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SECURITIES AND EXCHANGE COMMISSION

17 CFR Part 232

[Release Nos. 33-9874; 34-75586; 39-2505; IC-31735]

Adoption of Updated EDGAR Filer Manual

AGENCY: Securities and Exchange Commission.

ACTION: Final rule.

SUMMARY: The Securities and Exchange Commission (the Commission) is adopting revisions to the Electronic Data Gathering, Analysis, and Retrieval System (EDGAR) Filer Manual and related rules to reflect updates to the EDGAR system. The updates are being made primarily to add new NRSRO submission form types for Nationally Recognized Statistical Rating Organization filers; add new applicant types for filers to select when completing the process to apply for EDGAR access (New) on the EDGAR Filer Management Website; make a documentation only change to Chapter 3, “Index to Forms,” of the “EDGAR Filer Manual, Volume II: EDGAR Filing,” to update submission form types SF-1 and SF-3; and make documentation only changes to “EDGAR Filer Manual, Volume I: General Information” for compliance with Section 508 of the U.S. Rehabilitation Act. The EDGAR system is scheduled to be upgraded to support this functionality on August 3, 2015. The Filer Manual is also being revised to address software changes made previously in EDGAR. On June 18, 2015, the Regulation A submission form types DOS, DOS/A, 1-A, 1-A/A, 1-A POS, 1-K, 1-K/A, 1-Z, and 1-Z/A in the EDGAR system were modified to display OMB information. On June 29, 2015, the Regulation A submission form types DOS, DOS/A, 1-A, 1-A/A and 1-A POS in the EDGAR

system were updated to allow filers to optionally enter values in the “Name of Class (if any),” “CUSIP (if any)” and “Name of Trading Center or Quotation Medium (if any)” field if a value of zero was provided in the “Units Outstanding” field for the Common Equity, Preferred Equity, and Debt Securities; and Item 6(e) was updated to Item 6(d) on “Item 6: Unregistered Securities Issued or Sold Within One Year” for Regulation A submission form types DOS, DOS/A, 1-A, 1-A/A, and 1-A POS. Additionally, Item 6(d) was updated to optionally allow a response if “None” is selected on “Item 6: Unregistered Securities Issues or Sold Within One Year.”

DATES: Effective [INSERT DATE OF PUBLICATION IN THE FEDERAL REGISTER.] The incorporation by reference of the EDGAR Filer Manual is approved by the Director of the Federal Register as of [INSERT DATE OF PUBLICATION IN THE FEDERAL REGISTER].

FOR FURTHER INFORMATION CONTACT: In the Division of Trading and Markets, for questions concerning Form NRSRO, contact Kathy Bateman at (202) 551-4345, in the Division of Corporation Finance, for questions concerning Regulation A submission form types, contact Heather Mackintosh at (202) 551-8111, and in the Office of Information Technology, contact Tammy Borkowski at (202) 551-7208.

SUPPLEMENTARY INFORMATION: We are adopting an updated EDGAR Filer Manual, Volume I and Volume II. The Filer Manual describes the technical formatting requirements for the preparation and submission of electronic filings through the EDGAR system.¹ It also describes the requirements for filing using EDGARLink Online and the Online Forms/XML Website.

¹ We originally adopted the Filer Manual on April 1, 1993, with an effective date of April 26, 1993. Release No. 33-6986 (April 1, 1993) [58 FR 18638]. We implemented the most recent update to the Filer Manual on June 15, 2015. See Release No. 33-9849 (June 29, 2015) [80 FR 36913].

The revisions to the Filer Manual reflect changes within Volume I entitled EDGAR Filer Manual, Volume I: “General Information,” Version 22 (August 2015), and Volume II entitled EDGAR Filer Manual, Volume II: “EDGAR Filing,” Version 33 (August 2015). The updated manual will be incorporated by reference into the Code of Federal Regulations.

