



Companies House

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.

| 2 Shares purchased for cancellation | | | |
|--|-------------------------------|--------------------------------|---|
| Class of shares (E.g. Ordinary/Preference etc.) | Number of shares purchased | Nominal value of each share | Date that the shares were delivered to the company |
| ORDINARY | 1000 | £1 | 21 / 01 / 2013 |

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.

| | |
|--|--|
| For HM Revenue and Customs Stamp Office only |  |
|--|--|

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) | |
|--|--|
| | Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Section 4 and Section 5. |
| Class of share | Ordinary |
| Prescribed particulars ❶ | Each share has full rights in the company with respect to voting, dividends and distributions. |

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](#)

| 3 Shares redenominated | | | |
|--|-----------------------------------|---|--------------------------------------|
| Class of shares (E.g. Ordinary/Preference etc.) | Number of shares redenominated | Existing nominal value of each share | New nominal value of each share ⓘ |
| Ordinary | 200 | \$1.00 USD | £1.00 GBP |
| | | | |
| | | | |

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).

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).

| 6 Statement of capital (Prescribed particulars of rights attached to shares) | |
|--|---|
| | Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in sections 3 and 4. |
| Class of share | Ordinary |
| Prescribed particulars ⓘ | Each share has full rights in the company with respect to voting, dividends and distributions. |