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Words and Actions – SEC Chairs' Role in Public Disclosure Reform


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In a recent statement issued by the SEC on January 16, 2026, Chairman Atkins discussed his views on SEC disclosure reform. During the John L. Weinberg Center for Corporate Governance's 25th Anniversary Gala, back on October 9, 2025 Paul S. Atkins, Chair of the U.S. Securities and Exchange Commission (SEC), delivered a speech identifying three pillars through which he intends to make becoming a public company, once again, "an attractive proposition," citing the decline in exchange-listed companies over the years. The first of Atkins' three pillars is to "simplify and scale the SEC's disclosure requirements to reduce the costs of preparing SEC filings and, at the same time, make them more comprehensible." Although Atkins did not further address this first pillar during the remainder of his speech, instead focusing on his second and third pillars of de-politicizing shareholder meetings and reforming the litigation landscape for securities lawsuits, the subsequent statement issued on January 16 highlights goals for reforming SEC disclosure.

In Atkins' recent statement on reforming Regulation S-K, which outlines disclosure requirements for qualitative, non-financial statement descriptors of a registrant's business, he states that he has instructed the Division of Corporation Finance to engage in a comprehensive review of present disclosure requirements. Atkins also encouraged the public to provide comments on how Regulation S-K could be revised to better focus on "eliciting disclosure of material information and avoid compelling the disclosure of immaterial information." Although simplifying disclosure regulations is far from a unique agenda item honed in on by past SEC Chairs, Atkins' most recent push is notable for its breadth, and it could prove consequential for both filers and shareholders alike.

In his statement, Atkins mentioned that disclosure requirements under Regulation S-K have expanded greatly, clouding investors' ability to make informed investment or voting decisions and arguably "burying shareholders in an avalanche of immaterial information," which does not serve the goals of protecting investors or facilitating capital formation.

As noted, disclosure reform is not a novel concept. In 2012, the Jumpstart Our Business Startups (JOBS) Act significantly relaxed disclosure requirements for emerging growth companies. During a hearing before the Oversight Committee of the House of Representatives, then SEC Chair Mary L. Shapiro admitted that she was hesitant about potentially weakening these disclosure requirements, although she implemented them when the JOBS Act passed. It is worth noting that Shapiro announced a new process for SEC regulatory reform (which Atkins is currently using) through which public comment can be solicited *before* any SEC rules or amendments are proposed. SEC Chair Mary Jo White, Shapiro's successor, spoke at length about the issues of over-disclosure that burden shareholders with more information than necessary to inform their investment and voting decisions. Her actions mirrored her words, and in 2016 the SEC distributed a concept release (using Shapiro's new process) seeking public comment on the modernization of disclosure requirements in Regulation S-K. The next SEC Chair, Jay Clayton, continued this theme in repeatedly emphasizing "materiality" as it relates to the information that public companies choose to disclose to investors. In 2020, the SEC adopted amendments to Regulation S-K aimed to make filings more digestible and

discouraged repetition and disclosure of information that is not material, shifting to a "principles-based" disclosure regime.

This latest push by Atkins follows his previous efforts to reform certain aspects of disclosure reform. In May 2025, shortly after Atkins assumed the role of SEC Chair, the SEC took comments on executive compensation disclosure requirements under Item 402 of Regulation S-K. In his January 16th statement, Atkins reported that the SEC received over 70 unique comment letters, and the staff is in the process of evaluating the letters and preparing recommendations for revisions to Item 402. Now, Atkins is seeking public comment on Regulation S-K in its entirety to facilitate a larger overhaul in the disclosure regime that "should enable a reasonable investor to separate the wheat from the chaff when reviewing periodic reports and proxy statements."

While it is too early to predict the expected changes to disclosure requirements under Regulation S-K going forward, if commenters and the SEC follow a similar focus to efforts so far on proposals to update Item 402, materiality may be an echoing theme. However, any potential revisions to Regulation S-K should not be analyzed in isolation. Reducing disclosure burdens is only one of three pillars in Atkins' push to "Make IPOs Great Again." Taking again from his January 16th speech, Atkins' second pillar aims to "de-politicize shareholder meetings and return their focus to voting on director elections and significant corporate matters." This pillar could be seen as a rebuke of former SEC Chair Gary Gensler's push for greater climate disclosures. Atkins' third pillar is to "reform the litigation landscape for securities lawsuits to eliminate frivolous complaints, while maintaining an avenue for shareholders to continue to bring meritorious claims." As previously discussed in Quorum, the SEC has already issued a policy statement potentially paving the way for the adoption of mandatory arbitration by issuers.

Looking at the recent agenda to explore reformation of Regulation S-K, it remains to be seen if the ultimate changes hit the right mark. If the right balance is achieved, disclosure could become more targeted and concise, allowing investors to digest and assess information important to make informed investment and voting decisions. However, if disclosure reduction goes too far, cutting material information from filings, it could stymie investors' ability to cohesively understand the business and affairs of the company. Notably, before her recent departure as a Commissioner of the SEC, Caroline Crenshaw expressed a belief that the recent reform efforts were "a race to the bottom."