Approval Requirements Applicable to Certain Issues

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On May 1, 2020 and May 13, 20202, The Nasdaq Stock Market LLC ("Nasdaq") and the New York Stock Exchange (the "NYSE"), respectively, filed with the Securities and Exchange Commission (the "SEC") proposals to adopt new rules providing temporary exceptions to the shareholder approval requirements applicable to (1) certain issuances of common stock constituting 20% or more of the number or voting power of the outstanding common stock prior to such issuance ("20% Offerings") and (2) certain sales to officers, directors, employees, or consultants that could be considered a form of "equity compensation," where unaffiliated investors require an affiliate of a company to participate in a capital raising transaction ("Equity Compensation Issuances"). The proposed rules became effective immediately upon filing with the SEC and will remain in effect through June 30, 2020—although the SEC may suspend the rule changes within 60 days from the date of the filing if it determines that such suspension is appropriate in the public interest or for the protection of investors.

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