The Filer Manual contains all the technical specifications for filers to submit filings using the EDGAR system. Filers must comply with the applicable provisions of the Filer Manual in order to assure the timely acceptance and processing of filings made in electronic format.² Filers may consult the Filer Manual in conjunction with our rules governing mandated electronic filing when preparing documents for electronic submission.³

The EDGAR system will be upgraded to Release 15.2.2 on August 3, 2015 and will introduce the following changes:

Form NRSRO filers must now use the following new submission form types available on EDGARLink Online to electronically submit their filings via EDGAR:

- NRSRO-UPD – Update of Registration
- NRSRO-CE – Annual Certification
- NRSRO-CE/A – Amendment to Annual Certification
- NRSRO-FR – Annual Financial Reports (Rule 17g-3)
- NRSRO-FR/A – Amendment to Annual Financial Reports (Rule 17g-3)
- NRSRO-WCLS – Withdrawal from Credit Rating Class
- NRSRO-WREG – Withdrawal from Registration

² See Rule 301 of Regulation S-T (17 CFR 232.301).

³ See Release No. 33-9849 in which we implemented EDGAR Release 15.2. For additional history of Filer Manual rules, please see the cites therein.

These submission form types can be accessed by selecting the ‘EDGARLink Online Form Submission’ link on the EDGAR Filing Website. Additionally, filers may construct XML submissions for these submission form types by following the “EDGARLink Online XML Technical Specification” document available on the SEC’s Public Website (<http://www.sec.gov/info/edgar.shtml>).

Filers will now be able to select the following new Applicant Types, when completing the process to apply for EDGAR access (New) on the EDGAR Filer Management Website:

- Nationally Recognized Statistical Rating Organization
- Security-Based Swap Data Repository
- Security-Based Swap Dealer and Major Security-Based Swap Participant
- Security-Based Swap Execution Facility

A documentation only change was made to Chapter 3, “Index to Forms,” of the “EDGAR Filer Manual, Volume II: EDGAR Filing,” to update submission form types SF-1 and SF-3 in Table 3-1, “Securities Act Submission Types Accepted by EDGAR.”

Documentation only changes were made to “EDGAR Filer Manual, Volume I: General Information” for compliance with Section 508 of the U.S. Rehabilitation Act.

The Filer Manual is also being revised to address software changes made previously in EDGAR. On June 18, 2015, EDGAR Release 15.2.0.1 introduced the following changes:

Regulation A submission form types DOS, DOS/A, 1-A, 1-A/A, 1-A POS, 1-K, 1-K/A 1-Z, and 1-Z/A were modified to display updated OMB Information. The Regulation A screens in Chapter 9 of “EDGAR Filer Manual Volume II: EDGAR Filing” were updated with OMB Information.

On June 29, 2015, EDGAR Release 15.2.e.3 introduced the following changes:

Regulation A submission form types DOS, DOS/A, 1-A, 1-A/A, and 1-A POS were updated to allow filers to optionally enter values in the following fields if a value of zero was provided in the “Units Outstanding” field for the three types of securities: Common Equity, Preferred Equity, and Debt Securities:

- Name of Class (if any)
- CUSIP (if any)
- Name of Trading Center or Quotation Medium (if any)

Item 6(e) was updated to Item 6(d) on “Item 6: Unregistered Securities Issued or Sold Within One Year” for Regulation A submission form types DOS, DOS/A, 1-A, 1-A/A, and 1-A POS. Additionally, Item 6(d) was updated to optionally allow a response if “None” is selected on “Item 6: Unregistered Securities Issued or Sold Within One Year.”

Along with the adoption of the Filer Manual, we are amending Rule 301 of Regulation S-T to provide for the incorporation by reference into the Code of Federal Regulations of today’s revisions. This incorporation by reference was approved by the Director of the Federal Register in accordance with 5 U.S.C. 552(a) and 1 CFR Part 51.

The updated EDGAR Filer Manual will be available for Website viewing and printing; the address for the Filer Manual is <http://www.sec.gov/info/edgar.shtml>. You may also obtain paper copies of the EDGAR Filer Manual from the following address: Public Reference Room, U.S. Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549, on official business days between the hours of 10:00 a.m. and 3:00 p.m.

