crew in unloading, using, and stowing the OBW;

- The dimensions of current OBW stowage spaces in single-aisle aircraft;
- Whether OBWs that meet the Department's proposed accessibility standards can be stowed in existing stowage spaces; and
- Aviation safety considerations relating to unloading, using, and stowing the OBW while in flight.

We specifically invite disability advocates, airlines, aircraft manufacturers, manufacturers of OBWs, flight attendant associations, and other stakeholders to participate in the public meeting. We also encourage stakeholders and participants to file written materials in the docket when the comment period reopens, which will be from December 16, 2021 (date of public meeting) to January 17, 2022. The Department considers this public meeting, along with its prior actions in this matter, to satisfy the consultation provisions set forth in the ACCESS Advisory Committee's Term Sheet.

Questions Relating to Access Board's Proposed Voluntary Design Standards

As stated earlier, the public meeting will also allow the Access Board to gather additional information regarding its advisory guidelines containing recommended dimensions and other technical specifications for a comfortable and functional aircraft onboard wheelchair. More specifically, the Access Board is seeking additional information regarding onboard wheelchair loads and onboard wheelchair casters.

Onboard Wheelchair Loads

The overall weight capacity or load of current onboard wheelchairs varies greatly and ranges from approximately 200 to 800 pounds. In trying to determine the appropriate load, the Board looked to its *Guidelines for Aircraft Boarding Chairs* (1987), which recommends that seats support at least 723 pounds (weight of a 99th percentile male with a 3.0 safety factor). See *https://www.access-board.gov/research/completed-research/guidelines-for-aircraft-boarding-chairs.* Using updated anthropometrics, the weight of a 99th percentile male with a 3.0 safety factor would be 826 pounds. See Department of Health and Human Service Centers for Disease Control and Prevention's Anthropometric Reference Data for Children and Adults: United States, 2011–2014, Table 6, Line 1 (Aug. 2016). However, the boarding chair (used to transfer a passenger from their personal wheelchair to the airplane seat) is different than the proposed onboard wheelchair, in that a boarding chair does not need to fold for storage on the aircraft or require a cantilever design.

The Board is not aware of existing industry standards for onboard wheelchairs that are designed to allow over-the-toilet positioning. In its proposal, it reserved provisions for loads pending further information as to what loads are appropriate for an onboard wheelchair design that accomplishes the proposed functions.

Comments from the public, including aircraft manufacturers, recommended that the Board's guidelines reference load specifications in standards issued by SAE International, ''Foldable On-Board Wheelchairs for Passengers with Disabilities,'' ARP 4120C (Stabilized 2013).'' The SAE standard specifies loads for onboard wheelchair seats, seat backs, arm and foot supports, wheels, and assist handles. These referenced provisions are publicly available (read-only, not for distribution) until the close of the comment period on January 17, 2022, on SAE International's website at: *https://www.sae.org/binaries/content/assets/cm/content/standards/arp4120c_review.pdf.*

Based on its review of the comments on the proposed guidelines, the Board is considering referencing the SAE International's standard for loads for seats (3.2.9.1), arm supports (3.2.9.3), foot support (3.2.9.4), casters (3.2.9.2), and assist handles of onboard wheelchairs (3.2.9.6). The Board seeks comment on whether the loads specified in the SAE International ARP 4120C Standard are appropriate for an onboard wheelchair design that allows the chair to be positioned over the closed lavatory toilet. Alternatively, what other loads should be specified?

Onboard Wheelchair Casters (Size)

The guidelines require that caster wheels of onboard wheelchairs move independently to facilitate maneuvering within the confined space of aircraft aisles and lavatories. For safety and stability, the guidelines also require each caster to have wheel locks and swivel locks. In its proposal, the Board sought comment on whether the guidelines should specify a minimum size for caster wheels so that they are large enough to readily travers thresholds at lavatory entrances. Most commenters recommended that the guidelines specify a performance requirement instead of a minimum caster size. However, the impact of thresholds may be significant since the front assist handles will be used to back occupied onboard wheelchairs into lavatories and to pull them back out. What is the minimum caster wheel diameter that would ensure stability of the occupied onboard wheelchair and allow the chair to easily traverse the lavatory doorway threshold pushing it in and pulling it out of lavatories using only the front assist handles? The Board also requests information on the standard height of lavatory thresholds on single-aisle aircraft with 125 or more passenger seats.

Viewing Documents

You may view documents mentioned in this notice at *https://www.regulations.gov.* After entering the docket number (DOT–OST–2019–0180), click the tab labeled ''Browse & Comment on Documents,'' and choose the document to review.

Issued in Washington, DC, on or about this 9th day of November, 2021.

John E. Putnam,

Deputy General Counsel, U.S. Department of Transportation.

[FR Doc. 2021–25000 Filed 11–18–21; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

17 CFR Parts 232, 240, 249, 270, 275, and 279

[Release Nos. 34–93518; IA–5903; IC–34415; File No. S7–15–21]

RIN 3235–AM97

Electronic Submission of Applications for Orders Under the Advisers Act and the Investment Company Act, Confidential Treatment Requests for Filings on Form 13F, and Form ADV–NR; Amendments to Form 13F

AGENCY: Securities and Exchange Commission.

ACTION: Proposed rule.

SUMMARY: The Securities and Exchange Commission is proposing amendments to rules to convert the filing of certain applications, confidential treatment requests, and forms from paper to electronic submission. Specifically, we propose to amend our rules to require that the following types of filings be submitted via our Electronic Data Gathering, Analysis, and Retrieval (''EDGAR'') system: Applications for orders under any section of the Investment Advisers Act of 1940 (''Advisers Act'') and confidential treatment requests for filings made under section 13(f) of the Securities Exchange Act of 1934 (''Exchange Act''). We also propose rule amendments to harmonize the requirements for the submission of applications for orders

under the Advisers Act and the Investment Company Act of 1940 (''Investment Company Act''). In addition, we propose to amend other rules and a form to require the electronic submission of Form ADV–NR through the Investment Adviser Registration Depository (''IARD'') system. We also propose to require non-resident general partners and non-resident managing agents to amend their Form ADV–NR within 30 days whenever any information contained in the form becomes inaccurate by filing with the Commission a new Form ADV–NR. Further, we are re-proposing amendments to Form 13F to require managers to provide additional identifying information. Finally, we are re-proposing certain technical amendments to Form 13F, including modernizing the structure of data reporting and amending the instructions on Form 13F for confidential treatment requests in light of a recent decision of the U.S. Supreme Court.

DATES: Comments should be received on or before December 20, 2021.

ADDRESSES: Comments may be submitted by any of the following methods:

Electronic Comments

- Use the Commission's internet comment form (*https://www.sec.gov/rules/submitcomments.htm*); or
- Send an email to *rule-comments@sec.gov*. Please include File Number S7–15–21 on the subject line.

Paper Comments

- Send paper comments to Secretary, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549–1090.

All submissions should refer to File Number S7–15–21. This file number should be included on the subject line if email is used. To help us process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's website (*http://www.sec.gov/rules/proposed.shtml*). Comments are also available for website viewing and printing in the Commission's Public Reference Room, 100 F Street NE, Washington, DC 20549, on official business days between the hours of 10 a.m. and 3 p.m. Operating conditions may limit access to the Commission's public reference room. All comments received will be posted without change. Persons submitting comments are cautioned that we do not redact or edit personal identifying information from comment submissions. You should submit only information that you wish to make available publicly.

Studies, memoranda, or other substantive items may be added by the Commission or staff to the comment file during this rulemaking. A notification of the inclusion in the comment file of any such materials will be made available on the Commission's website. To ensure direct electronic receipt of such notifications, sign up through the ''Stay Connected'' option at *www.sec.gov* to receive notifications by email.

FOR FURTHER INFORMATION CONTACT: Zeena Abdul-Rahman, Senior Counsel, Sara Cortes, Senior Special Counsel, Investment Company Rulemaking Office, at (202) 551–6792; or Alexis Palascak, Senior Counsel, Investment Adviser Regulation Office, at (202) 551–6787 or *IM-Rules@sec.gov,* Division of Investment Management, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549–8549.

SUPPLEMENTARY INFORMATION: The Securities and Exchange Commission is proposing amendments to 17 CFR 232.11 (''rule 11''), 17 CFR 232.100 (''rule 100''), 17 CFR 232.101 (''rule 101''), 17 CFR 232.102 (''rule 102''), and 17 CFR 232.201 (''rule 201'') of Regulation S–T relating to electronic filing on the EDGAR system; 17 CFR 275.0–4 (''rule 0–4'') and 17 CFR 275.203–1 (''rule 203–1'') under the Advisers Act; 17 CFR 279.4 (''Form ADV–NR'') and the instructions to 17 CFR 279.1 (''Form ADV'') under the Advisers Act; 17 CFR 270.0–2 (''rule 0–2'') under the Investment Company Act; 17 CFR 240.24b–2 (''rule 24b–2'') under the Exchange Act; and 17 CFR 249.325 (''Form 13F'').

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I. Background

The Commission seeks to promote efficiency, transparency, and operational resiliency by modernizing the manner in which information is submitted to us and, where appropriate, disclosed to the public. Electronic filing improves our ability to achieve these goals. Specifically, electronic filing minimizes the risks of delay in staff receiving the information via paper submissions, and it increases efficiency in the staff review process by reducing staff processing time, increasing quality assurance, and improving the ability to review and analyze information contained in electronic submissions. In addition to increasing staff efficiency of review, publicly filed electronic submissions are more readily available on our website in easily searchable formats, which benefits both investors and the asset management industry.

In addition, electronic filing capabilities have proved to be an effective measure in addressing certain of the logistical and operational issues raised by the spread of coronavirus disease (''COVID–19''). We believe that converting paper submissions to electronic submissions would allow the Commission, and those persons filing the submissions, to more effectively and efficiently navigate any future disruptive events—like COVID–19—that make the paper submission process unnecessarily burdensome, impractical, or unavailable. Further, we believe that the proposed electronic submission process better reflects the current business practices and operations of those persons that file the submissions and, as a result, would likely reduce the burden associated with submitting such filings. These benefits are among the reasons that the Commission has

transitioned filings from paper to electronic format in many contexts.[1]

We are proposing to require electronic filing of applications for orders under any section of the Advisers Act,[2] and of confidential treatment requests for filings made under section 13(f) of the Exchange Act (''13(f) Confidential Treatment Requests''). These filings would be required to be submitted through the EDGAR system.[3] In addition, we are re-proposing certain amendments to Form 13F that we originally proposed in July 2020.[4] The Commission is not re-proposing the amendments to raise the reporting thresholds for Form 13F that were included in the 2020 Form 13F Proposal. As discussed further below, and consistent with the original proposal, we are proposing (i) a requirement for an institutional investment manager[5] (''manager'') that files Form 13F to provide certain identifying information, (ii) certain technical amendments to modernize the information reported on Form 13F, consistent with its existing structured eXtensible Markup Language (''XML'') format, and (iii) a modification to instruction 2.d. of Form 13F's Confidential Treatment Instructions to update that instruction and make it consistent with a recent U.S. Supreme Court decision.[6] We also are proposing other rule amendments to harmonize the requirements for submission of applications for orders under the Advisers Act and the Investment Company Act.

