
STAFF QUESTIONS AND ANSWERS

ANNUAL REPORTING ON FORM 2

June 17, 2011

Summary: The questions and answers below set out staff guidance to assist registered public accounting firms with respect to the requirement to file with the Public Company Accounting Oversight Board ("PCAOB" or "Board") annual reports on Form 2. This guidance does not constitute Board rules, nor has it been approved by the Board.

The questions and answers below were prepared by the PCAOB staff to supplement PCAOB Release No. 2008-004, *Rules on Periodic Reporting by Registered Public Accounting Firms* (June 10, 2008) and the instructions to Form 2, which can be found at www.pcaobus.org/Registration/Pages/SampleForms.aspx. Please note that the instructions to Form 2 include various "notes" intended to address anticipated questions.

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I. Overview of the Requirements Relating to Annual Reporting on Form 2

Q1. What is the general nature of the obligation to file an annual report on Form 2?

A1. Each registered firm must provide basic information once a year by filing an annual report on Form 2. In an annual report, a firm provides certain information about activity in the 12-month reporting period, which runs from April 1 of the preceding year to March 31 of the year in which the report is due, and certain other information about the firm that is current as of the end of that reporting period.

Q2. Does the requirement to file annual reports on Form 2 apply to all registered firms, regardless of the nature of the firm's practice?

A2. Yes. Each firm that is registered with the PCAOB, regardless of the reason the firm is registered, regardless of whether the firm is required to be registered, and regardless of whether the firm plays any role in audits of issuers, must comply with the requirement to file annual reports on Form 2.

Q3. When must a registered firm file its annual report on Form 2?

A3. Subject to the exception described in Q&A 5 below, each firm that is registered as of March 31 of any year must file an annual report on Form 2 by June 30 of that year,^{1/} and may file as early as April 1. A firm that has its registration application approved after March 31 of any year is not required to file an annual report until the following year.

Q4. If a firm is registered as of March 31 of a given year, is it required to file an annual report by June 30 of that year even if it was not registered throughout the entire 12-month reporting period ending March 31?

A4. Yes.

^{1/} Pursuant to PCAOB Rule 1002, in any year in which the filing deadline falls on a Saturday, Sunday, or federal legal holiday, the deadline for filing the annual report shall be the next day that is not a Saturday, Sunday, or federal legal holiday.

Q5. If a firm has requested leave to withdraw from registration by filing Form 1-WD, and that request is pending with the Board, must the firm continue to comply with the requirement to file annual reports on Form 2?

A5. No. PCAOB Rule 2107(c) provides that the obligation to file annual reports on Form 2 is suspended for any firm that has pending before the Board a Form 1-WD requesting leave to withdraw from registration. To request leave to withdraw from registration, a firm must electronically file a Form 1-WD and submit a manually signed, hard copy of the form. Information on how to withdraw from registration is available on the Board's web site at www.pcaobus.org/Registration/Pages/SampleForms.aspx. In the event that the firm decides to withdraw a pending Form 1-WD, PCAOB Rule 2107(f) requires that the firm file any annual report that the firm would have been required to file had the Form 1-WD not been pending.

Q6. What are the consequences of failing to file an annual report on Form 2 or of a late filing?

A6. The failure to file a timely annual report on Form 2 is a violation of PCAOB Rule 2200. As with any violation of PCAOB rules, a registered firm that violates Rule 2200, and any associated person who causes that violation, could be subject to disciplinary proceedings and disciplinary sanctions, which, in appropriate circumstances, could include revoking a firm's registration and barring an individual from being an associated person of a registered firm.

Q7. What is the relationship between the requirement to file an annual report on Form 2 and the requirement to file special reports on Form 3?

A7. Apart from the requirement to file annual reports on Form 2, registered firms are also required to file special reports on Form 3 if and when certain specified events occur.^{2/} With two important exceptions, changes to information reported in an annual report on Form 2 are not required to be reported on Form 3, but, instead, should be reported on the next annual report on Form 2. The two exceptions are changes in the firm's legal name (Item 1.1.a of Form 2) and

^{2/} For information about special reporting on Form 3, see PCAOB Release No. 2008-004, *Rules on Periodic Reporting by Registered Public Accounting Firms* (June 10, 2008). In addition, the instructions to Form 3 and the Staff Questions and Answers regarding special reporting are available at www.pcaobus.org/Registration/Pages/SampleForms.aspx.

changes in the contact information for the firm's primary contact with the Board (Item 1.3 of Form 2). See also Q&A 9 below.

Firms should also bear in mind that an annual report on Form 2 will not be accepted for filing without the firm's certification that it has filed a special report on Form 3 with respect to each event that occurred during the 12-month reporting period and for which a special report on Form 3 is required. See also Q&A 25 below.