Since the Filer Manual and the corresponding rule changes relate solely to agency procedures or practice, publication for notice and comment is not required under the

Administrative Procedure Act (APA).⁴ It follows that the requirements of the Regulatory Flexibility Act⁵ do not apply.

The effective date for the updated Filer Manual and the rule amendments is [Insert date of publication in the Federal Register]. In accordance with the APA,⁶ we find that there is good cause to establish an effective date less than 30 days after publication of these rules. The EDGAR system upgrade to Release 15.2.2 is scheduled to become available on August 3, 2015. The Commission believes that establishing an effective date less than 30 days after publication of these rules is necessary to coordinate the effectiveness of the updated Filer Manual with the system upgrade.

Statutory Basis

We are adopting the amendments to Regulation S-T under Sections 6, 7, 8, 10, and 19(a) of the Securities Act of 1933,⁷ Sections 3, 12, 13, 14, 15, 23, and 35A of the Securities Exchange Act of 1934,⁸ Section 319 of the Trust Indenture Act of 1939,⁹ and Sections 8, 30, 31, and 38 of the Investment Company Act of 1940.¹⁰

List of Subjects in 17 CFR Part 232

Incorporation by reference, Reporting and recordkeeping requirements, Securities.

Text of the Amendment

⁴ 5 U.S.C. 553(b).

⁵ 5 U.S.C. 601 - 612.

⁶ 5 U.S.C. 553(d)(3).

⁷ 15 U.S.C. 77f, 77g, 77h, 77j, and 77s(a).

⁸ 15 U.S.C. 78c, 78l, 78m, 78n, 78o, 78w, and 78ll.

⁹ 15 U.S.C. 77sss.

¹⁰ 15 U.S.C. 80a-8, 80a-29, 80a-30, and 80a-37.

In accordance with the foregoing, Title 17, Chapter II of the Code of Federal Regulations is amended as follows:

PART 232 - REGULATION S-T—GENERAL RULES AND REGULATIONS FOR ELECTRONIC FILINGS

1. The authority citation for Part 232 continues to read in part as follows:

Authority: 15 U.S.C. 77c, 77f, 77g, 77h, 77j, 77s(a), 77z-3, 77sss(a), 78c(b), 78l, 78m, 78n, 78o(d), 78w(a), 78ll, 80a-6(c), 80a-8, 80a-29, 80a-30, 80a-37, and 7201 et seq.; and 18 U.S.C. 1350, unless otherwise noted.

2. Section 232.301 is revised to read as follows:

§232.301 EDGAR Filer Manual.

Filers must prepare electronic filings in the manner prescribed by the EDGAR Filer Manual, promulgated by the Commission, which sets out the technical formatting requirements for electronic submissions. The requirements for becoming an EDGAR Filer and updating company data are set forth in the updated EDGAR Filer Manual, Volume I: “General Information,” Version 22 (August 2015). The requirements for filing on EDGAR are set forth in the updated EDGAR Filer Manual, Volume II: “EDGAR Filing,” Version 33 (August 2015). Additional provisions applicable to Form N-SAR filers are set forth in the EDGAR Filer Manual, Volume III: “N-SAR Supplement,” Version 4 (October 2014). All of these provisions have been incorporated by reference into the Code of Federal Regulations, which action was approved by the Director of the Federal Register in accordance with 5 U.S.C. 552(a) and 1 CFR Part 51. You must comply with these requirements in order for documents to be timely received and accepted. The EDGAR Filer Manual is available for Website viewing and printing; the address for the Filer Manual is <http://www.sec.gov/info/edgar.shtml>. You can obtain paper copies of the EDGAR Filer Manual

from the following address: Public Reference Room, U.S. Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549, on official business days between the hours of 10:00 a.m. and 3:00 p.m. You can also inspect the document at the National Archives and Records Administration (NARA). For information on the availability of this material at NARA, call 202–741–6030, or go to:

http://www.archives.gov/federal_register/code_of_federal_regulations/ibr_locations.html.

By the Commission.

Brent J. Fields
Secretary

August 3, 2015

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