



BILLING CODE: 4810-33-P

**DEPARTMENT OF THE TREASURY
Office of the Comptroller of the Currency**

**Agency Information Collection Activities: Information Collection Revision;
Request for Comment; Uniform Interagency
Transfer Agent Registration and Deregistration Forms**

AGENCY: Office of the Comptroller of the Currency (OCC), Treasury.

ACTION: Notice and request for comment.

SUMMARY: The OCC, as part of its continuing effort to reduce paperwork and respondent burden, invites the general public and other federal agencies to comment on the revision of an information collection as required by the Paperwork Reduction Act of 1995 (PRA).

An agency may not conduct or sponsor, and a respondent is not required to respond to, an information collection unless it displays a currently valid Office of Management and Budget (OMB) control number.

The OCC is soliciting comment on a revision to its collection titled “Uniform Interagency Transfer Agent Registration and Deregistration Forms.”

DATES: Comments must be submitted on or before [INSERT DATE 60 DAYS FROM DATE OF PUBLICATION IN THE FEDERAL REGISTER.]

ADDRESSES: Because paper mail in the Washington, DC, area and at the OCC is subject to delay, commenters are encouraged to submit comments by email, if possible. Comments may be sent to: Legislative and Regulatory Activities Division, Office of the Comptroller of the Currency, Attention “1557-0124, Forms TA-1 and TA-W,” 400 7th Street, SW., Suite 3E-218,

Washington, DC 20219. In addition, comments may be sent by fax to 571-465-4326 or by electronic mail to *prainfo@occ.treas.gov*.

You may personally inspect and photocopy comments at the OCC, 400 7th Street, SW., Washington, DC 20219. For security reasons, the OCC requires that visitors make an appointment to inspect comments. You may do so by calling 202-649-6700 or, for persons who are deaf or hard of hearing, TTY, (202) 649-5597. Upon arrival, visitors will be required to present valid government-issued photo identification and submit to security screening in order to inspect and photocopy comments.

All comments received, including attachments and other supporting materials, are part of the public record and subject to public disclosure. Do not include any information in your comments or supporting materials that you consider confidential or inappropriate for public disclosure.

FOR FURTHER INFORMATION CONTACT: Shaquita Merritt, OCC Clearance Officer, 202-649-5490 or, for persons who are deaf or hard of hearing, TTY, (202) 649-5597, Legislative and Regulatory Activities Division, Office of the Comptroller of the Currency, 400 7th Street, SW., Washington, DC 20219.

SUPPLEMENTARY INFORMATION: The OCC is proposing to revise the following information collection:

Report Title: Uniform Interagency Transfer Agent Registration and Deregistration Forms.

Form Numbers: Form TA-1 & TA-W.

Frequency of Response: On occasion.

Affected Public: National banks and their subsidiaries, federal savings associations and their subsidiaries.

OMB Control No.: 1557-0124.

Form TA-1

Estimated Number of Respondents: Registrations: 1; Amendments: 10.

Estimated Average Time per Response: Registrations: 1.25 hours; Amendments: 10 minutes.

Estimated Total Annual Burden: 3 hours.

Form TA-W

Estimated Number of Respondents: Deregistrations: 2.

Estimated Average Time per Response: Registrations: 30 minutes.

Estimated Total Annual Burden: 1 hour.

Section 17A(c) of the Security Exchange Act of 1934 (the Act) requires all transfer agents for securities registered under section 12 of the Act or, if the security would be required to be registered except for the exemption from registration provided by section 12(g)(2)(B) or section 12(g)(2)(G), to “fil[e] with the appropriate regulatory agency . . . an application for registration in such form and containing such information and documents . . . as such appropriate regulatory agency may prescribe as necessary or appropriate in furtherance of the purposes of this section.”¹ In general, an entity performing transfer agent functions for a qualifying security is required to register with its appropriate regulatory agency (“ARA”). The OCC’s regulations at 12 CFR 9.20 implement these provisions of the Act.

To accomplish the registration of transfer agents, Form TA-1 was developed in 1975 as an interagency effort by the Securities and Exchange Commission (SEC) and the federal banking agencies (the OCC, the Board of Governors of the Federal Reserve System, and the Federal Deposit Insurance Corporation). The agencies primarily use the data collected on Form TA-1 to determine whether an application for registration should be approved, denied, accelerated, or

¹ 15 U.S.C. 78q-1.

postponed, and they use the data in connection with their supervisory responsibilities" In addition, when a national bank or federal savings association no longer acts as a transfer agent for covered corporate securities or when the national bank or federal savings association is no longer supervised by the OCC, *i.e.*, liquidates or converts to another form of financial institution, the national bank or federal savings association must file Form TA-W with the OCC requesting withdrawal from registration as a transfer agent. In 2007, the OCC removed Form TA-W from this information collection and began use of the SEC's Form TA-W (OMB Control No. 3235-0151). The OCC is now reinstating use of Form TA-W by national banks and federal savings associations to alleviate any confusion created by the use of the SEC form.

The OCC has determined that Forms TA-1 and TA-W are mandatory and that their collection is authorized by sections 17A(c), 17(a)(3), and 23(a)(1) of the Act, as amended (15 U.S.C. 78q-1(c), 78q(a)(3), and 78w(a)(1)). Additionally, section 3(a)(34)(B) of the Act (15 U.S.C. 78c(a)(34)(B)(ii)) provides that the OCC is the ARA in the case of a national banks and federal savings associations and subsidiaries of such institutions. The registrations are public filings and are not considered confidential.

The OCC needs the information contained in this collection to fulfill its statutory responsibilities. Section 17A(c) of the Act (15 U.S.C. 78q-1(c)), as amended, provides that all those authorized to transfer securities registered under section 12 of the Act (transfer agents) shall register "by filing with the appropriate regulatory agency. . . . an application for registration in such form and containing such information and documents. . . . as such appropriate regulatory agency may prescribe to be necessary or appropriate in furtherance of the purposes of this section."

Request for Comment

All comments received are part of the public record and subject to public disclosure.

Comments are invited on:

(a) Whether the information collections are necessary for the proper performance of the OCC's functions, including whether the information has practical utility;

(b) The accuracy of the OCC's estimates of the burden of the information collections, including the validity of the methodology and assumptions used;

(c) Ways to enhance the quality, utility, and clarity of the information to be collected;

(d) Ways to minimize the burden of information collections on respondents, including through the use of automated collection techniques or other forms of information technology; and

(e) Estimates of capital or start-up costs and costs of operation, maintenance, and purchase of services to provide information.

Dated: April 27, 2017

Karen Solomon
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Office of the Comptroller of the Currency

[FR Doc. 2017-09049 Filed: 5/4/2017 8:45 am; Publication Date: 5/5/2017]