Q8. What is the relationship between the requirement to file an annual report on Form 2 and the requirement to pay an annual fee?

A8. In any year in which a firm is required to file an annual report on Form 2, the firm is also required to pay an annual fee. If a registered firm is not required to file an annual report in a particular year, either because the firm became registered after March 31 of that year or because the firm has evidenced its desire to withdraw from registration by filing a complete request for leave to withdraw on Form 1-WD that is pending as of June 30 of that year, the firm is not required to pay the annual fee. In the event a firm that has submitted a Form 1-WD decides it does not want to withdraw, PCAOB Rule 2107(f) requires that the firm provide written notice of its intent to withdraw its Form 1-WD and payment of any annual fee that the firm would have been required to pay had the Form 1-WD not been pending. Additional information on the annual fee is available at www.pcaobus.org/Registration/rasr/Pages/AnnualFees.aspx.

II. General Information Required to be Reported on Form 2

Q9. Can a firm use Form 2 to report that the firm has changed its legal name or its address?

A9. If a firm has changed its legal name from the name that was last reported to the Board in a filing made on Form 1, Form 3 or Form 4, the firm should not report that change to the Board on Form 2. The firm should consult Q&A 13 of the Staff Questions and Answers – Special Reporting on Form 3 for additional guidance on how to report a change in legal name. If a firm has changed its headquarters address, it may provide its current address in Item 1.2 of Form 2 and no other filing is necessary. A firm should consult Q&A 14 of the Staff Questions and Answers – Special Reporting on Form 3 if the name or address of its primary contact to the Board has changed. See also Q&A 7 above.

Q10. Much of the information required to be reported on Form 2 relates to "issuers." How is issuer defined?

A10. "Issuer" as defined in Section 2(a)(7) of the Sarbanes-Oxley Act of 2002 and in PCAOB Rule 1001(i)(iii), means an issuer (as defined in Section 3 of the Securities Exchange Act of 1934), the securities of which are registered under Section 12 of that Act, or that is required to file reports under Section 15(d) of that Act, or that files or has filed a registration statement that has not yet become effective under the Securities Act of 1933, and that it has not withdrawn. A firm should not overlook the fact that the term "issuer" encompasses a range of entities that file with the Securities and Exchange Commission on a range of forms. It is the firm's obligation to know which of its audit clients is an issuer as defined above and to completely and accurately report the related information required by Form 2.

Q11. If a firm has no issuer clients, should it provide information relating to non-issuers instead?

A11. No. If a firm has no issuer clients, it should not provide information in response to items requiring information on issuers.

Q12. Information required to be reported in Part V of Form 2 includes information regarding memberships, affiliations, and similar arrangements of a firm. Does a firm need to provide information on memberships, affiliations, and similar arrangements that are unrelated to audits of issuers?

A12. No. The memberships, affiliations, and arrangements required to be reported in Item 5.2 are limited to certain ones that are related to audits of issuers, and a firm may want to review carefully the definitions of "audit" and "audit services" in PCAOB Rule 1001 when responding to this item. As a result, for example, Item 5.2.a.3, by its terms, encompasses only arrangements through which the firm employs or leases "personnel to perform audit services" and does not encompass a firm's hiring of, or contracting for, support personnel.

Q13. If a firm has an audit-related membership or affiliation but provided no audit services to issuers during the reporting period, does the firm still have to report the audit-related membership or affiliation or arrangement on Form 2?

A13. Yes, a firm should report audit-related memberships or affiliations even if the firm did not provide audit services to issuers during the reporting period.

Q14. If a firm provides its employees or personnel to other entities to assist the other entities in performing audit services, should the firm respond affirmatively to Item 5.2.a.3?

A14. No. Item 5.2 requires a firm to provide information on resources that the firm uses in providing audit services to issuers. If the firm provides resources to others, the firm need not provide that information in response to this item.

Q15. If a firm responds affirmatively to Item 5.2.a. that it has one or more memberships, affiliations, or arrangements required to be noted in that item, does it have to report information about other entities that are part of the network, arrangement, alliance, partnership or association?

A15. No. Item 5.2.b does not require information concerning other entities that are part of the network, arrangement, alliance, partnership or association for which an affirmative response was provided in Item 5.2.a., but only information concerning the network, arrangement, alliance, partnership, or association itself, or the principle entity through which it operates.

Q16. Information required to be reported in Part VI of Form 2 includes the number of the firm's CPAs and accountants employed by the firm that hold comparable licenses from non-U.S. jurisdictions. What does the term "comparable licenses" include?