Finally, we are proposing to require the electronic submission of Form ADV–NR by non-resident general partners and non-resident managing agents of investment advisers (domestic or non-resident) registered with the Commission. Form ADV–NR is filed in connection with an adviser's initial Form ADV submission and requires a non-resident general partner or managing agent of an investment adviser to appoint an agent for service of process in the United States.[7] Under the proposed amended rules, filers would be required to submit Form ADV–NR through the IARD system.

II. Discussion

A. Applications

1. Electronic Filing

Section 206A of the Advisers Act gives the Commission the authority to provide exemptions from any provision of the Advisers Act or any rule or regulation thereunder, provided the exemption is necessary or appropriate in the public interest and consistent with the protection of investors and the purposes fairly intended by the policy and provisions of the Advisers Act.[8] Applicants seeking an exemption must apply to the Commission to obtain an order.[9] The processes for submitting an application are addressed in Advisers Act rule 0–4[10] and Commission Guidelines issued in 1985 (''1985 Release'').[11] Since the 1985 Release, the process for handling exemptive applications in the Division of Investment Management (''Division'') has evolved. While an applicant seeking Investment Company Act relief submits its application electronically to the Commission via EDGAR, an applicant seeking Advisers Act relief submits its application, as well as a proposed notice of application, in paper and in quintuplicate.[12] The paper copies of the applications are delivered to the Commission's mailroom for stamping, logging, and ultimately for routing to the Division staff. Staff then create a notification in the EDGAR system in order to assign an appropriate file number, manually upload the application onto our public website, and process the application for internal tracking. The current manual process for submitting and handling Advisers Act applications creates inefficiencies in a number of ways, including those resulting from the absence in Advisers Act rule 0–4 of a specific addressee at the Commission for applications.[13]

Moreover, in order to achieve an expeditious review of an application, applicants often, to the extent possible, adhere to applicable precedent and address any differences from prior applications.[14] Applicants and staff, accordingly, rely on the ready availability of applications that have been evaluated by the Commission and its staff. Commission staff place the applications (including amendments, notices of applications, and the resulting orders) on the Commission's website in order to improve transparency and to facilitate this reliance. Unlike other filings made in EDGAR, Advisers Act applications are not readily available to the public upon submission; instead they require the staff actions described above to be posted.

Prior to the Commission amending its rules in 2008 to mandate electronic submission of applications for orders under any section of the Investment Company Act,[15] applicants filed their

[1] *See* Updating Edgar Filing Requirements, Securities Act Release No. 11005 (Nov. 4, 2021); *see also* Amendments to the Commission's Rules of Practice, Exchange Act Release No. 90442 (Nov. 17, 2020) [85 FR 86464 (Dec. 30, 2020)]; *Cf.* Electronic Signatures in Regulation S–T Rule 302, Securities Act Release No. 10889 (Nov. 17, 2020) [85 FR 78224] (Dec. 4, 2020).

[2] Applications for registration as an investment adviser under the Advisers Act and applications for withdrawal from registration are filed via IARD. *See* 17 CFR 275.203–1; 17 CFR 275.203–2. We are not proposing to alter these requirements.

[3] The EDGAR Filer Manual, which is promulgated by the Commission, sets out the technical formatting requirements for electronic submissions. *See* 17 CFR 232.301.

[4] *See* Reporting Threshold for Institutional Investment Managers, Exchange Act Release No. 89290 (July 10, 2020) [85 FR 46016 (July 31, 2020)] (''2020 Form 13F Proposal'').

[5] The term ''institutional investment manager'' includes any person, other than a natural person, investing in or buying and selling securities for its own account, and any person exercising investment discretion with respect to the account of any other person. *See* section 13(f)(6)(A) of the Exchange Act [15 U.S.C. 78m(f)(6)]. The term ''person'' includes any natural person, company, government, or political subdivision, agency, or instrumentality of a government. *See* section 3(a)(9) of the Exchange Act [15 U.S.C. 78c(3)(9)].

[6] *Food Marketing Institute* v. *Argus Leader Media,* 139 S.Ct. 2356 (2019) (overturning the longstanding interpretation set forth in *National Parks* v. *Morton,* 498 F.2d 765 (D.C. Cir. 1974) of ''confidential'' for purposes of FOIA exemption 4).

[7] *See* proposed amended rule 203–1(d) [17 CFR 275.203–1(d)]. The proposed amendments would continue to permit a paper filing of Form ADV–NR if a continuing hardship exemption is granted under Advisers Act rule 203–3(b) [17 CFR 275.203–3].

[8] *See* section 206A of the Advisers Act [15 U.S.C. 80b–6a].

[9] Possible applicants include, but are not limited to, registered investment advisers, exempt reporting advisers, and persons not registered with the Commission but who meet the definition of investment adviser under the Advisers Act.

[10] 17 CFR 275.0–4.

[11] Commission Policy and Guidelines for Filing of Applications for Exemption from Some or All of the Provisions of the Investment Company Act of 1940 and the Investment Advisers Act of 1940, Investment Advisers Act Release No. 969 (Apr. 30, 1985) (''1985 Release'').

[12] Pursuant to rule 0–4(b), every application for an order under any provision of the Advisers Act, for which a form with instructions is not specifically prescribed, and every amendment to such application shall (among other requirements) be filed in quintuplicate. 17 CFR 275.0–4(b). Rule 0–4(g) requires that a proposed notice of the proceeding initiated by the filing of the application accompany each application as an exhibit thereto. 17 CFR 275.0–4(g).

[13] Any delay between Commission receipt and receipt by the appropriate staff member means that there is delay in public availability of the application. We propose to designate the Secretary of the Commission as the addressee for paper applications for an order under both the Advisers Act and the Investment Company Act (*e.g.,* applications made in paper pursuant to a hardship exemption under Regulation S–T). *See infra* footnotes 33 and 34 and accompanying text.

[14] *See* 1985 Release, *supra* footnote 11 (discussing that applicants should recognize the differences between their proposal and prior applications requesting similar relief and, to the extent possible, bring their proposal within applicable precedent. Further, applicants should cite and discuss applicable precedent.).

[15] *See generally* Mandatory Electronic Submission of Applications for Orders under the Investment

Continued

applications for Investment Company Act orders in paper using a similar process as those seeking orders under the Advisers Act.[16] In our experience, the transition from paper to electronic filing of Investment Company Act applications has led to more streamlined and timely application processing. Commission staff have immediate access to an Investment Company Act application through EDGAR, eliminating the need for manually processing the application. The ability to review applications in EDGAR immediately creates internal efficiencies by shortening the time to create and maintain records as well. Additionally, the Commission has received applications from parties seeking relief under both the Advisers Act and the Investment Company Act that were unable to file a single application because of the current multiple-system requirements for the differing applications.[17] Our proposal would allow such applications to be filed jointly in a single submission.

The transition to electronic submission in the Investment Company Act context has led to increased transparency for filers seeking similar relief, who can now more easily search for and replicate (as appropriate) similar applications for an exemptive order.[18] Similarly requiring Advisers Act applications to be submitted electronically in EDGAR would benefit investors, applicants, and other interested parties by making information contained in these filings more readily and immediately available and more easily searchable. We also believe that making these filings and applications immediately available in electronic format in the EDGAR database would provide a more complete and more easily reviewable picture for the investing public, to the extent such applications might inform investors' decisions with respect to selection or retention of investment advisers.[19]

a. The EDGAR Filing System

While most electronic filings made with the Commission are filed via the EDGAR system,[20] investment advisers submit certain filings and reports electronically via the IARD system (including registration applications under the Advisers Act).[21] We are proposing, however, to require electronic submission of Advisers Act applications on EDGAR.[22] We do so for a number of reasons. First, the cost to advisers of submitting electronic applications through the EDGAR system would be relatively low.[23] Second, the EDGAR system should require fewer technological changes than IARD in order to accept Advisers Act applications, as it is already designed to accept Investment Company Act applications. Third, EDGAR would allow for applications under both the Investment Company Act and the Advisers Act to be made in a single filing.[24] Fourth, the process for filing applications under the Advisers Act on EDGAR would be consistent with the process for filing applications under the Investment Company Act, which we believe would facilitate internal processing efficiencies by Commission staff. Finally, we believe that having applications under both the Investment Company Act and the Advisers Act in the same system would increase transparency for the public as users would only need to learn how to access one system to locate all relevant applications.

b. Proposed Rule Amendments

We are proposing to amend certain rules of Regulation S–T[25] and Advisers Act rule 0–4 to require electronic filing on EDGAR of applications for an order under any section of the Advisers Act. Proposed amendments to rule 101(a)(1) of Regulation S–T would include within its mandatory electronic submissions any application for an order under any section of the Advisers Act.[26] Regulation S–T includes rules concerning mandatory and permissive electronic EDGAR submissions. It also generally requires the electronic filing of any amendments and related correspondence and supplemental information pertaining to a document that is the subject of mandated EDGAR submission.[27] Additionally, Regulation S–T generally requires exhibits to an electronic filing to be filed in electronic format, absent a hardship exemption.[28] The proposed amendments to these requirements would apply to persons who submit applications under the Advisers Act, as they do to persons who

Company Act and Filings Made Pursuant to Regulation E, Securities Act Release No. 8981 (Oct. 29, 2008) [73 FR 65516 (Nov. 4, 2008)] (''2008 IC Applications Release'').

[16] The amendments mandating electronic submission of Investment Company Act exemptive applications followed a report by the Commission's Office of Inspector General that recommended a transition to electronic submission of Investment Company Act applications. *See* IM Exemptive Application Processing, SEC Office of Inspector General, Audit Report No. 408, Recommendation B (Sept. 29, 2006).

[17] For such applications, the applications under the Investment Company Act were made in HTML on EDGAR, and the Advisers Act applications were submitted in paper.

[18] *See* Amendments to Procedures With Respect to Applications Under the Investment Company Act of 1940, Investment Company Act Release No. 33921 (July 6, 2020) [85 FR 57089 (Sept. 15, 2020)] (''2020 IC Applications Procedures Release'') (adopting amendments to rules under the Investment Company Act to establish an expedited review procedure for applications that are substantially identical to recent precedent as well as a rule to establish an internal timeframe for review of applications outside of such expedited procedure). We are not proposing to extend the rules adopted in the 2020 IC Applications Procedures Release to applications for exemptions from provisions of the Advisers Act.

[19] As noted above, because of the current manual process of categorizing and uploading Advisers Act applications, there can be a delay in making a paper application public. *See supra* at text accompanying footnote 13.

[20] This includes applications for orders under any section of the Investment Company Act as well as Regulation E filings of small business investment companies and business development companies. *See* 2008 IC Applications Release, *supra* footnote 15.

[21] *See e.g.,* 17 CFR 275.203–1 (application for investment adviser registration), 275.203–2 (withdrawal from investment adviser registration), 275.203–3 (hardship exemptions from the requirement to make Advisers Act filings electronically with IARD), and 275.204–4 (reporting by exempt reporting advisers).

[22] Although investment advisers register using the IARD system, some advisers may be familiar with the EDGAR system as a result of other required filings on EDGAR, such as certain filings made pursuant to sections 13 and 16 of the Exchange Act or registration statements filed on behalf of registered investment companies they manage. *See* 17 CFR 240.13f–1, 17 CFR 240.13d–1, 15 U.S.C. 78p(a).

[23] *See infra* at text accompanying footnote 143 and section IV.A (discussing the costs associated with submitting applications electronically).

