



SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-88960 / May 27, 2020]

Order under Section 17A and Section 36 of the Securities Exchange Act of 1934 Extending Temporary Exemptions from Specified Provisions of the Exchange Act and Certain Rules Thereunder

On March 20, 2020, the Securities and Exchange Commission (“Commission”) issued an order pursuant to its authority under Sections 36 and 17A(c)(1) of the Exchange Act that granted transfer agents (and other persons with regard to Exchange Act section 17(f)(2) and Rule 17f-2 thereunder) the following temporary exemptions: (1) transfer agents from the requirements of Sections 17A and 17(f)(1) of the Exchange Act, as well as Rules 17Ad-1 through 17Ad-11, 17Ad-13 through 17Ad-20, and 17f-1 thereunder; and (2) transfer agents and other persons subject to such requirements, from the requirements of Section 17(f)(2) of the Exchange Act and Rule 17f-2 thereunder (collectively, the “Exemptions”).¹ The Exemptions were granted in light of the challenges that may be presented by COVID-19 and are scheduled to expire on May 30, 2020.

The Commission understands from transfer agents and their representatives, as well as other persons, that COVID-19 may continue to present challenges in timely meeting certain of their obligations under the federal securities laws. For this reason and the reasons stated in the Order originally granting the Exemptions, the Commission finds that extending the Exemptions until June 30, 2020, pursuant to its authority under Sections 36 and 17A(c)(1) of the Exchange Act, is appropriate in the public interest and consistent with the protection of investors.

¹ See Securities Exchange Act Release No. 34-88488 (March 20, 2020), 85 FR 17122 (March 26, 2020) (“Order”).

Accordingly, IT IS ORDERED, pursuant to Sections 17A and 36 of the Exchange Act, that the time period for the Exemptions specified in the Order are hereby extended to June 30, 2020 where the conditions below are satisfied.

Conditions.

(a) A registrant or other person relying on the Order must provide written notification to the Commission by June 30, 2020 of the following:²

- (1) The registrant or other person is relying on the Order;
- (2) A description of the specific Exempted Provisions, as defined in the Order, the registrant or other person is unable to comply with and a statement of the reasons why, in good faith, the registrant or other person is unable to comply with such Exempted Provisions; and
- (3) If a transfer agent knows or believes that it has been unable to maintain the books and records it is required to maintain pursuant to Section 17A and the rules thereunder, a complete and accurate description of the type of books and records that were not maintained, the names of the issuers for whom such books and records were not maintained, the extent of the failure to maintain such books and records, and the steps taken to ameliorate any such failure to maintain such books and records.

(b) As noted in the Order, the Exempted Provisions do not include, and neither the Order nor this extension of the Order provides relief from, Rule 17Ad-12 under the Exchange Act. Transfer agents affected by COVID-19 that have custody or possession of any security holder or issuer funds or securities shall continue to comply with the requirements of Rule

² A registrant or other person who is relying on the Order and has already provided a written notification to the Commission may rely on this extension without submitting another written notification solely with respect to the Exempted Provisions described in such prior written notification.

17Ad-12 under the Exchange Act. If a transfer agent's operations, facilities, or systems are significantly affected as a result of COVID-19 such that the transfer agent believes its compliance with Rule 17Ad-12 could be negatively affected, to the extent possible, all security holder or issuer funds that remain in the custody of the transfer agent should be maintained in a separate bank account held for the exclusive benefit of security holders until such funds are properly processed, transferred, or remitted.

The notification required under (a) above shall be emailed to:

tradingandmarkets@sec.gov

The Commission encourages registered transfer agents and the issuers for whom they act to inform affected security holders whom they should contact concerning their accounts, their access to funds or securities, and other shareholder concerns. If feasible, issuers and their transfer agents should place a notice on their websites or provide toll free numbers to respond to inquiries.

The Commission is closely monitoring the impact of COVID-19 on investors, the securities markets, and market participants and may extend the time period during which this relief applies, with any additional conditions the Commission deems appropriate, if the need for such relief persists. Transfer agents and other persons who are unable to meet a deadline as extended by this relief, or in need of additional assistance, should contact the Division of Trading and Markets at (202) 551-5777 or tradingandmarkets@sec.gov.

By the Commission.

Vanessa A. Countryman,

Secretary.

[FR Doc. 2020-11718 Filed: 5/29/2020 8:45 am; Publication Date: 6/1/2020]