



Federal Deposit Insurance Corporation
550 17th Street NW, Washington, DC 20429

Division of Supervision

Securities Disclosure

FIL-10-95
January 23, 1995

TO: CHIEF EXECUTIVE OFFICER

SUBJECT: *Amendments to Part 335 Governing Disclosure Requirements and Proxy Solicitations*

On December 20, 1994, the FDIC's Board of Directors adopted the attached amendments to Part 335 of the agency's rules related to disclosure requirements and proxy solicitations that involve state nonmember banks with a class of securities registered under the Securities Exchange Act of 1934 (Exchange Act). The amendments make the FDIC's securities disclosure requirements substantially the same as those of the Securities and Exchange Commission (SEC), in accordance with Section 12(i) of the Exchange Act, in the following areas: (1) disclosures of executive compensation; (2) optional reports for small banks; and (3) proxy solicitations and related communications among shareholders.

The amendments will become effective July 1, 1995, although early compliance will be permitted. The FDIC's final rule includes a cross-reference to the SEC's comparable executive compensation disclosure rules (17 CFR 240.14a-101, Item 8), which you are encouraged to review.

If you have questions, please contact Lawrence H. Pierce (202-898-8902) or M. Eric Dohm (202-898-8921) in the Division of Supervision, or Gerald J. Gervino (202-898-3723) in the Legal Division.

Stanley J. Poling
Director

Attachment: [Federal Register](#)

Distribution: Selected FDIC-Supervised Banks