[24] For applications with multiple co-applicants (*i.e.,* if certain applicants were included for Advisers Act relief and others were included for Investment Company Act relief), the applicants would be able to submit the application with all co-applicants included in one submission. The applicants would choose one applicant to list first as the ''primary'' co-applicant. Then, they would include in the EDGAR submission the information for all other co-applicants.

[25] 17 CFR 232.11, 232.100, 232.101, 232.102 and 232.201.

[26] *See* proposed section (a)(1)(xxiii) of rule 101 of Regulation S–T. As part of such changes, we are proposing to add the term ''Investment Advisers Act'' as a defined term in rule 11 of Regulation S–T, meaning the Investment Advisers Act of 1940. *See* proposed amendments to rule 11 of Regulation S–T; *see also infra* footnote 95 (discussing other proposed non-substantive conforming edits to rule 101 of Reg S–T).

[27] *See* rule 101(a)(1) of Regulation S–T [17 CFR 232.101(a)(1)]. Related correspondence and supplemental information are not automatically disseminated publicly through the EDGAR system but are immediately available to the Commission staff.

[28] *See* rule 102(a) of Regulation S–T [17 CFR 232.102(a)]. Proposed amendments to rule 102(a) of Regulation S–T would provide that previously filed exhibits, whether in paper or electronic format, may be incorporated by reference to the extent permitted by Advisers Act rule 0–6 [17 CFR 275.0–6]. *See* EDGAR Filer Manual, Volume II: ''EDGAR Filing'' (Version 57) (Mar. 2021) (''2021 EDGAR Filer Manual''), at Sections 2.1 (EDGAR Filing Process) and 5.2 (Document Formats).

submit applications under the Investment Company Act.[29]

Rule 0–4 generally prescribes requirements for filings made under the Advisers Act.[30] Proposed amendments to rule 0–4 would require that every application for an order under any provision of the Advisers Act, for which a form with instructions is not specifically prescribed, and every amendment to such application, be filed electronically pursuant to Regulation S–T.[31] Rule 0–4's specifications for the submission of paper applications would continue to apply for any remaining paper applications, such as filings made pursuant to a hardship exemption under Regulation S–T.[32] Although we anticipate paper submissions would be rare, we propose to amend rule 0–4 to require that the Secretary of the Commission be the designated addressee of such paper submissions.[33] We propose an identical clarifying change to designate the Secretary of the Commission as addressee of any remaining paper submissions under the Investment Company Act.[34]

c. Request for Comment

We request comment on our proposal to require that applications for orders under any section of the Advisers Act be submitted electronically via EDGAR.

1. Are there burdens or other issues related to electronic filing, as opposed to paper filing, that the Commission should consider with regard to applications for an order under the Advisers Act? Should we allow (but not require) electronic submission of such applications? Should certain types of Advisers Act applications be excluded from mandatory electronic submission? If so, which types of applications should be excluded?

2. Is the EDGAR system the appropriate system for Advisers Act applications? Should the Commission use, for example, the IARD system, or a secure file transfer system instead? Would requiring Advisers Act applications to be filed on IARD be more beneficial for investors and other market participants? If so, why? Alternatively, is there another method of electronic submission that is preferable? If so, please identify the method you believe we should adopt, why you believe it should be used, and the estimated costs of such system for filers.

3. Similar to many other provisions of Regulation S–T, including the provision for Investment Company Act applications, the proposed rule does not specify a particular filing format though we anticipate the filing format would be HTML or ASCII, like many other EDGAR filings, including Investment Company Act applications. What format or formats should the rule permit for filing of Advisers Act applications? Should the Commission require a single, specified format or permit filers to select a format among two or more possible formats? What time or expense is associated with particular formats? What time or expense would be required of the public to view documents in a particular format? Would a particular format require any filers or users to license commercial software they otherwise would not, and, if so, at what expense?

4. Is there any additional information that commenters can provide with respect to the difficulties and/or considerations unique to the proposed amendments? In the event that commenters believe that any aspect of the proposed amendments would affect the costs of filing or using the information, we ask for specific details, quantitative data, and alternative approaches.

2. Availability of Hardship Exemptions

a. General

Under the proposal, temporary hardship exemptions from electronic filing would not be available for applications for orders under the Advisers Act, but continuing hardship exemptions from electronic filing would be available. Rule 201 of Regulation S–T provides that if an electronic filer experiences unanticipated technical difficulties preventing the timely preparation and submission of an electronic filing, the electronic filer may file in paper format no later than one business day after the date on which the filing was to be made, subject to certain requirements and exclusions (''temporary hardship exemption''). This temporary hardship exemption is available automatically but must be followed by a confirming electronic copy within six business days. Currently, rule 201 does not address applications for orders under the Advisers Act because such applications are filed in paper rather than filed electronically. We are proposing to amend rule 201 so it would exclude applications for orders under the Advisers Act, as it does with applications for orders under the Investment Company Act.[35] As a result, temporary hardship exemptions would not be available for applications for orders under the Advisers Act, as is the case with applications for orders under the Investment Company Act. We believe that submission exigencies or submission deadlines associated with applications for orders under the Advisers Act would be rare.

A filer may apply for a continuing hardship exemption from electronic filing under rule 202 of Regulation S–T if it cannot file all or part of a filing without undue burden or expense.[36] A continuing hardship exemption may be granted for a limited time period or indefinitely. Time-limited continuing hardship exemptions may be conditioned upon filing the document in electronic format by a certain date. Continuing hardship exemptions would be available for applications for orders under the Advisers Act under rule 202, as it is currently written, without any amendments.

b. Request for Comment

We request comment on the availability of hardship exemptions.

5. Like applications for orders under the Investment Company Act, should a temporary hardship exemption not be available for applications for orders under the Advisers Act, as proposed? Why or why not? Could there be any submission exigency or submission deadline associated with applications for orders under the Advisers Act? If so, with what frequency might such exigency occur? Alternatively, should a temporary hardship exemption be available for applications for orders under the Investment Company Act or the Advisers Act? Why or why not?

6. Like applications for orders under the Investment Company Act, should a continuing hardship exemption be available for applications for orders under the Advisers Act, as proposed?

[29] In order to clarify that all applicants for an order under the Advisers Act (and not just registered investment advisers) are subject to Regulation S–T, we also propose to amend rule 100(b) to replace the term ''registrants'' and state that ''[p]ersons or entities'' whose filings are subject to review by the Division shall be subject to the electronic filing requirements of Regulation S–T. *See* proposed amendment to section (b) of rule 100 of Regulation S–T, the wording of which would conform to section (c) of the rule.

[30] *See* 17 CFR 275.0–4.

[31] *See* proposed amendment to Advisers Act rule 0–4(b).

[32] *See id.* Regulation S–T generally requires requests for confidential treatment of an application to be filed in paper, and it provides a process for seeking a continuing hardship exemption. *See* rule 101(c)(1)(i) [17 CFR 232.101(c)(1)(i)] (confidential treatment) and rule 202 [17 CFR 232.202] (continuing hardship exemption) of Regulation S–T.

[33] *See* proposed amendment to Advisers Act rule 0–4(a).

[34] *See* proposed amendment to Investment Company Act rule 0–2(a).

[35] *See* 2008 IC Applications Release, *supra* footnote 15.

[36] 17 CFR 232.202.

Should a continuing hardship exemption not be available for applications for orders under the Investment Company Act? Why or why not?

3. Elimination of Certain Requirements

a. General

We are proposing to amend rule 0–4 governing the form of applications under the Advisers Act to harmonize the requirements with the requirements for applications under the Investment Company Act and further reduce the burden of filing such applications.[37] First, we are proposing to eliminate the requirement to have verifications of applications and statements of facts made in connection with applications notarized.[38] We believe that this requirement is unnecessary in the context of these filings.[39] In the 2008 IC Applications Release, we removed the corresponding requirement for applications for an order under the Investment Company Act,[40] and we have not had significant issues or concerns with the removal of notarizations in that context. Second, we are proposing to eliminate the requirement that applicants include proposed notices as exhibits to applications.[41] This requirement was also removed for applications under the Investment Company Act in the 2008 IC Applications Release.[42] Moreover, the elimination of this requirement for applications submitted under the Investment Company Act has resulted in reduced filing burdens for applicants. Finally, we are removing the reference to microfilming in Advisers Act rule 0–4(b) and Investment Company Act rule 0–2(b), as the Commission no longer microfilms applications for an order under either Act.[43]

b. Request for Comment

We request comment on the proposed amendments to eliminate the notarization and proposed notice requirements for Advisers Act applications, to remove the reference to microfilming in Advisers Act rule 0–4 and Investment Company Act rule 0–2, and to revise the wording in Advisers Act rule 0–4(i) related to duplicate original copies in a paper applications.

7. Should we maintain any of these requirements that we are proposing to either modify or eliminate? Why or why not? Should we instead modify, or otherwise replace, any of these requirements with alternative and/or additional requirements? If so, how should we modify and/or supplement these requirements and/or what alternatives should the rule(s) require? If we make these, or other, modifications to the Advisers Act rules, should we also make the same, or similar, modifications to the analogous rules under the Investment Company Act? If so, please describe what, if any, modifications and/or differences we should include in any amendments made to the Investment Company Act rules.

8. What costs, benefits and/or other effects might be associated with the proposed modifications? Please describe how such costs, benefits or other effects relate to the current requirements of the proposed rule.

4. Form ADV–NR

a. General

Filing Form ADV–NR is mandatory for non-resident general partners and non-resident managing agents of investment advisers and must be filed in connection with an adviser's initial Form ADV submission.[44] The Commission collects this information to ensure that a non-resident general partner or managing agent of an investment adviser appoints an agent for service of process in the United States.[45] Currently, Form ADV–NR must be filed as a paper filing submission.[46] The Commission makes Form ADV–NR publicly available by posting an update to EDGAR indicating that the Commission received a Form ADV–NR filing. Members of the public can view such updates by searching for an adviser, and can use the information in the update to request the Form ADV–NR through a Freedom of Information Act (''FOIA'') request.[47]

We are proposing amendments to Advisers Act rule 203–1 to require investment advisers' non-resident general partners and non-resident managing agents to file Form ADV–NR electronically through IARD, which is the same system advisers use to file Form ADV.[48] We anticipate that IARD would present proposed Form ADV–NR in fillable format. Members of the public would be able to view Forms ADV–NR through the same system they view Forms ADV, which is the Investment Adviser Public Disclosures (IAPD), the public interface of IARD. We believe that requiring electronic submission of Form ADV–NR would enhance our ability to collect and access the information on the form and likely reduce the burden associated with filing and processing such forms. Furthermore, we believe that requiring electronic submission of Form ADV–NR would allow filers to more effectively and efficiently navigate future disruptive events—like COVID–19—when staff and filers are unable to access their physical work facilities to complete, submit and process paper fillings. The proposed amendments would still, however, permit those required to file Form ADV–NR to file the form via paper submission if granted a hardship exemption under rule Advisers Act rule 203–3.[49] The proposed amendments would, like the current rule, require (1) advisers, non-resident general partners and a non-resident managing agents to complete and file Form ADV–NR in connection with the adviser's initial registration with the Commission; and (2) a person who becomes a non-resident general partner or a non-resident managing agent after the date the adviser files its

[37] We also propose to correct a typo in [17 CFR 275.0–4(i)] (Advisers Act rule 0–4(i)) concerning duplicate original copies in paper applications (concerning the singular and plural of ''original'').

[38] *See* rule 0–4(d) [17 CFR 275.0–4(d)]; proposed amendments to Advisers Act rule 0–4(d).

