



8011-01p
SECURITIES AND EXCHANGE COMMISSION

Proposed Collection; Comment Request

Upon Written Request Copies Available From:
Securities and Exchange Commission
Office of FOIA Services
100 F Street, NE
Washington, DC 20549-2736

Extension: Regulation 14A (Commission Rules 14a-1 through 14a-21 and Schedule 14A)

SEC File No. 270-056, OMB Control No. 3235-0059

Notice is hereby given that, pursuant to the Paperwork Reduction Act of 1995 (44 U.S.C. 3501 *et seq.*), the Securities and Exchange Commission ("Commission") is soliciting comments on the collection of information summarized below. The Commission plans to submit this existing collection of information to the Office of Management and Budget for extension and approval.

Section 14(a) of the Securities Exchange Act of 1934 (the "Exchange Act") operates to make it unlawful for a company with a class of securities registered pursuant to Section 12 of the Exchange Act to solicit proxies in contravention of such rules and regulations as the Commission has prescribed as necessary or appropriate in the public interest or for the protection of investors. The Commission has promulgated Regulation 14A to regulate the solicitation of proxies or consents. Regulation 14A (Exchange Act Rules 14a-1 through 14a-21 and Schedule 14A) (17 CFR 240.14a-1 through 240.14a-21 and 240.14a-101) sets forth the requirements for the dissemination, content and filing of proxy or consent solicitation materials in connection with annual or other meetings of holders of a Section 12-registered class of securities. We estimate

that Schedule 14A takes approximately 130.52 hours per response and will be filed by approximately 5,586 issuers annually. In addition, we estimate that 75% of the 130.52 hours per response (97.89 hours) is prepared by the issuer for an annual reporting burden of 546,814 hours (97.89 hours per response x 5,586 responses).

Written comments are invited on: (a) whether this collection of information is necessary for the proper performance of the functions of the agency, including whether the information will have practical utility; (b) the accuracy of the agency's estimate of the burden imposed by the collection of information; (c) ways to enhance the quality, utility, and clarity of the information collected; and (d) ways to minimize the burden of the collection of information on respondents, including through the use of automated collection techniques or other forms of information technology. Consideration will be given to comments and suggestions submitted in writing within 60 days of this publication.

An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid control number.

Please direct your written comments to Pamela Dyson, Director/Chief Information Officer, Securities and Exchange Commission, c/o Remi Pavlik-Simon, 100 F Street, NE, Washington, DC 20549 or send an e-mail to: PRA_Mailbox@sec.gov.

Brent J. Fields
Secretary

June 16, 2015

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