
Rule 17a-2 requires underwriters to maintain information regarding stabilizing activities conducted in accordance with Rule 104 of Regulation M. The collections of information under Regulation M and Rule 17a-2 are necessary for covered persons to obtain certain benefits or to comply with certain requirements. The collections of information are necessary to provide the Commission with information regarding syndicate covering transactions and penalty bids. The Commission may review this information during periodic examinations or with respect to investigations. Except for the information required to be kept under Rule 104(i) (17 CFR
242.104(i)) and Rule 17a-2(c), none of the information required to be collected or disclosed for
PRA purposes will be kept confidential. The recordkeeping requirement of Rule 17a-2 requires
the information be maintained in a separate file, or in a separately retrievable format, for a period
of three years, the first two years in an easily accessible place, consistent with the requirements
of Exchange Act Rule 17a-4(f) (17 CFR 240.17a-4(f)).

There are approximately 805 respondents per year that require an aggregate total of 4,025
hours to comply with this rule. Each respondent makes an estimated 1 annual response. Each
response takes approximately 5 hours to complete. Thus, the total compliance burden per year is
4,025 burden hours. The total internal compliance cost for the respondents is approximately
$281,750, resulting in an internal cost of compliance for each respondent per response of
approximately $350.00 (i.e., $281,750.00 / 805 responses).

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

The public may view background documentation for this information collection at the
following website: >www.reginfo.gov<. Find this particular information collection by selecting
"Currently under 30-day Review - Open for Public Comments" or by using the search
function. Written comments and recommendations for the proposed information collection should
be sent within 30 days of publication of this notice to (i) >www.reginfo.gov/public/do/PRAMain<
and (ii) David Bottom, Director/Chief Information Officer, Securities and Exchange Commission,
c/o Cynthia Roscoe, 100 F Street, NE, Washington, DC 20549, or by sending an email
to: PRA_Mailbox@sec.gov.

J. Matthew DeLesDernier,

Assistant Secretary.

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