[39] Regulation S–T requires that each signatory to an electronic filing manually sign a signature page or other document authenticating, acknowledging or otherwise adopting his or her signature that appears in typed form in the electronic filing. This document must be executed before or at the time the electronic filing is made, must be retained by the filer for a period of five years, and must be made available to the Commission upon request. *See* rule 302(b) of Regulation S–T [17 CFR 232.302(b)]. Moreover, filers must submit a notarized authentication to the Commission when submitting a Form ID to gain initial access to the EDGAR filing system. We believe that these requirements provide sufficient assurance of the legitimacy of signatures contained in the electronic filings so that notarization of each application and each amended application is unnecessary.

[40] *See* 2008 IC Applications Release, *supra* footnote 15, at text accompanying nn.44 and 45.

[41] *See* rule 0–4(g) [17 CFR 275.0–4(g)]; proposed amendments to Advisers Act rule 0–4(g).

[42] *See* 2008 IC Applications Release, *supra* footnote 15, at text accompanying and following n.46.

[43] *See* proposed amendments to Advisers Act rule 0–4(b) and Investment Company Act rule 0–2(b).

[44] 17 CFR 279.4.

[45] *See* 17 CFR 279.4.

[46] *See* 17 CFR 279.4. *See also* 17 CFR 275.0–4(a).

[47] The Commission's website sets forth instructions on how to make a FOIA request, *available at https://www.sec.gov/page/office-foia-services; see* 5 U.S.C. 552.

[48] There is precedent to requiring persons other than the adviser to file a form through IARD. Independent public accountants must file [17 CFR 279.8] (''Form ADV–E'') through IARD. *See* 17 CFR 275.206(4)–2(a)(4) and 17 CFR 279.8. *See* proposed amendments to Advisers Act rule 203–1. As part of the proposed amendments, the signatures required for Form ADV–NR would also be in electronic, rather than ''wet'', format as currently required. We are also proposing conforming technical amendments to the General Instructions of Form ADV and to Form ADV–NR that describe the electronic filing requirements included in the proposed amended rules. *See* proposed amendments to 17 CFR 279.4; proposed amendments to General Instructions to Form ADV.

[49] *See* Advisers Act rule 203–3. *See also* proposed amended rule 203–1(d)(3).

initial registration with the Commission, to file Form ADV–NR with the Commission within 30 days of becoming a non-resident general partner or a non-resident managing agent.[50]

Additionally, we are proposing to require non-resident general partners and non-resident managing agents to amend their Form ADV–NR within 30 days whenever any information contained in the form becomes inaccurate by filing with the Commission a new Form ADV–NR.[51] The current form does not specify when a new Form ADV–NR must be filed with the Commission when the information on a filed Form ADV–NR becomes inaccurate.[52] We believe allowing non-resident general partners and non-resident managing agents 30 days to file a new form provides sufficient time for the filings to be made—without imposing an undue burden on filers—and would help ensure that the Commission has accurate mailing information with which to contact filers.

Proposed amended rule 203–1 also would state that Form ADV–NR is considered filed with the Commission upon acceptance by the IARD and that no fee shall be assessed for filing Form ADV–NR through IARD.[53] Proposed rule 203–1 would specify that each Form ADV–NR (and any amendment to Form ADV–NR) required to be filed under the rule is a ''report'' within the meaning of section 204 and 207 of the Advisers Act.[54] These amendments are similar to those provided for in Advisers Act rule 203–2 for Form ADV–W and are intended to provide specificity to filers regarding their filing obligations.[55]

b. Request for Comment

We request comment on the proposed amendments to require electronic submission of Form ADV–NR through IARD and the related amendments to proposed rule 203–1.

9. Should we amend rule 203–1, as proposed, to require the electronic submission of Form ADV–NR? Why or why not? Would requiring the electronic submission of Form ADV–NR likely reduce the burden of filing the form for filers?

10. Should we require the investment adviser's non-resident general partner and non-resident managing agent to file Form ADV–NR electronically, as proposed, or should we allow or require advisers to file Form ADV–NR on behalf of their non-resident general partner and non-resident managing agent? Why or why not? If advisers would file Form ADV–NR on behalf of their non-resident general partners and non-resident managing agents, how would the non-resident general partners and non-resident managing agents sign Form ADV–NR?

11. Should rule 203–1 require submission of Form ADV–NR through IARD, or an alternative system, such as EDGAR, a file transfer system, or another system? What factors should we consider when selecting a system for filing ADV–NR?

12. Should rule 203–1 require filers of Form ADV–NR to update the form within 30 days of whenever any information contained in the form becomes inaccurate by filing with the Commission a new Form ADV–NR? Should the rule specify some other amount of time? If so, please state what length of time should be allowed and why you believe that length of time to be appropriate and necessary.

B. Rule 13f–1 and Form 13F

Section 13(f) of the Exchange Act, in pertinent part, requires a manager to file a report with the Commission if the manager exercises investment discretion with respect to accounts holding certain equity securities (''13(f) Securities'') having an aggregate fair market value on the last trading day of any month of any calendar year of at least $100 million.[56] The Commission has rulemaking authority under section 13(f) to determine, among other things, the format and frequency of the reporting requirements and the information to be disclosed in each report.[57]

Section 13(f) was designed to increase the public availability of information regarding the securities holdings of managers, to consolidate the information with the Commission as a central repository of the data, and to facilitate consideration of the influence and impact of managers on the maintenance of fair and orderly securities markets and the public policy implications of that influence and impact.[58] To implement the institutional investment disclosure program mandated by Congress in section 13(f), the Commission adopted rule 13f–1 and related Form 13F under the Exchange Act.[59] Rule 13f–1 requires managers that exercise discretion over accounts holding 13(f) Securities having an aggregate fair market value of at least $100 million on the last trading day of any month of any calendar year to file quarterly reports of 13(f) Securities holdings with the Commission on Form 13F within 45 days after the last day of such calendar year and within 45 days after the last day of each of the first three calendar quarters of the subsequent calendar year.[60] In 1999, the Commission required electronic filing through EDGAR of public Form 13F reports.[61] In 2013, the Commission modernized the filing format of Form 13F by replacing the plain-text ASCII format with a structured XML format and accompanying online form.[62] In 2020, the Commission proposed, but did not adopt, certain amendments to Form 13F that would have increased the reporting threshold of Form 13F, required managers to provide additional identifying information, and made certain technical amendments to Form

[50] *See* proposed amended rule 203–1(d)(1).

[51] *See* proposed amended rule 203–1(d)(2).

[52] *See* Form ADV–NR.

[53] *See* proposed amended rule 203–1(d)(4) and (5).

[54] *See* proposed amended rule 203–1(d)(6). The fee associated with submitting Form ADV through IARD contemplates the cost of filing Form ADV–NR. Advisers Act section 207 provides that it shall be unlawful for any person willfully to make any untrue statement of a material fact in any registration application or report filed with the Commission under section 203 or 204, or willfully to omit to state in any such application or report any material fact which is required to be stated therein.

[55] *See* Advisers Act rule 203–2 [17 CFR 275.203–2]. We are also proposing conforming technical amendments to the General Instructions of Form ADV and Form ADV–NR to reflect the proposed requirement to file the form electronically through IARD.

[56] Section 13(f)(1) of the Exchange Act [15 U.S.C. 78m(f)(1)].

[57] The Commission is required under section 13(f) to adopt rules which would create a reporting and disclosure system to collect specific information concerning certain equity securities held in accounts over which certain managers exercise investment discretion. *See* Section 13(f)(4) of the Exchange Act [15 U.S.C. 78m(f)(4)]; *see also* Filing and Reporting Requirements Relating to Institutional Investment Managers, Exchange Act Release No. 15461 (Jan. 5, 1979), at 1 (''13F Quarterly Reporting Release'').

[58] *See* Filing and Reporting Requirements Relating to Institutional Investment Managers, Exchange Act Release No. 14852 (July 31, 1978) (citing to the Securities Acts Amendments of 1975: Report of the Committee on Banking, Housing and Urban Affairs United States Senate to Accompany S. 249, 94th Cong., 1st Sess. (S. Report No. 94–75) (1975), at 85 (''1975 Amendments Senate Report'')).

[59] *Id.*

[60] *See* section 13(f) of the Exchange Act [15 U.S.C. 78m(f)] and rule 13f–1 thereunder [17 CFR 240.13f–1]; *see also* 13F Quarterly Reporting Release, *supra* footnote 57. The Form 13F reports must be filed within 45 days after the last day of such calendar year and within 45 days after the last day of each of the first three calendar quarters of the subsequent calendar year. If two or more managers exercise investment discretion with respect to the same securities, only one of the managers is required to include information regarding such securities in its reports on Form 13F–HR. The other manager(s) are required to file a Form 13F notice report on Form 13F–NT stating the name of the other manager(s) reporting on their behalf.

[61] *See* Rulemaking for EDGAR System, Exchange Act Release No. 40934 (Jan. 12, 1999).

[62] Adoption of Updated EDGAR Filer Manual, Investment Company Act Release No. 30515 (May 14, 2013) [78 FR 29616 (May 21, 2013)] (''EDGAR Filer Manual Release'').

13F.[63] Finally, in 2020, as part of a series of initiatives designed to modernize the agency's filing requirements, the Commission adopted amendments to Regulation S–T that permit the use of electronic signatures when executing authentication documents in connection with certain documents filed with Commission, including Form 13F filings.[64]

Section 13(f) mandates that the Commission disseminate the information appearing in the quarterly reports to the public.[65] Congress recognized that, in some instances, public disclosure of certain types of information could have harmful market effects.[66] Thus, Section 13(f) of the Exchange Act authorizes the Commission, as it determines to be necessary or appropriate in the public interest or for the protection of investors or to maintain fair and orderly markets, to delay or prevent public disclosure of certain Form 13F information in accordance with the FOIA, which is referred to in this release as ''commercial'' information. Section 13(f) also explicitly prohibits the Commission from disclosing to the public any reported personal information that identifies the securities held by the account of a natural person or an estate or trust, other than a business trust or an investment company, which is referred to in this release as ''personal'' information.[67]

Confidential treatment for personal information, as specified in section 13(f)(4), is required for an indefinite time period if public disclosure would identify the securities held by the account of a natural person, an estate, or a trust (other than a business trust or an investment company).[68] The Commission, however, does have discretion to determine whether to grant confidential treatment requests for commercial information in accordance with section 13(f), rule 24b–2, and the FOIA.[69] The Commission provided delegated authority to the Division of Investment Management to grant, deny, or revoke a grant of confidential treatment for any application for confidential treatment that is filed under Exchange Act section 24(b) and rule 24b–2 thereunder for confidential treatment of information filed pursuant to Exchange Act section 13(f) and rule 13f–1.[70]

Currently, a manager seeking confidential treatment must file multiple lists of securities. First, it must electronically file via EDGAR a public Form 13F that identifies the securities that are required to be publicly disclosed under section 13(f) and rule 13f–1, excluding, if applicable, any security(ies) for which it is requesting confidential treatment. Second, it must file a paper 13(f) Confidential Treatment Request that includes both: (i) A separate, non-public Form 13F for the same calendar quarter that lists any 13(f) Security(ies) for which the manager is requesting confidential treatment; and (ii) a supporting request letter to substantiate the substantive basis for confidential treatment. Third, following the submission of a commercial confidential treatment request, a manager must file an amendment(s) upon the expiration or denial of confidential treatment to disclose publicly any security(ies) for which confidential treatment was requested.[71] Furthermore, the 13(f) Confidential Treatment Requests, which are filed in paper, must be filed in quintuplicate with the Commission's Office of the Secretary.[72]

The Form requires 13(f) Confidential Treatment Requests to include the Form 13F reporting information for which the manager requests confidential treatment, as well as factual support to enable the Commission to make an informed judgment as to the merits of the request.[73] The manager also must submit a public filing of Form 13F that lists the manager's quarter-end holdings, and, when confidential treatment is requested, indicates that the confidential portion of the Form 13F has been omitted and filed separately with the Commission.[74] These types of paper confidential treatment request submissions are subject to a time-consuming, manual receipt and distribution process within the Commission and could lead to undue procedural delay that can increase the time that the information receives *de facto* confidential treatment between the time a 13(f) Confidential Treatment Request is received and when the subject holdings are made public in an amendment to the requestor's public Form 13F report following either (i) a denial of a 13(f) Confidential Treatment Request, or (ii) the expiration of confidential treatment.[75] These challenges were highlighted during the COVID–19 pandemic that resulted in delays in receiving paper filings and, ultimately, in granting or denying 13(f) Confidential Treatment Requests filed with the Commission in paper.[76]

[63] *See* 2020 Form 13F Proposal, *supra* footnote 4.

