

Annual Notices for Exercise of Incentive Stock Options due January 31, 2014

Each January, companies that grant incentive stock options (“ISOs”) are required to provide notices to current and former employees who exercised ISOs during the preceding calendar year. The notices must include the information set forth below. The notice deadline for these 2013 reportable events is **January 31, 2014**.

The same information must be reported to the IRS on Form 3921. The IRS filing deadline is **February 28, 2014** for paper filers and **March 31, 2014** for electronic filers. Electronic filing is done through Filing Information Returns Electronically (FIRE), the same system used to file Forms 1099 electronically. The IRS form or an acceptable substitute may also be used to provide the required notices to employees.

Notices are required to provide the items of information listed below. Please note that the notice and filing requirements do not apply to option grants, to exercises of compensatory stock options, or to restricted stock grants.

Form 3921**For ISO exercises:**

1. Name, address and EIN of the corporation transferring stock.
2. Name, address and EIN of the corporation whose stock was transferred, if different.
3. Name, address and identifying number of the person to whom stock was transferred.
4. Date the ISO was granted.
5. Date the ISO was exercised.
6. Exercise price per share.
7. Fair market value per share on exercise date.
8. Number of shares transferred.
9. If the employee will receive multiple notices for the same type of transaction, each notice must include an "account number" that is unique to that transaction.

Annual Notices for Employee Stock Purchase Plans also due January 31, 2014

A similar notice must be given to any current or former employee who exercised an option under an employee stock purchase plan, with the same information to be reported to the IRS on Form 3922. The deadlines for these notices and filings are the same as for incentive stock option exercises.

A company that is unable to comply with the notice deadline may apply for an extension of up to 30 days by submitting to the IRS by January 31, 2014 a written request providing, among other information, the reason for the delay. An extension of the deadline for the related filings may be obtained by submitting a request on IRS Form 8809. Additional information about the notice and filing requirements as well as procedures for requesting extensions is available on the IRS website in both the General Instructions for Certain Information Returns and the specific Instructions for Forms 3921 and 3922. A copy of the instructions for the forms is attached for your convenience.

For more information about these notice and filing requirements, please contact Jerry Heupel of Silver, Freedman, Taff & Tiernan LLP at 202-295-4516 or at Jerry@sfttlaw.com

Instructions for Forms 3921 and 3922

(Rev. August 2013)



Department of the Treasury
Internal Revenue Service

Exercise of an Incentive Stock Option Under Section 422(b) and Transfer of Stock Acquired Through an Employee Stock Purchase Plan Under Section 423(c)

Section references are to the Internal Revenue Code unless otherwise noted.

Future Developments

For the latest information about developments related to Forms 3921 and 3922 and their instructions, such as legislation enacted after they were published, go to www.irs.gov/form3921 or www.irs.gov/form3922.

Reminder

In addition to these specific instructions, you should also use the current version of the General Instructions for Certain Information Returns. Those general instructions include information about the following topics.

- Who must file (nominee/middleman).
- When and where to file.
- Electronic reporting requirements.
- Corrected and void returns.
- Statements to recipients.
- Taxpayer identification numbers.
- Backup withholding.
- Penalties.
- Other general topics.

You can get the general instructions at www.irs.gov/form3921 or www.irs.gov/form3922 or by calling 1-800-TAX-FORM (1-800-829-3676).

Specific Instructions for Form 3921

Who Must File

Every corporation which in any calendar year transfers to any person a share of stock pursuant to that person's exercise of an incentive stock option described in section 422(b) must, for that calendar year, file Form 3921 for each transfer made during that year.

Exception. A Form 3921 is not required for the exercise of an incentive stock option by an employee who is a nonresident alien (as defined in section 7701(b)) and to whom the corporation is not required to provide a Form W-2, Wage and Tax Statement, for any calendar year within the time period beginning with the first day of the calendar year in which the option was granted to the employee and ending on the last day of the calendar year in which the employee exercised the option. For this purpose, the term "corporation" is defined in section 7701(a) and includes, but is not limited to:

- The corporation issuing the stock,
- A related corporation of the corporation,
- Any agent of the corporation,
- Any party distributing shares of stock or other payments in connection with the plan (for example, a brokerage firm), and

- Any party in control of the payment of remuneration for employment to the employee.

Statements to Transferees

If you are required to file Form 3921, you must furnish a statement to the person whose name is set forth on Form 3921. For more information, see part M in the current version of the General Instructions for Certain Information Returns.

Employee's Name, Address, and Identification Number

Enter the name, address, and identifying number of the person to whom the share or shares were transferred pursuant to the exercise of the option.

