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Form ID: Be Aware of What Title You Use



When a new insider is required to make Section 16 filings, that insider will need to obtain Edgar codes to allow for electronic filing with the SEC. Typically, the corporate secretary (and/or paralegal if a company has one) will assist the insider with this process, which involves initially filing a Form ID application.

Effective January 24th, the SEC [amended](#) the Edgar Filer Manual to clarify the definition of "authorized individual" in Section 3(a) of the Manual's Volume I (as well as clarifying when a notarized power of attorney would be required to accompany a manual passphrase update request under Section 4(b) of Volume I).

The SEC's change confirmed that an "authorized individual" signing a Form ID must be an individual with the authority to legally bind the applicant or an individual with a power of attorney from an individual with the authority to legally bind the applicant. For companies using Form ID, the SEC wanted to make clear that the signatory must be able to legally bind the company, and the "title/position" field must include a precise title, not just "authorized individual."

In the more day-to-day practice of the corporate secretary/paralegal tasked with obtaining Edgar codes for the new insider, this means that you will now have a Form ID application rejected — as an error labeled "Invalid Position/Title" — if you use "Attorney-in-Fact" as the title for individual signing the application when they are filing under a power of attorney for the insider. The title of "Attorney-in-Fact" had been a common practice and it will now no longer work. Instead, you should use "By POA from [NAME]" for the title of the person signing the Form ID when you file it.

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