[64] *See* Electronic Signatures in Regulation S–T rule 302, Exchange Act Release No. 10889 (Nov. 17, 2020) [85 FR 78224 (Dec. 4, 2020)].

[65] *See* Section 13(f)(4) of the Exchange Act [15 U.S.C. 78m(f)(4)]. Reports made on Form 13F are publicly available in XML format.

[66] 1975 Amendments Senate Report, *supra* footnote 57.

[67] *See* Sections 13(f)(4) and (5) of the Exchange Act [15 U.S.C. 78m(f)(4)] [15 U.S.C. 78m(f)(5)]; *see also* rule 24b–2(b)(2) under the Exchange Act [17 CFR 240.24b–2]; *see generally* Freedom of Information Act [5 U.S.C. 552]. The Commission amended the instructions to Form 13F pertaining to confidential treatment requests to state the procedural and substantive criteria that such requests must satisfy before they may be granted. *See* Requests for Confidential Treatment of Information Filed by Institutional Investment Managers, Exchange Act Release No. 15979 (July 6, 1979) (''1979 Confidential Treatment Amendments'').

[68] Section 13(f)(4) of the Exchange Act [15 U.S.C. 78m(f)(4)]; *see also* Requests for Confidential Treatment Filed by Institutional Investment Managers, Exchange Act Release No. 21539 (Dec. 4, 1984).

[69] *See* 1975 Amendments Senate Report, *supra* footnote 57. The Commission used this discretion to simplify the requirements for requesting confidential treatment of open risk arbitrage positions based upon a claim that the information is confidential, commercial, or financial. *See* Requests for Confidential Treatment Filed by Institutional Investment Managers, Exchange Act Release No. 22038 (May 14, 1985) (adopting requirement for good faith representations in Confidential Treatment Instruction 2.f., and limiting the confidential treatment request to a period of one year or less). The Commission also uses this discretion in evaluating confidential treatment requests for commercial information. *See* Form 13F Instructions for Confidential Treatment Requests; Rulemaking for EDGAR System, Investment Company Act Release No. 23640 (Jan. 12, 1999) (''Form 13F Instructions for Confidential Treatment Requests''); *see also* rule 24b–2(b)(2)(ii) under the Exchange Act [17 CFR 240.24b–2]; *see also* 1979 Confidential Treatment Amendments, *supra* footnote 66.

[70] *See* rule 30–5(c–1)(1) and (2) of the Commission's organizational rules [17 CFR 200.30–5].

[71] *See* Form 13F Instructions for Confidential Treatment Requests, *supra* footnote 68, at instruction 2.g. A manager may need to file multiple amendments in connection with a 13(f) Confidential Treatment Request, such as when the expiration or denial of confidential treatment occurs at different quarterly intervals for different holdings. For example, the period of confidential treatment for open risk arbitrage holdings typically varies between three, six, nine, or twelve months, based on different completion or termination dates for a proposed merger or acquisition.

[72] *See* rule 24b–2 under the Exchange Act [17 CFR 240.24b–2]; *see also* Form 13F Instructions for Confidential Treatment Requests, *supra* footnote 68.

[73] *See* Form 13F Instructions for Confidential Treatment Requests *supra* footnote 68; *see also* rule 101(c)(1)(i) of Regulation S–T; *see also* 1979 Confidential Treatment Amendments, *supra* footnote 66 (stating that requests for confidential treatment should not be broad in scope or conclusory in nature and stating that confidential treatment requests can be granted only to managers who make an affirmative showing that they satisfy the standards of section 13(f)(3)).

[74] *See* rule 24b–2(b) under the Exchange Act [17 CFR 240.24b–2].

[75] *See* Office of Inspector General's Review of the SEC's 13(f) Reporting Requirements (Sept. 27, 2010), *available at https://www.sec.gov/about/offices/oig/reports/audits/2010/480.pdf; see also* rule 24b–2(c) under the Exchange Act (providing confidentiality pending a determination about the merits of a 13(f) Confidential Treatment Request), *infra* footnote 82.

[76] Staff sought to mitigate these delays by, among other things, responding to questions regarding the

1. Electronic Filings of 13(f) Confidential Treatment Requests

a. General

As part of our continuing efforts to modernize filings made with the Commission and enhance the efficiency of the Commission's process in reviewing 13(f) Confidential Treatment Requests, we are proposing amendments to Form 13F and related rules under the Exchange Act and Regulation S–T that would require managers to file requests for confidential treatment electronically via EDGAR.[77] Thus, under the proposed amendments, the 13(f) Confidential Treatment Requests that filers currently submit to the Commission in paper, typically through the mail or by express delivery, would be required to be submitted electronically via EDGAR.[78]

The Commission has permitted or required the electronic submission of other confidential treatment requests.[79] In modernizing the manner in which a confidential treatment request may be submitted, the Commission has previously stated that such rules will reduce the burden on filing entities by avoiding the filing of a separate paper submission, and where such a request is made electronically, will expedite Commission review of the requests for confidential treatment.[80] We believe that this proposal would provide significant benefits to managers that request confidential treatment and would both further the goals of section 13(f) (as noted above) and assist the Commission's review of such requests. First, electronic filings would relieve the burdens on managers of sending paper 13(f) Confidential Treatment Requests to the Commission.[81] In addition, filings made through EDGAR are easier for the Commission to receive and maintain in accordance with the Commission's record retention requirements, particularly during disruptive events like COVID–19.[82] Furthermore, the Commission would be able to review all of a manager's holdings more efficiently because 13(f) Confidential Treatment Requests would be viewable on the same system as a manager's public Form 13F filing.

Electronic filing of 13(f) Confidential Treatment Requests also would assist the staff in evaluating such requests by facilitating more prompt delivery of the requests to the reviewing staff. We believe this increased efficiency could reduce the period of *de facto* confidential treatment that accrues pending review [83] and thus ultimately allow for the quicker public dissemination of Form 13F holdings information consistent with the purpose of section 13(f), thereby enhancing the availability of public information about managers' holdings of 13(f) Securities.[84]

We considered whether we should require 13(f) Confidential Treatment Requests to be filed via a secure file transfer system other than EDGAR.[85] However, in light of the fact that all managers are already familiar with the process of making filings on EDGAR, we believe it would be less burdensome for managers to make 13(f) Confidential Treatment Request filings on EDGAR as well. We also believe such an option would be less efficient for the Commission because the non-public holdings data related to the 13(f) Confidential Treatment Request would not be viewable in the same system as the manager's other holdings.

b. Amendments to Form 13F

As discussed above, we are proposing to modify Form 13F to require electronic filing of 13(f) Confidential Treatment Requests.[86] The proposed changes to Form 13F are described in more detail below.[87]

• *Instructions for Confidential Treatment Requests.* We propose to modify the instructions to require that a 13(f) Confidential Treatment Request be filed electronically.[88] Such requests would be made electronically via EDGAR as a separate, non-public filing. Requests also would include a confidential Form 13F report that is limited to the 13(f) Securities holdings for which the manager is requesting confidential treatment. The proposed changes to the Instructions for

electronic submission of such requests through a secure file transfer service. *See* Division of Investment Management Coronavirus (COVID–19) Response FAQs, *available at https://www.sec.gov/investment/covid-19-response-faq* (stating that filers should contact the staff for questions regarding whether 13(f) Confidential Treatment Requests could be submitted electronically). The FAQs represent the views of the staff of the Division of Investment Management. They are not a rule, regulation, or statement of the Commission. The Commission has neither approved nor disapproved their content. The FAQs, like all staff statements, have no legal force or effect: They do not alter or amend applicable law, and they create no new or additional obligations for any person.

[77] *See* proposed amendments to rule 24b–2(i) under the Exchange Act; *see also* proposed amendments to Form 13F Instructions for Confidential Treatment Requests; *see also* proposed rule 101(a)(1)(xxii) and proposed amendments to rule 101(d) of Regulation S–T; *see also infra* footnote 95 and accompanying text.

[78] *Id.; see also supra* footnotes 25–28 and accompanying text (discussing proposed amendments to the electronic filing requirement of rule 101 of Regulation S–T and rule 0–4 under the Advisers Act).

[79] *See* rule 24b–2(g) (Reg. SCI requires certain entities (including clearing agencies and alternative trading systems, among others), known as SCI Entities, to report certain business events (such as systems and compliance disruptions and system intrusions) to the Commission electronically on Form SCI. Filers may file confidential treatment requests electronically for all of the information reported on Form SCI); *see also* rule 24b–2(h); *see also* Security-Based Swap Data Repository Registration, Duties, and Core Principles, Exchange Act Release No. 74246 (Feb. 11, 2015) (requires security-based swap data repositories (''SDRs'') to register and make certain electronic filings with the Commission via EDGAR. The rules require SDRs, when seeking confidential treatment, to do so electronically via EDGAR).

[80] *See* Regulation Systems Compliance and Integrity (''Reg. SCI''), Exchange Act Release No. 73639 (Nov. 19, 2014) [79 CFR 72251 (Dec. 5, 2014)], at 408 (''Reg. SCI Adopting Release'').

[81] We noted similar benefits to permitting electronic submission of confidential treatment requests in other contexts. *See* Reg. SCI Adopting Release, *supra* footnote 79, at 408–409.

[82] The Commission recognizes the importance of sound data security practices and protocols for confidential information filed electronically, including information that may be competitively sensitive. The Commission has substantial experience handling other non-public information in the course of its regular business, such as, for example, with the storage and use of non-public information reported electronically on Form PF, Form N–PORT, and Form N–LIQUID. As with all other confidential information, the staff would carefully evaluate the data security protocols that would apply to applications for confidential treatment. Drawing on its experience, the staff would work to design controls and systems for the use and handling of such applications and associated confidential data in a manner that reflects the sensitivity of the data and is consistent with the maintenance of its confidentiality. *See* Investment Company Reporting Modernization Adopting Release, Securities Act Release No. 10231 (Oct. 16, 2016), at n.470 and accompanying text.

[83] Rule 24b–2(c) under the Exchange Act preserves the confidentiality of Form 13F holdings that are the subject of a confidential treatment request pending a determination on the merits of such request. [17 CFR. 240.24b–2].