Account Number

The account number is required if you have multiple accounts for a person for whom you are filing more than one Form 3921. Additionally, the IRS encourages you to designate an account number for all Forms 3921 that you file. See part L in the current version of the General Instructions for Certain Information Returns.

Box 1. Date Option Granted

Enter the date the option was granted.

Box 2. Date Option Exercised

Enter the date the option was exercised.

Box 3. Exercise Price Per Share

Enter the exercise price per share of stock.

Box 4. Fair Market Value Per Share on Exercise Date

Enter the fair market value (FMV) per share of stock on the date the option was exercised.

Box 5. Number of Shares Transferred

Enter the number of shares of stock transferred pursuant to the exercise of the option.

Box 6. If Other Than TRANSFEROR, Name, Address, and EIN of Corporation Whose Stock Is Being Transferred

Enter the name, address, and employer identification number (EIN) of the corporation whose stock is being transferred pursuant to the exercise of the option. Enter this information only if the corporation is not the entity shown in the TRANSFEROR boxes in the upper left corner of Form 3921.

Specific Instructions for Form 3922

Who Must File

Every corporation, which in any calendar year records, or has by its agent recorded, a transfer of the legal title of a share of stock acquired by the transferor (person who acquires the shares pursuant to the exercise of the option) pursuant to the transferor's exercise of an option granted under an employee stock purchase plan and described in section 423(c) (where the exercise price is less than 100% of the value of the stock on the date of grant, or is not fixed or determinable on the date of grant), must, for that calendar year, file Form 3922 for each transfer made during that year.

A return is required by reason of a transfer described in section 6039(a)(2) only for the first transfer of legal title of the shares by the transferor, including the first transfer of legal title to a recognized broker or financial institution. If a contractual agreement exists or is entered into with a recognized broker or financial institution pursuant to which shares acquired upon exercise of the option will be immediately deposited into a brokerage account established on behalf of the transferor, then the deposit of shares by the transferor into the brokerage account following the exercise of the option is the first transfer of legal title of the shares acquired by the transferor, and the corporation is only required to file a return relating to that transfer of legal title.

Shares of stock transferred as a result of the exercise of an option described above must be identified in a manner sufficient to enable the accurate reporting of the transfer of legal title to such shares. This identification can be made by assigning to the share certificates of stock issued pursuant to such options a special serial number or color.

The corporation whose stock is being transferred must file Form 3922.

Exception. A Form 3922 is not required for the first transfer of legal title of a share of stock by an employee who is a nonresident alien (as defined in section 7701(b)) and to whom the corporation is not required to provide a Form W-2, Wage and Tax Statement, for any calendar year within the time period beginning with the first day of the calendar year in which the option was granted to the employee and ending on the last day of the calendar year in which the employee first transferred legal title to shares acquired under the option. For this purpose, the term "corporation" is defined in section 7701(a) and includes, but is not limited to:

- The corporation issuing the stock,
- A related corporation of the corporation,
- Any agent of the corporation,
- Any party distributing shares of stock or other payments in connection with the plan (for example, a brokerage firm), and
- Any party in control of the payment of remuneration for employment to the employee.

Statements to Transferors

If you are required to file Form 3922, you must furnish a statement to the transferor. For more information, see part M in the current version of the General Instructions for Certain Information Returns.

Employee's Name, Address, and Identification Number

Enter the name, address, and identifying number of the transferor.

Account Number

The account number is required if you have multiple accounts for a transferor for whom you are filing more than one Form 3922. Additionally, the IRS encourages you to designate an account number for all Forms 3922 that you file. See part L in the current version of the General Instructions for Certain Information Returns.

Box 1. Date Option Granted

Enter the date the option was granted.

Box 2. Date Option Exercised

Enter the date the option was exercised.

Box 3. Fair Market Value Per Share on Grant Date

Enter the fair market value (FMV) per share of stock on the date the option was granted.

Box 4. Fair Market Value Per Share on Exercise Date

Enter the FMV per share of stock on the date the option to purchase the stock was exercised.

Box 5. Exercise Price Paid Per Share

Enter the price paid per share on the date the option was exercised.

Box 6. Number of Shares Transferred

Enter the number of shares to which legal title was transferred.

Box 7. Date Legal Title Transferred

Enter the date legal title of the shares was first transferred.

Box 8. Exercise Price Per Share Determined as if the Option Was Exercised on the Date Shown in Box 1

If the exercise price per share was not fixed or determinable on the date of grant entered in box 1, enter the exercise price per share determined as if the option was exercised on the date of grant entered in box 1. If the exercise price per share is fixed or determinable on the date of grant entered in box 1, then leave box 8 blank.