

PRO FORMA FINANCIAL INFORMATION: A SNAPSHOT

MARCH 2023

This guide provides a high-level summary of the SEC's pro forma financial information requirements for significant business acquisitions and is based on the SEC's latest rule [amendments](#) that became effective on January 1, 2021.

INTRODUCTION

Regulation S-X Rule 11-01(a)

When a public company (acquiror) completes the acquisition of a significant business or real estate operation, it must provide historical financial statements of the acquired business (target) and the related pro forma financial information.

FORM AND CONTENT OF PRO FORMA FINANCIAL INFORMATION

Regulation S-X Rule 11-02

PRO FORMA FINANCIAL STATEMENTS	OTHER FORMS AND CONTENT DISCLOSURES
▶ Condensed balance sheet (typically, as of the end of the most recent period) that includes historical balance sheets of the acquiror and target, applicable pro forma adjustments, and pro forma results in a columnar format ▶ Condensed statements of comprehensive income from continuing operations (including per share data) for the last completed fiscal year and year-to-date interim period of the acquiror that include historical income statements of the acquiror and target, applicable pro forma adjustments, and pro forma results in a columnar format ▶ Accompanying explanatory notes	▶ An introductory description of the transaction, entities involved, periods presented and an explanation of what the pro forma presentation reflects ▶ Clear explanations of the pro forma adjustments that reflect: • Transaction Accounting Adjustments - The accounting for the transaction • Autonomous Entity Adjustments - The adjustments necessary to present an entity as an autonomous entity, as applicable (e.g., a spinoff transaction) • Management Adjustments - The effect of synergies and dis-synergies from the transaction ▶ Disclosure of the revenues, expenses, gains and losses and related tax effects which will not recur beyond 12 months after the transaction within the explanatory notes

FORM AND CONTENT OF PRO FORMA ADJUSTMENTS

Regulation S-X Rule 11-02(a)

	TRANSACTION ACCOUNTING	AUTONOMOUS ENTITY	MANAGEMENT
When to present	Required	Required when the entity was previously part of another entity (generally spinoff transactions)	Optional - judgment must be applied to determine when there is reasonable basis for such adjustments
Where to reflect	Presented in separate column in the pro forma financial information	Presented in separate column in the pro forma financial information	Presented in the explanatory notes to the pro forma financial information
What to reflect	▶ Application of the required accounting for the acquisition ▶ Total consideration transferred/received, including its components and how they were measured ▶ Additional information if the accounting for the acquisition is incomplete	▶ Incremental expenses or charges necessary to present the registrant as if it were a separate stand-alone company ▶ Description of material uncertainties, assumptions, calculations and qualitative information necessary for a fair and balanced presentation	▶ The effect of synergies and dis-synergies that in the opinion of management, are necessary for fair presentation ▶ May include forward-looking information¹ ▶ The basis for and material limitations of each adjustment, including any assumptions or uncertainties, the estimated time frame to achieve and explanation of methods of calculation ▶ Reconciliation to pro forma net income from continuing operations and EPS data
How to reflect	For the pro forma statements of income, apply adjustments assuming transaction occurred as of the beginning of the acquiror's fiscal year presented		
	For the pro forma balance sheet, apply adjustments assuming transaction occurred on the date of the acquiror's balance sheet presented	N/A	

¹ Any forward-looking information provided is expressly covered by the safe harbor provisions under the related Securities Act and Exchange Act rules.



COMPANION PUBLICATIONS

Additional information on the SEC's historical financial statement requirements for significant business acquisitions and real estate operations, including information on the significance tests as well as when and what to file, can be found in our companion publications.

[Financial Statements of Acquired Businesses: A Snapshot](#)

[Financial Statements of Acquired Real Estate Operations: A Snapshot](#)

Contacts

TIM KVIZ

National Managing Partner, SEC Services
703-245-8685 / tkviz@bdo.com

PAULA HAMRIC

Professional Practice Partner, SEC Services
312-616-3947 / phamric@bdo.com

BRANDON LANDAS

Professional Practice Partner, SEC Services
312-233-1887 / blandas@bdo.com

SHERI FABIAN

Professional Practice Partner, SEC Services
732-734-3063 / sfabian@bdo.com

MEGHAN DEPP

Professional Practice Partner, SEC Services
248-688-3368 / mdepp@bdo.com

At BDO, our purpose is helping people thrive, every day. Together, we are focused on delivering exceptional and sustainable outcomes — for our people, our clients and our communities. Across the U.S., and in over 160 countries through our global organization, BDO professionals provide assurance, tax and advisory services for a diverse range of clients.

BDO USA, LLP, a Delaware limited liability partnership, is the U.S. member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms. BDO is the brand name for the BDO network and for each of the BDO Member Firms. www.bdo.com

Material discussed in this publication is meant to provide general information and should not be acted on without professional advice tailored to your needs.

© 2023 BDO USA, LLP. All rights reserved.