



Client Insight: SEC Order Permits Shorter Tender Offer Timelines

Insights

April 23, 2026

A recent order by the Securities and Exchange Commission reduced the minimum initial offering period for certain tender offers for equity securities from 20 business days to 10 business days, easing one of the most cited inconveniences in conducting a tender offer. The shorter timeline may only be used for tender offers for private company stock when the offer is made by the issuer of the securities (i.e., the company itself) or a wholly-owned subsidiary of the issuer, which may increase the appeal of structuring large liquidity programs as company-led (rather than third party-led). This timing advantage will likely push more private company liquidity events into issuer-structured programs.

Narrowed 10-Day Window for Certain Tender Offers

On April 16, 2026, the SEC's Division of Corporation Finance issued an [exemptive order](#), effective immediately, that permits tender offers with a 10-business day offering period for equity securities of both reporting companies and non-reporting companies if certain conditions are met. While this alert focuses on changes affecting tender offers for private company stock, see [Tender Offer Exemptive Relief](#) on Gunderson Dettmer's Public Ventures blog for a more detailed account of the order's impact on public company tender offer rules.

Key Conditions for Qualifying Private Company Transactions

For a tender offer for private company stock to utilize the updated offering window requirements set forth in the order, the following conditions must be met:

- **Non-reporting status:** The offer is made for equity securities of an issuer that (i) does not have securities registered under Section 12 of the Exchange Act and (2) is not subject to reporting obligations under Section 15(d) of the Exchange Act.
- **Offer from issuer or subsidiary:** The offer is made by the issuer of the securities sought or the issuer's wholly-owned subsidiary, not a third-party purchaser.
- **Fixed cash price:** The offered consideration is cash at a fixed price. This excludes offers for a mix of cash and stock and offers with a floating or formula-based price.

New Minimum Offering Periods

For tender offers that meet the above criteria, the following minimum offering periods now apply:

- **10-business day minimum:** The tender offer must remain open for at least 10 business days (replacing the current 20-business day requirement).
- **5-business day minimum after change to offer price or size:** If there is any increase or decrease to the offer price or the number of securities subject to the offer (other than an increase in the number of securities not to exceed 2% of the subject securities), the tender offer must be kept open for 5 business days after security holders are notified (replacing the current 10-business day requirement).
- **2-business day minimum after other material change:** If there is any other material change to the terms, the tender offer must be kept open for 2 business days after security holders are notified (replacing the current 5-business day requirement).
- **9:00 a.m. notice in calculation of business days:** Notice must be provided by 9 a.m. Eastern for the day to be included in the 5-business day and 2-business day minimums described above.

Tender Offers Remain Subject to Anti-Fraud and Anti-Manipulation Rules

The order, which aims to “address market inefficiencies, better reflect technological advancements, and reduce exposure to market fluctuations,” adds to a series of SEC actions in recent years easing restrictions related to tender offers (principally for debt securities). However, the SEC notes that offerors remain responsible for complying with all applicable federal securities laws, and companies utilizing the shortened offer

periods should consider the anti-fraud and anti-manipulation provisions of Sections 10(b) and 14(e) of the Exchange Act.

Featured Insights

PUBLIC VENTURES

Tender Offer Exemptive Relief: SEC Shortens Offering Period for Certain Equity Tender Offers to 10 Business Days

CLIENT NEWS

Bicycle Capital Leads Plata's \$405 Million Series C, \$5 Billion Valuation

CLIENT NEWS

Resolve AI Announces \$40 Million Series A Extension, \$1.5 Billion Valuation

FIRM NEWS

Singapore Partner Jonathan Pentzien Named to India Business Law Journal's International A-List 2026 for Seventh Consecutive Year

CLIENT NEWS

Bluefish Raises \$43 Million Series B

CLIENT NEWS

Mintlify Raises \$45 Million Series B at \$500 Million Valuation

FIRM NEWS

Gunderson Dettmer Reports 13% Revenue Growth and Maintains PitchBook's No. 1 Global VC Ranking for 12th Year

CLIENT NEWS

ThinkLabs AI Closes \$28 Million Series A

CLIENT NEWS

Kleiner Perkins Leads Saronic's \$1.75 Billion Series D

EVENTS

The Nuts and Bolts of an IPO

CLIENT NEWS

Headline Leads Blossom Health's Series A

CLIENT NEWS

UnblockPay Raises \$4.5 Million Seed