[84] *See, e.g.,* 1975 Amendments Senate Report, *supra* footnote 57, at 82 (''Thus, with the dissemination of data about institutional investment managers, an institutional disclosure program should stimulate a higher degree of confidence among all investors in the integrity of our securities markets.'').

[85] Commission staff utilized such systems for a variety of submissions during the events of COVID–19, including 13(f) Confidential Treatment Requests. *See, e.g.,* SEC Coronavirus (COVID–19) Response, Guidance and Targeted Regulatory Assistance and Relief, *available at https://www.sec.gov/sec-coronavirus-covid-19-response.* The Commission received a limited number of 13(f) Confidential Treatment Requests via such systems.

[86] *See infra* section II.B.2 (discussing other proposed amendments to Form 13F).

[87] In addition to the changes described above, Form 13F's Paperwork Reduction Act Information section would also be modified to remove duplicative information on the form relating to the form's burdens and to update certain citations to section 13(f) of the Exchange Act. *See* proposed amendments to Paperwork Reduction Act Information section of Form 13F.

[88] *See supra* footnote 76. The attached request must also include the period of time for which confidential treatment is requested, and a justification of such requested period of confidential treatment, as required by rule 24b–2(b)(2) under the Exchange Act [17 CFR 240.24b–2(b)(2)]. *See* proposed Instruction 2(e) for Confidential Treatment Requests of Form 13F.

Confidential Treatment Requests would also provide updated references to new subparagraph (i) of rule 24b–2.[89] In order to make the instructions more consistent with current rule 24b–2(b)(2), Instruction 2.e. would be amended to require the manager to ''provide justification for'' the period of time for which confidential treatment of the securities holdings is requested. In order to make the instructions more consistent with current rule 24b–2(e), Instruction 4 would be amended to state that a manager must also submit electronically its updated Form 13F at the expiration of the time period for which a manager requested confidential treatment or earlier, *e.g.,* upon the denial of the 13(f) Confidential Treatment Request.[90]

- *Summary Page.* The summary page as proposed to be amended would include all the same information currently required but would add a requirement for a manager seeking confidential treatment to indicate if confidential treatment is being requested for some or all of the manager's holdings for the quarter-end period.[91]
- *Proposed Special Instructions.* Proposed Special Instruction 6(d) would require managers to identify on the Summary Page if confidential treatment is being requested for some or all of the manager's holdings for the quarter-end period. This instruction would assist the Commission and the public in identifying whether a manager has omitted some or all of its holdings.

Proposed changes to current Special Instruction 13 would remove the EDGAR filing type designation, as such information is now found in the Commission's EDGAR Filer Manual.[92] We are also proposing to revise current Special Instruction 13 to state that filers can consult the Commission's EDGAR Filer Manual for filing instructions.[93]

c. Amendments to Rule 24b–2

We are proposing to amend rule 24b–2 to include an additional subparagraph governing the filing of confidential information required by section 13(f) of the Exchange Act.[94] New subparagraph (i) would require that managers request confidential treatment electronically for any material required to be reported on Form 13F and continue to omit the confidential portion from the materials required to be reported.

d. Amendments to Regulation S–T

Regulation S–T would be amended in connection with the mandatory electronic submission of 13(f) Confidential Treatment Requests. Rule 101(a) would be amended to add 13(f) Confidential Treatment Requests to the list of mandated electronic filings.[95] Additionally, 13(f) Confidential Treatment Requests would be added to the list of requests for confidential treatment required to be submitted in electronic format in rule 101(d).[96]

We seek comment on the proposal to require managers to file requests for confidential treatment of information pursuant to section 13(f) of the Exchange Act and rule 13f–1 thereunder electronically via EDGAR.

13. Do commenters agree that requiring electronic filing of 13(f) Confidential Treatment Requests would improve the 13(f) Confidential Treatment Request process by making it more efficient and secure? What would be the burdens, if any, associated with requiring such requests to be filed electronically?

14. Should we allow, but not require, filers to submit 13(f) Confidential Treatment Requests electronically? Why or why not?

15. Similar to many other provisions of Regulation S–T, proposed rule 101(a)(1)(xxii) of Regulation S–T does not specify a particular filing format for 13(f) Confidential Treatment Requests. We anticipate the filing format would be HTML or ASCII, like many other EDGAR filings. What format or formats should we require for filing 13(f) Confidential Treatment Requests? Should the Commission require a single, specified format or permit filers to select a format among two or more possible formats? What time or expense is associated with particular formats? What time or expense would be required of the public to view documents in a particular format? Would a particular format require any filers or users to license commercial software they otherwise would not, and, if so, at what expense?

16. We are proposing to require electronic 13(f) Confidential Treatment Requests be filed on EDGAR. As an alternative, as discussed above, should we require 13(f) Electronic Treatment Requests to be submitted via an electronic file transfer system? Would an electronic file transfer system be a more appropriate vehicle, and why? Are there any particular costs or burdens with filing such requests on EDGAR as opposed to other systems? If so, what are those costs or burdens and what are potential remedies for them?

17. We are proposing to require the entirety of a 13(f) Confidential Treatment Request, both the list of confidential holdings and the justification, to be filed electronically. As an alternative, should we require managers to complete a separate electronic report on Form 13F that would include the manager's confidential holdings in an XML format and attach the justification portion of the 13(f) Confidential Treatment Request to the Form as a separate file? Why or why not? Would filing a separate confidential electronic report on Form 13F present other burdens? Would the benefits of a separate electronic report on Form 13F be justified notwithstanding the risk of confidential information inadvertently being made public?

18. Currently, rule 24b–2(d)(2) requires the Commission to communicate its decision to deny, or revoke a previously granted, 13(f) Confidential Treatment Request to the requesting manager in paper via registered or certified mail. Should we allow the Commission to communicate its decision to deny or revoke 13(f) Confidential Treatment Requests electronically? Why or why not? If so, should such notification be made via EDGAR? Why or why not?

19. Are there any burdens or efficiencies associated with changing the filing format of 13(f) Confidential Treatment Requests from paper to electronic that we have not discussed? If so, what are these burdens or efficiencies?

2. Other Amendments to Form 13F

a. Additional Identifying Information

We are re-proposing amendments to Form 13F that would require filers to provide additional identifying information.[97] These amendments

[89] *See* proposed amendments to Form 13F; *see also infra* section II.B.1.c.

[90] Conforming amendments would be made to Instruction 2.e. to implement the proposed changes to Instruction 4.

[91] *See* proposed Summary Page of Form 13F; *see also* proposed Special Instruction 6(d) of Form 13F (requiring managers to indicate on the Form 13F summary page whether confidential treatment is being sought for some or all of the manager's holdings for the quarter-end period and to file the 13(f) Confidential Treatment Request in a separate submission).

[92] *See* proposed Special Instruction 12 of Form 13F. Under the proposal, current Special Instruction 13 of Form 13F would be renumbered to Special Instruction 12.

[93] *Id.*

[94] *See* proposed rule 24b–2(i) under the Exchange Act.

[95] *See* proposed rule 101(a)(1)(xxii) of Regulation S–T.

[96] *See* proposed amendments to rule 101(d) of Regulation S–T. We would also make non-substantive conforming edits to rules 101(a)(1)(xxi) and conforming edits to rule 101(a)(3) of Regulation S–T.

[97] The amendments related to additional identifying information that we are proposing in this document are the same as those that were

would require each Form 13F filer to provide its CRD number and SEC file number, if any.[98] If a manager is filing a Form 13F notice report on Form 13F–NT, the manager must include the CRD number and SEC file number, if any, of any other manager included in the ''List of Other Managers Reporting for this Manager'' table on the cover page.[99]

A majority of commenters to the 2020 Form 13F Proposal supported requiring this information.[100] These commenters agreed that this information would allow the Commission and other consumers of Form 13F data to identify a Form 13F filer's other regulatory filings and the interrelationships between managers who share investment discretion over 13(f) Securities more easily.[101] One commenter also stated that the requirement to include additional information would not be unduly burdensome for managers.[102] Another commenter, however, opposed this requirement stating that it did not see a need for managers to provide additional identifying information.[103] We are re-proposing these amendments because we continue to believe that it would be useful to the Commission and the public to be able to efficiently identify interrelationships between managers as well as a manager's other regulatory filings. As we stated in the 2020 Form 13F Proposal, we also believe that this information could identify for the public additional sources of market information.[104]

We seek additional comments on the following issues:

20. Should we require managers to provide their CRD number and SEC file number, if any, on Form 13F?

21. Should we require managers to provide the CRD number and SEC file number, if any, of other managers identified in their 13F report?

22. Would this additional identifying information on Form 13F be useful? If so, how? If not, why not?

23. Would disclosing this information be unduly burdensome for 13F filers?

24. Is there any information currently required that is not useful or does not have a beneficial effect for investors, reporting managers, or other users of the data? If so, are there ways we can enhance the reported information? For example, in addition to, or in lieu of, the CUSIP number for each security, should we permit managers to provide other identifiers such as a Financial Instrument Global Identifier (FIGI) for each security?[105] Why or why not? Would permitting voluntary use of an alternate identifier have a beneficial effect for investors, reporting managers, or other users of the data? What would be the costs associated with obtaining CUSIPs for investments? What would be the costs associated with obtaining a FIGI or other identifier for investments? One commenter on the 2020 Form 13F Proposal stated a belief that requiring a security identifier could increase errors in filings.[106] Do commenters agree? If so, are there measures we could take to mitigate such effects?

b. Instructions for Confidential Treatment Requests

We are proposing an amendment to the instructions on Form 13F for 13(f) Confidential Treatment Requests to require managers seeking confidential treatment for information contained in Form 13F to demonstrate that the information is customarily and actually kept private by the manager and that failure to grant the request for confidential treatment would be likely to cause harm to the manager.[107] We are proposing this amendment to conform our instructions to a June 2019 U.S. Supreme Court decision that overturned the standard for determining whether information is ''confidential'' under Exemption 4 of the FOIA on which the current instruction is based.[108]

We proposed a similar amendment in the 2020 Form 13F Proposal.[109] One commenter to the 2020 Form 13F Proposal opposed this amendment, stating its belief that the current standard is appropriate and not inconsistent with the Supreme Court decision.[110] We disagree with the

included in the 2020 Form 13F Proposal. *See* 2020 Form 13F Proposal, *supra* footnote 4.

[98] *See* proposed amendments to proposed Special Instruction 4 of Form 13F. Under the proposal, current Special Instruction 5 would be renumbered to Special Instruction 4 of Form 13F.

[99] *See supra* footnote 59 (noting that a manager can make a Form 13F–NT filing if all the securities for which the manager has investment discretion are reported by another manager). Similarly, if a manager's Form 13F–HR reports the holdings of managers other than the reporting manager, the reporting manager would be required to include the CRD number and SEC file number of those other managers in the ''List of Other Included Managers'' on the cover page. *See* proposed Special Instruction 7 of Form 13F. Under the proposal, current Special Instruction 8 would be renumbered to Special Instruction 7 of Form 13F.