A16. For purposes of Item 6.1, an accountant in a non-U.S. jurisdiction holds a "comparable license" if the accountant is (1) licensed by the jurisdiction in which he or she renders services, and (2) by virtue of such license, is certified to perform the functions of a public accountant.

Q17. Information required to be reported in Part VII of Form 2 includes information about certain relationships the firm has with individuals who, or entities that, were the subject of a Board order imposing a disciplinary sanction or a Commission Rule 102(e) order entered within the five years preceding the end of the reporting period. If the firm has already reported the relationship on Form 3, must it report it again on Form 2?

A17. No. The Form 2 reporting requirement expressly excludes from its scope certain relationships that must be reported by special report on Form 3. Those relationships – with individuals or entities that are currently subject to sanctions or orders that have the effect of prohibiting them from issuing audit reports, being associated persons of registered firms, or appearing or practicing before the Commission – must be reported on Form 3 within 30 days of the beginning of the relationship. They need not be reported again on Form 2.

Q18. Reportable information referred to in the preceding question includes certain relationships the firm has with individuals. Does a firm need to report such a relationship even if the individual does not participate in the audit of issuers?

A18. No. The scope of the required response is limited to individuals who provided at least ten hours of audit services for any issuer during the reporting period. Just because an individual does not meet the ten-hour threshold during the reporting period in which the relationship begins, however, does not mean that the firm need never report the relationship. If there is a later reporting period in which that person meets the ten-hour threshold, and that reporting period end is still within five years of the entry of the disciplinary sanction or Commission order, the firm must report that relationship in its annual report for that period. The relationship need only be reported one time, however, and need not be reported again for future reporting periods in which the criteria are met.

Q19. Part X of Form 2 requires that an authorized partner or officer of a firm certify, among other things, that the firm has filed a special report on Form 3 with respect to each event that occurred during the reporting period and for which a special report on Form 3 is required under the Board's rules. What should a firm do if it realizes that, during the reporting period, it did not file a required Form 3?

A19. The Form 2 certification does not require a firm to certify that it has filed all required special reports on Form 3 on a timely basis, but only that the firm has filed them. Before a firm in this situation can provide the certification necessary to file its Form 2, it must file all overdue required special reports on Form 3.

Q20. Should a firm send to the Board the manually signed Form 2 that is required by Rule 2204?

A20. Before submitting the completed Form 2 to the Board, a firm should print, manually sign and retain in its records a copy of the form. This signed copy need not be routinely submitted to the Board. Pursuant to PCAOB Rule 2204, however, the signed form must be retained for seven years and be provided to the Board or its staff upon request.

III. Information Required to be Reported on Form 2 Relating to Audits of Issuers

Q21. Information required to be reported in Part III of Form 2 includes fees billed to issuer audit clients for four categories of services. What types of services are included in each category?

A21. The definitions for the four categories of services – Audit Services, Other Accounting Services, Tax Services, and Non-Audit Services – are included in PCAOB Rule 1001. The definitions of these four categories of services also correspond to the Commission's descriptions of services for which an issuer must disclose fees paid to its auditors. Compare the descriptions of services in Item 9(e) of Commission Schedule 14A (17 C.F.R. § 240.14a-101) under the headings "Audit Fees," "Audit-Related Fees," "Tax Fees," and "All Other Fees" with, respectively, the Board's definitions of Audit Services, Other Accounting Services, Tax Services, and Non-Audit Services.

Q22. If a firm does not have exact data on its fees billed to issuer audit clients, may it use estimates in providing the fee information required by Item 3.2.a?

A22. Yes. A firm may use any reasonable method to estimate the percentages attributable to each category of services and may round the reported percentages to the nearest five percent. Firms that use estimated data in their calculations, however, must attach as an exhibit their reasons for doing so and the methodology used in making those estimates.

Q23. If an audit client of the firm was an issuer, as defined above, for part of the 12-month reporting period but not all of that period, should fees billed to that issuer be included in the information reported in Item 3.2.a?

A23. The firm's reporting in Item 3.2.a should include fees billed for services provided to an entity while the entity was both an issuer and an audit client of the firm, but should not include fees billed for services provided when the entity either was not an issuer or was not an audit client of the firm.

Q24. If a firm had no issuer audit clients during the 12-month reporting period, may it leave Item 3.2 (Fees Billed to *Issuer Audit Clients*) blank?

A24. No. If a firm billed no issuer clients for services during the reporting period, it should report zero (0) percent for each category of services described

in Item 3.2.a, and may check Item 3.2.b.1 to indicate that its method of calculating that percentage involved using, as the numerator, the total fees billed to issuer clients for the relevant services (which in this case would be zero).

