Guidance on avoiding rejection of
Share capital forms SH03, SH06, SH14 and SH05

February 2015
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Whether you are reducing share capital or allotting new shares, take a look at the most common reasons why Companies House rejects share capital forms and what you can do to file them correctly first time.

SH03 – Return of purchase of own shares

Reject reason 1: omission of date shares were delivered to the company

⚠ Over 50% of rejections are due to the omission of the 'Date that shares were delivered to the company' (Section 2)

✅ Please complete "Date that the shares were delivered to the company" in Section 2.

<table>
<thead>
<tr>
<th>Class of shares (E.g. Ordinary/Preference etc.)</th>
<th>Number of shares purchased</th>
<th>Nominal value of each share</th>
<th>Date that the shares were delivered to the company</th>
</tr>
</thead>
<tbody>
<tr>
<td>ORDINARY</td>
<td>1000</td>
<td>£1</td>
<td>21 / 01 / 2013</td>
</tr>
</tbody>
</table>

SH03 – Return of purchase of own shares

Reject reason 2: omission of HMRC stamp or certification

⚠ Over 25% of rejections are due to a form not being stamped by HMRC or certified

✅ If transaction(s) exceeds £1,000 the form must be stamped by HMRC (in Section 2) before filing at Companies House.
Or, if HMRC stamp is not required

If transaction(s) does not exceed £1,000 please tick the checkbox in Section 4 (HMRC stamp not required).

### 4 Stamp Duty

If Stamp Duty is not payable on shares purchased, please confirm the statement below by ticking the box:

I/We certify that the transaction effected by this instrument does not form part of a larger transaction or series of transactions in respect of which the amount or value of the consideration exceeds £1,000.

If you have no stamp duty payable, please return this form directly to Companies House.

### SH06 – Notice of cancellation

**Reject reason**: insufficient Prescribed Particulars

- 35% of rejections are due to insufficient Prescribed Particulars being provided.
- Please provide Prescribed Particulars in the Statement of capital (section 7).

### 7 Statement of capital (Prescribed particulars of rights attached to shares)

<table>
<thead>
<tr>
<th>Class of share</th>
<th>Ordinary</th>
</tr>
</thead>
<tbody>
<tr>
<td>Prescribed particulars</td>
<td>Each share has full rights in the company with respect to voting, dividends and distributions.</td>
</tr>
</tbody>
</table>
SH14 – Notice of redenomination

Reject reason: Form used for the wrong purpose

All rejections are due to the form being used for the wrong purpose, such as incorrectly using Form SH14 to register a sub-division (pounds to pennies) or consolidation of share capital.

Only use Form SH14 to change the currency (redenomination) of a company’s share capital (eg dollars to pounds).

Note: if you wish to carry out a sub-division or consolidation of a company’s share capital please use Form SH02

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SH05 – Notice of cancellation of treasury shares by a PLC

Reject reason: The amount of shares to be cancelled exceeds amount held in treasury

50% of rejections are due to the amount of ‘Treasury shares to be cancelled’ exceeding the total amount already held in Treasury

Please ensure the correct amount is provided on Form SH05 (Section 2) and Form(s) SH03 has previously been filed with the correct amount of shares held in Treasury (purchased into Treasury).

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SH05 – Notice of cancellation of treasury shares by a PLC

Reject reason: insufficient Prescribed Particulars

50% of rejections are due to insufficient Prescribed Particulars being provided.

Please provide Prescribed Particulars in the Statement of capital (section 6).