[100] *See* Comment Letter of Bloomberg L.P. on File No. S7–08–20 (Sept. 28, 2020), *available at https://www.sec.gov/comments/s7-08-20/s70820-7843279-223798.pdf* (''Bloomberg 2020 Form 13F Proposal Comment Letter''); Comment Letter of the Alternative Investment Management Association on File No. S7–08–20 (Sept. 29, 2020), *available at https://www.sec.gov/comments/s7-08-20/s70820-7860160-223935.pdf* (''AIMA 2020 Form 13F Proposal Comment Letter''); Comment Letter of Dow Inc. on File No. S7–08–20 (Sept. 11, 2020), *available at https://www.sec.gov/comments/s7-08-20/s70820-7760706-223269.pdf;* Comment Letter of BrilLiquid LLC on File No. S7–08–20 (Sept. 25, 2020), *available at https://www.sec.gov/comments/s7-08-20/s70820-7843321-223785.pdf* (''BrilLiquid 2020 Form 13F Proposal Comment Letter''); Comment Letter of Lumen on File No. S7–08–20 (Sept. 29, 2020), *available at https://www.sec.gov/comments/s7-08-20/s70820-7860205-223943.pdf;* Comment Letter of Wachtell, Lipton, Rosen & Katz on File No. S7–08–20 (Sept. 29, 2020), *available at https://www.sec.gov/comments/s7-08-20/s70820-7860154-223924.pdf* (''Wachtell Lipton 2020 Form 13F Proposal Comment Letter''); Comment Letter of Epsilon Asset Management on File No. S7–08–20 (July 21, 2020), *available at https://www.sec.gov/comments/s7-08-20/s70820-7455216-221027.htm;* Comment Letter of WhaleWisdom on File No. S7–08–20 (Sept. 29, 2020), *available at https://www.sec.gov/comments/s7-08-20/s70820-7860238-223968.pdf* (''WhaleWisdom 2020 Form 13F Proposal Comment Letter''). *See also* 2020 Form 13F Proposal, *supra* footnote 4, at text accompanying n.70.

[101] *Id.*

[102] WhaleWisdom 2020 Form 13F Proposal Comment Letter, *supra* footnote 99.

[103] Comment Letter of the Investment Adviser Association on File No. S7–08–20 (Sept. 29, 2020), at n.11, *available at https://www.sec.gov/comments/s7-08-20/s70820-7859973-223872.pdf* (''IAA 2020 Form 13F Proposal Comment Letter'').

[104] *See* section 13(f)(4) of the Exchange Act [15 U.S.C. 78m(f)(4)] (requiring the Commission to tabulate information contained in Form 13F reports in a manner that would ''maximize the usefulness of the information to other Federal and State authorities and the public''). The ability to identify interrelationships among managers easily could also allow third party vendors that compile Form 13F data to provide more complete information. *See* Edward Pekarek, *Hogging the Hedge? ''Bulldog's'' 13F Theory May Not be So Lucky,* 12 FORDHAM J. CORP. & FIN. LAW 1079 (2007), at n.91 (noting that most academic studies rely on 13F filings compiled quarterly by third party vendors).

[105] The 2020 Form 13F Proposal asked if the Commission should consider omitting Form 13F's requirement to provide a CUSIP number for each security and instead adopt other security identifiers such as the FIGI. Commenter responses to these suggested changes were mixed. *See, e.g.* WhaleWisdom 2020 Form 13F Proposal Comment Letter, *supra* footnote 99; Bloomberg 2020 Form 13F Proposal Comment Letter, *supra* footnote 99 (supporting the adoption of the FIGI in lieu of a CUSIP number); *but see* IAA 2020 Form 13F Proposal Comment Letter, *supra* footnote 102, and BrilLiquid 2020 Form 13F Proposal Comment Letter *supra* footnote 99 (opposing the replacement of the CUSIP number with a different identifier).

[106] IAA 2020 Form 13F Proposal Comment Letter, *supra* footnote 102.

[107] *See* proposed amendments to Instruction 2.d for Confidential Treatment Requests of Form 13F. As is currently required under this instruction, the proposed amendments would continue to require managers to show what use competitors could make of the information and how harm to the Manager could ensue.

[108] 5 U.S.C. 552(b)(4). *See Food Marketing Institute* v. *Argus Leader Media,* 139 S.Ct. 2356 (2019) (''*Food Marketing* v. *Argus Leader*'') (stating that ''[a]t least where commercial or financial information is both customarily and actually treated as private by its owner and provided to the government under an assurance of privacy, the information is 'confidential' within the meaning of Exemption 4'').

[109] *See* 2020 Form 13F Proposal, *supra* footnote 4, at nn.81–83 and accompanying text.

[110] Comment Letter of the Managed Funds Association on File No. S7–08–20 (Sept. 29, 2020), *available at https://www.sec.gov/comments/s7-08-20/s70820-7860189-223951.pdf* (''MFA 2020 Form

Continued

commenter. While we recognize that the facts of the case in the Supreme Court decision did not involve 13(f) Confidential Treatment Requests, section 13(f) requires the Commission to conduct a FOIA analysis as part of its determination of whether to grant such requests as discussed above.[111] Because FOIA Exemption 4 typically is relied on in connection with a request for confidential treatment of commercial information under section 13(f) and the Supreme Court overturned the standard on which the current instruction is based, we believe it is necessary to ensure that the instructions for 13(f) Confidential Treatment Requests are consistent with the Supreme Court's decision.[112] We seek additional comment on the following issues:

25. Does the amendment appropriately reflect the requirements of the FOIA, including the effect of the U.S. Supreme Court's June 24, 2019, decision in *Food Marketing Institute* v. *Argus Leader Media* on the type of information that is required to substantiate confidential treatment in accordance with Exchange Act sections 13(f)(4) and (5) and rule 24b–2 thereunder?

26. Are the proposed amendments sufficiently clear? If we adopted the amendments, would managers know how to comply with the new standard? Would managers require additional guidance on how to comply with the new standard? If so, what additional guidance should we provide?

c. Technical Amendments to Form 13F

In addition to the amendments discussed above, we are re-proposing certain technical amendments to Form 13F that were included in the 2020 Form 13F Proposal designed to account for the change in the required format of Form 13F submissions from the plain-text ASCII format to the structured XML data format in 2013.[113] For example, we are re-proposing amendments to simplify the rounding conventions of Form 13F by requiring all dollar values listed on Form 13F to be rounded to the nearest dollar, rather than to the nearest one thousand dollars as is currently required.[114] Additionally, we are re-proposing amendments to remove the requirement that filers, when reporting dollar values on Form 13F, omit the ''000.'' [115] As a space saving measure, current Form 13F instructs filers to omit the ''000'' and thus, for example, report a security with a value of $5 million as $5,000. As re-proposed, such a filer would report the security's value as $5,000,000. Since column width is no longer an issue with the structured XML data format, we believe that this change will reduce filer mistakes and data inaccuracies.[116] For similar reasons, we also are re-proposing to remove the 80 character limit imposed on the information filers can include on the cover page and the summary page and the 132 character limit on the information table.[117]

Two commenters on the 2020 Form 13F Proposal supported these amendments, noting that they have identified instances of data errors resulting from incorrect application of the Form 13F's rounding conventions.[118] One commenter opposed these amendments, stating that they are not aware of data inaccuracies resulting from current rounding conventions and that the implementation costs associated with these amendments would outweigh any marginal benefit from these changes.[119] Based on staff experience, we have observed instances of data errors resulting from incorrect rounding that justify the implementation costs of the change.[120] As we stated in the 2020 Form 13F Proposal, we continue to believe that these amendments would enhance the accuracy of the data provided on Form 13F and make it easier to understand and use, both for the Commission and for the public. Additionally we are proposing to remove duplicative definitions and streamline certain sections to simplify Form 13F's instructions.[121]

We request comment on our proposed technical amendments, and the following issues:

27. Should we require filers to round all dollar values listed on Form 13F to the nearest dollar and remove the requirement to omit ''000''? Should we, alternatively, maintain the current rounding conventions? Should we adopt some other rounding conventions? Should we no longer permit rounding?

28. Would our proposed technical amendments increase the accuracy of Form 13F data? Specifically, have users of 13F data encountered issues as a result of the current instructions requiring rounding and omission of the last three digits? Have filers encountered costs as a result of the current requirement?

29. Would these proposed technical amendments impose costs or burdens on filers? Please provide estimates of such costs.

30. Are there any other amendments we should make to streamline Form 13F or clarify its instructions? For example, should we amend the instructions for Form 13F to clarify how the form should be completed if a manager no longer has holdings that must be reported on Form 13F, but is required to continue to file Form 13F for the remaining quarters of a calendar year?

C. Compliance Date

We propose to provide a transition period after the effective date of the amendments to give advisers, applicants, and managers sufficient time to modify their procedures to implement the new rule requirements with regard to submitting applications for exemption under the Advisers Act and for filing Form ADV–NR. The proposed transition period would also give an adequate period of time for managers and other service providers to conduct the requisite operational changes to their systems and to establish internal processes to comply with the new electronic filing requirements of 13F Confidential Treatment Requests and implement the other amendments to Form 13F. We are proposing generally a compliance date of 6 months after the amendments' effective date. Based on our experience, we believe

13F Proposal Comment Letter'') (also stating that, if the Commission were to adopt this amendment, the Commission should provide additional guidance to managers on how they can meet the new standard).

[111] Section 13(f)(4) of the Exchange Act [15 U.S.C. 78m(f)(4)]; *see also supra* at text accompanying footnote 66.

[112] *See Food Marketing* v. *Argus Leader, supra* footnote 107 (stating that ''[n]otably lacking from dictionary definitions, early case law, or any other usual source that might shed light on the statute's ordinary meaning is any mention of the 'substantial competitive harm' requirement'').

[113] *See* 2020 Form 13F Proposal, *supra* footnote 4, at nn.74–80 and accompanying text; *see also* EDGAR Filer Manual Release, *supra* footnote 61.

[114] *See* proposed amendments to proposed Special Instruction 8 of Form 13F. Under the proposal, current Special Instruction 9 would be renumbered to Special Instruction 8.

[115] *Id.*

[116] *See* Anne Anderson & Paul Brockman, *An Examination of 13F Filings,* 41 J. FIN. RES. 295, 312–314 (2018) (the authors analyzed the accuracy of Form 13F data and concluded that mistakes in applying Form 13F's rounding guidelines leads to many discrepancies in the reported values on Form 13F).

[117] These character limits are imposed by 17 CFR 232.305 [rule 305 of Regulation S–T].

[118] *See* WhaleWisdom 2020 Form 13F Proposal Comment Letter, *supra* footnote 99; BrilLiquid 2020 Form 13F Proposal Comment Letter, *supra* footnote 99.

[119] *See* IAA 2020 Form 13F Proposal Comment Letter, *supra* footnote 102. The commenter did not provide an estimate of the implementation costs associated with this proposed change.

[120] *Id.*

[121] *See* proposed amendments to General Instruction 3. We are also proposing to delete Special Instruction 2 and renumber the remainder of the Special Instructions accordingly. Additionally, we are proposing to amend newly renumbered Special Instructions 2, 6, 7, and 10 of Form 13F. Finally, we are proposing to streamline the discussion in the Paperwork Reduction Act Section of Form 13F.

that the proposed compliance date would provide an appropriate amount of time for advisers, applicants, and managers to comply with the proposed amendments.

We seek additional comments on the following issues:

31. Is the proposed compliance date appropriate? If not, why not?

32. Is a longer or shorter period necessary for compliance with the proposed amendments? Is a longer or shorter period necessary for compliance with one or more of the particular amendments? If so, which proposed amendments, and what would be an appropriate compliance date?