Q25. When reporting the date of an audit report in Part IV of Form 2, what date should be reported?

A25. When reporting a date called for by Item 4.1.a.3, the date to be reported is the date of the audit report as described in AU 530, *Dating of the Independent Auditor's Report*.

Q26. Do the dates of any consents to an issuer's use of an audit report previously issued for that issuer need to be reported?

A26. The dates of consents to an issuer's use of an audit report previously issued for that issuer do not need to be reported, except that, if such consents constitute the only instances of a firm issuing audit reports for a particular issuer during the reporting period, the firm should include that issuer in Item 4.1 and should include the dates of such consents in Item 4.1.a.3.

Q27. If a firm reports in Item 4.1 that it issued audit reports for one or more issuers during the reporting period, does it also need to provide information in Item 4.2 regarding any issuer for which it played a substantial role in the preparation or furnishing of an audit report for that issuer during the reporting period?

A27. No. A firm must respond to Item 4.2 only if, during the reporting period, the firm played a substantial role in the preparation or furnishing of an audit report that was issued in the reporting period, but the firm did not issue audit reports required to be reported under Item 4.1.

Q28. If the name of an issuer which the firm must report in Part IV of Form 2 does not fit within the space provided on Form 2, how should the firm report the name?

A28. Items 4.1.a.1 and 4.2.a.1 allow up to 100 characters for the name of an issuer. Where the name of an issuer does not fit within the space provided on the form, a firm should abbreviate the name of the issuer in any reasonable manner such that the issuer remains identifiable and distinguishable from any similarly named entities in Part IV of the firm's annual report.

IV. Amending a Previously Filed Form 2

Q29. What should a firm do if it discovers that it provided incorrect information in a filed Form 2 or omitted information that should have been included?

A29. Annual reports on Form 2 should be complete and accurate, and an individual in the firm must, on behalf of the firm, certify that the form does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which the statements were made, not misleading. Inaccuracies or omissions could form the basis for disciplinary sanctions for failing to comply with the reporting requirements, and it is therefore in a firm's interest to correct such errors as soon as possible. A firm may do so by filing an amendment pursuant to PCAOB Rule 2205 and the Form 2 instructions specific to amendments.

Q30. Should a firm amend a previously filed Form 2 to update previously reported information that has changed since the original filing?

A30. No. Amendments are appropriate only to correct information that was incorrect at the time of the filing, or to supply omitted information that should have been supplied at the time of the filing. The amendment process should not be used to update information reported on a Form 2. In the event of changes to a firm's legal name or the contact information of the firm's primary contact with the Board, the firm should comply with the requirements to file a special report on Form 3. In the event of other changes to information reported on Form 2, the firm should provide up-to-date information on its next annual report on Form 2. See also Q&A 7 and 9 above.

V. Requesting Confidential Treatment

Q31. How does a firm request confidential treatment for information that it provides on Form 2?

A31. A firm may request confidential treatment for information provided in certain, though not all, items in Form 2. General Instruction No. 7 to Form 2 identifies the items with respect to which a firm may request confidential treatment. In filling out Form 2, the firm may request confidential treatment by

checking the "CR" box associated with each such item for which the firm wants to request confidential treatment.

The requirements concerning what a firm must submit in support of a request for confidential treatment have changed effective December 31, 2009 and so, for most firms, are different than they were when the firm submitted its registration application. As amended, PCAOB Rule 2300(c) requires both a representation that the information has not otherwise been publicly disclosed and either (1) a detailed explanation of the grounds on which the information is considered proprietary, or (2) a detailed explanation of the basis for asserting that the information is protected by law from public disclosure and a copy of the specific provision of law.

An annual report on Form 2 will be published on the PCAOB web site promptly upon submission. That public version of the Form will not display information for which confidential treatment is requested unless and until a determination to deny the request becomes final. As a safeguard, as a firm prepares to submit a completed Form 2 to the PCAOB's web-based system, the system allows a firm to view two separate versions of the completed form – one showing all of the information the firm has entered and the other showing what the publicly available version of the form will look like, with redactions where confidential treatment is requested. Before finally submitting the form, the firm should carefully review the redacted version to make sure that the firm has requested confidential treatment where it intended to do so.

VI. Withholding Information on the Basis of Non-U.S. Legal Restrictions

Q32. May a firm refrain from reporting information on Form 2 if non-U.S. law prohibits the firm from providing or obtaining the information, just as the PCAOB allows firms to withhold information from Form 1 registration applications on that basis?

A32. A non-U.S. firm may withhold certain information from a required annual report on Form 2 because of non-U.S. legal restrictions, but the related process, which is governed by PCAOB Rule 2207, is significantly different than the process in the context of a registration application on Form 1.

A legal conflict can be asserted on Form 2 only if the firm is actually withholding information that the form requires. A separate section at the end of each relevant part of Form 2 instructs the firm that if any portion of its response in that part is incomplete because of an asserted legal conflict, the firm must, in that separate

section, identify the specific items with respect to which the firm actually has withheld, or been precluded from obtaining, responsive information.

Also, unlike the case with Form 1, the materials that a firm must compile in support of its position that a conflict exists – a copy of the relevant provisions of law, a legal opinion, and a written explanation of the firm’s efforts to seek consents or waivers that would overcome the conflict – need not routinely be submitted when the firm files Form 2. Rather, the firm must certify on Form 2 that it has those materials in its possession, and it must submit them only in the event of a follow-up request from the Board or the Director of the Division of Registration and Inspections.

Finally, non-U.S. firms should note that, unlike the corresponding provision in Form 1, the Form 2 affirmation related to a firm’s consent to cooperate with the Board has been divided into three components requiring separate affirmation, rather than combined in a single component encompassed by a single affirmation. As a consequence, while an asserted conflict with non-U.S. law posed by one component may have been sufficient to decline to provide the consent in Item 8.1 of Form 1, it would not necessarily be sufficient to decline to provide the required acknowledgement or consent for each component set out in Item 9.1 of Form 2. Any assertion of a legal conflict in Item 9.1 of Form 2 must be specific to the relevant component. A firm may not, for example, withhold acknowledgement of the understanding described in Item 9.1.c on the basis of an asserted legal conflict that precludes the firm from making the representation set out in Item 9.1.a.

Q33. To comply with the requirement to have a legal opinion relevant to the asserted conflict of law, must a firm secure a new legal opinion specific to each Form 2 that the firm files?

A33. The supporting materials maintained by the firm need only contain a legal opinion that the firm has reason to believe is current with respect to the relevant point of law. Rule 2207 does not attempt to specify the ways in which a firm may satisfy this requirement, and various approaches might be satisfactory. Compliance does, however, depend upon a firm implementing in good faith some mechanism for generally being aware of relevant changes in the law, rather than relying on a particular legal opinion in perpetuity without genuine regard for whether the law changes.

VII. The Mechanics of Reporting Through the PCAOB Web-Based System

Q34. How does a firm submit Form 2 to the Board?

A34. To submit Form 2, your firm will need to access the PCAOB's Registration, Annual and Special Reporting system at <https://rasr.pcaobus.org/Security/Login.aspx>. Your firm will need to provide the Username and Password issued in connection with the registration process to gain access. Registered firms may email registration-help@pcaobus.org for assistance with log-in information. Firms that are already registered with the Board should not request a new user name and password through the Board's web site – this functionality is for firms seeking to register with the Board and is not appropriate for registered firms needing login assistance.

Q35. What formats will the system accept? What software is needed to properly prepare and submit Form 2?

A35. To properly communicate with the Board's system, you will need Internet Explorer 6.0 or later, or Firefox 2.0 or later. To complete Form 2, you may fill it out online as a web form, or you may submit it in XML, which is a computer language. If you have large amounts of information going into Form 2, you may find that XML is a more convenient way to submit the data because you would be able to load the data into your XML file directly or indirectly from other databases. If you would like to make your submission in XML, you must download the XML Schema from the Board's system. Using XML will likely require the assistance of a programmer who is versed in that computer language. Additional information on using the XML Schema is available by logging into the Board's system.

Form 2 may require you to submit various documents to be labeled as exhibits. The system will accept exhibits in PDF, GIF or JPEG format. You can convert text documents or scan documents for submission, as long as they are submitted in PDF, GIF or JPEG.

Q36. Is assistance available on how to create a web form in the Board's system?

A36. You may view an online tutorial on how to create a web form in the Board's system by going to the Registration, Annual and Special Reporting page of the Board's web site www.pcaobus.org/Registration/Pages/SampleForms.aspx and viewing the system tutorial entitled "Create a Form."

VIII. Further Questions About Reporting on Form 2

Q37. What should I do if I have further questions?

A37. If you have questions, you should first review the Board's release adopting the reporting requirements, including the rules and instructions to Form 2, which can be found at www.pcaobus.org/Registration/Pages/SampleForms.aspx, and the instructions for filling out Form 2 that are available for download after you log into the registration and reporting system. The instructions to Form 2 include various notes intended to address anticipated questions. If you still have questions, you can email the PCAOB's registration staff at registration-help@pcaobus.org.