33. Should we implement a tiered compliance date for each filing based on the size or other characteristics of the filer or, in the case of 13F filers, the amount of 13(f) Securities over which the filer exercises investment discretion? If so, what types or sizes of filers would need a longer compliance period, and how much more time would they need than other filers to comply?

III. Economic Analysis

A. Introduction and Primary Goals of the Proposed Regulations and Form Amendments

The Commission is sensitive to the potential economic effects of the proposed amendments to the rules and form that include, among other things, making mandatory the electronic submission of applications for orders under the Advisers Act and 13(f) Confidential Treatment Requests, and harmonizing the requirements for electronic submission of applications for orders under the Advisers Act and the Investment Company Act (collectively, the ''proposed amendments''). The economic effects include the potential benefits and costs of the proposed amendments, as well as any effects on efficiency, competition, and capital formation.

The Commission is making the proposed amendments to facilitate the efficient submission of applications for orders under the Advisers Act and requests for confidential treatment; to improve the Commission's ability to track and process such filings; to reduce burdens and inefficiencies associated with paper submissions; to allow for quicker dissemination of information to the public; and to modernize the Commission's records management processes.

With respect to the filing of applications for orders under the Advisers Act, the proposed amendments would:

- Require electronic submission of applications for orders under the Advisers Act;
- Designate EDGAR as the filing system for electronic submission;
- Eliminate the requirement to file proposed notices;
- Eliminate the requirement that applications be notarized and certain other technical requirements;
- Make temporary hardship exemptions unavailable for applications for orders under the Advisers Act;
- Designate the Secretary of the Commission as the addressee of any remaining paper submissions under Investment Company Act rules 0–2 and 0–4.

With respect to filing 13(f) Confidential Treatment Requests and Form 13F, the proposed amendments would:

- Require electronic submission of 13(f) Confidential Treatment Requests listing all 13(f) Securities and managers' objection to public disclosure of certain holdings in accordance with the requirements set forth in rule 24b–2 under the Exchange Act;
- Designate EDGAR as the filing system for electronic submissions of 13(f) Confidential Treatment Requests;
- Require that filers include additional identifying information on their Form 13F filings;
- Require all dollar values listed on Form 13F to be rounded to the nearest dollar, remove the requirement that dollar values list on Form 13F omit the ''000,'' and remove character limits on the cover and summary pages of Form 13F.

In addition, we are proposing to require that Form ADV–NR, which is currently filed in paper, be filed electronically through the IARD system. Some of the amendments we are proposing are technical in nature and we do not expect them to have significant economic effects.[122]

We have sought, where possible, to quantify the economic effects of the proposed amendments. However, the effects of the proposed amendments depend on a number of factors, some of which we cannot quantify, such as the value to different market participants of the uses of information contained in the 13(f) Confidential Treatment Requests. Therefore, some of the discussion below is qualitative in nature.

B. Economic Baseline

The economic baseline, from which we measure the proposed amendments' likely economic effects, reflects current regulatory practice as it pertains to potential applicants for orders under the Advisers Act, filers of Form ADV–NR, managers required to file Form 13F. In this section, we describe each of these baseline components.

The proposed amendments with respect to applications for orders under the Advisers Act would affect applicants seeking such orders, applicants who may seek similar orders in the future, clients of applicants, investors in funds managed by applicants, and the Commission. Applicants can include registered investment advisers, exempt reporting advisers, and persons not registered with the Commission, but who meet the definition of investment adviser under the Advisers Act, among others. As of December 31, 2020, there were approximately 13,827 registered investment advisers and 4,804 exempt reporting advisers.[123] In addition, as of December 31, 2020, there were approximately 16,796 state-registered advisers and an unknown number of foreign private advisers, who, while not registered with the Commission, may seek to file applications for orders under the Advisers Act.[124]

In accordance with Advisers Act rules, applicants seeking an order from the Commission under the Advisers Act must submit their applications, as well as a proposed notice, in paper and in quintuplicate, to the Commission's mailroom for stamping and logging.[125] Applications are ultimately routed to the Division's staff to manually upload into the EDGAR system, assign file numbers, and process for internal tracking purposes. Division staff also place the applications (including amendments, notices of applications, and the resulting orders) on the Commission's website.[126] These applications for orders available online

[122] Specifically, we do not believe that the following changes will have significant economic effects as they are likely to result in minimal costs or benefits with respect to the filing of applications for orders under the Advisers Act: (1) Removal of the reference to microfilming; (2) changing the wording related to duplicate original copies of paper applications.

[123] We calculate these estimates using the last Form ADV filing for each adviser in the 15 months prior to January 1, 2020. This allows us to exclude advisers that are technically still registered with the Commission but have not filed a Form ADV for their most recent fiscal year. We use the same approach in calculating statistics for exempt reporting advisers.

[124] Foreign private advisers do not file Form ADV. Therefore, the Commission does not have information on the number of foreign private advisers.

[125] *See* 1985 Release, *supra* footnote 11 (describing Commission internal process for receiving and reviewing Advisers Act applications).

[126] The speed with which items are posted to the Commission's website depends on the availability of staff resources; *see also supra* section II.A.1.

may inform investors' decisions with respect to the selection or retention of investment advisers as well as investment decisions regarding funds managed by these advisers. In addition, applications for orders available online provide potential precedent to be consulted by future applicants. The table below describes the number of initial applications for orders under the Advisers Act and Investment Company Act by year over the last three calendar years as posted on the Commission website.[127] The table shows that initial applications for orders under the Advisers Act are uncommon relative to applications for orders under the Investment Company Act.

TABLE 1

	2017	2018	2019	Total
Advisers Act Initial Applications	4	3	7	14
Investment Company Act Initial Applications	124	97	70	291

We estimate that, under the baseline, the costs of submitting an application for an order under the Advisers Act range from $14,182 to $221,909.[128]

The proposed amendments would affect non-resident general partners and non-resident managing agents of investment advisers, who are currently required to file Form ADV–NR as a paper filing submission, as well as their investment advisers, who currently sign Form ADV–NR.[129] The Commission received 89 Form ADV–NR filings during calendar year 2018, 53 filings during calendar year 2019, and 5 filings during calendar year 2020. We estimate that it currently costs $69 to file Form ADV–NR.[130] These amendments would also affect the Commission to the extent the amendments alter how the Commission receives and processes Form ADV–NR filings.

The proposed amendments with respect to 13(f) Confidential Treatment Requests and Form 13F would affect managers who file Form 13F, the Commission, and users of Form 13F information, including investors and other market participants. The table below describes the number of Form 13F filings and 13(f) Confidential Treatment Requests by calendar year and shows that, over the three year period from 2017–2019, only 0.92% (567/61,404) of Form 13F filings included confidential treatment requests.

TABLE 2

	2017	2018	2019	Total
Form 13F filings	19,184	20,356	21,864	61,404
13(f) Confidential Treatment Requests	186	191	190	567

[127] In order to avoid double counting, we do not include amended applications in our count of the number of initial applications filed each year.

[128] *See infra* note 1 of Table 3.

[129] *See supra* section II.A.4.a.

[130] *See infra* footnote 170.

[131] *See, e.g.,* Gompers, Paul A., and Andrew Metrick, *Institutional Investors and Equity Prices,* 116 Quarterly Journal of Economics 229 (2001); *and* Shi, Zhen, *The Impact of Portfolio Disclosure on Hedge Fund Performance,* 126 Journal of Financial Economics 36, (2017).

Form 13F has provided researchers with additional means to study the impact of institutional investors on securities markets as well as the general value of portfolio disclosures.[131] Members of the public can easily access Form 13F information in a timely manner via the EDGAR system.

Currently, managers who are not requesting confidential treatment submit a single public Form 13F on EDGAR in a custom XML structured data language created specifically for Form 13F. Managers are required to round all dollar values listed on their Form 13F to the nearest one thousand dollars, to omit the corresponding ''000'' in such dollar values, and to limit the length of the information filers include on the form's cover and summary pages to 80 and 132 characters, respectively.

Managers requesting confidential treatment must submit the following documents:[132]

- A public Form 13F, filed electronically on EDGAR in a custom XML data language, that lists the 13(f) Securities for which the Manager is not seeking confidential treatment;
- A concurrent paper 13(f) Confidential Treatment Request that includes: (1) The non-public Form 13F holdings information for all 13(f) Securities for which the Manager requests confidential treatment, and (2) a written request that addresses the section 13(f) confidential treatment requirements and provides sufficient factual support to enable the Commission to make an informed judgment as to the merits of the request. Some managers submitted confidential treatment requests electronically via a secure file transfer service to mitigate delays in receiving paper filings during the events of COVID–19.[133]

We are not able to estimate precisely the aggregate cost of filing 13F Confidential Treatment Requests for two reasons.[134] First, the costs associated with filing a 13(f) Confidential Treatment Request may vary depending on the type of request, the level of complexity involved in providing an appropriate justification for the request, and the number of holdings subject to the request. Second, the costs may also vary depending on the level of a manager's sophistication and resources. For example, some managers may be able to file 13(f) Confidential Treatment Requests in-house, while others may rely heavily on outside counsel to assist them with their requests.

C. Economic Effects

This section discusses the benefits and costs of the proposed amendments, as well as their potential effects on efficiency, competition, and capital formation. Because some of the proposed amendments are technical in nature, they will not have significant economic effects. In addition, where certain benefits or costs of electronic filing apply to multiple proposed amendments, we discuss those benefits or costs together instead of repeating such discussion for each proposed amendment.

1. Benefits

Applications for orders under the Advisers Act, Form ADV–NR, and 13(f) Confidential Treatment Requests are all currently filed with the Commission as paper filings. The most significant effect of the rule will be to require that these filings instead be submitted electronically. Electronic submission would increase the speed and accuracy with which Commission staff receives and initially processes submissions, potentially improving regulatory oversight.[135] The current process surrounding paper submissions is manual in nature, requiring processing by various staff as a filing is received and subsequently routed to the appropriate staff members within the Commission for review. In addition, electronic filings would minimize the risks of delay in staff receiving the information via paper submissions and increase efficiency in the staff review process by reducing staff processing time, increasing quality assurance. Electronic filings are also easier than paper filings for the Commission to maintain in accordance with the Commission's record retention requirements because they are easier to store, easier to access, easier to search, and easier to track.[136] Finally, electronic filings would allow filers to more effectively and efficiently navigate future disruptive events—like COVID–19—when staff and filers are unable to access their physical work facilities to complete, submit and process paper fillings.

Electronic submissions would directly benefit filers of applications for orders under the Advisers Act, Form ADV–NR, and 13(f) Confidential Treatment Requests by reducing printing and delivery costs. To the extent such savings were passed along to investors, investors could benefit indirectly as well. Overall, we expect that such cost reductions and any resulting savings to investors would be minimal.[137]

With respect to applications for orders under the Advisers Act specifically, because electronic submissions would be more quickly available on the Commission's EDGAR system, the public may be able to find and review a filing more quickly by accessing the EDGAR system through the Commission's website or through third-party websites that link to EDGAR. To the extent that applications for orders

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[132] In the 2020 Form 13F Proposal, a commenter stated that complying with the requirements to file a 13(f) Confidential Treatment Request can be particularly time consuming and costly. *See* Comment Letter of the Private Investor Coalition on File No. S7–08–20 (Sept. 3, 2020), *available at https://www.sec.gov/comments/s7-08-20/s70820-7734926-223067.pdf* (''Private Investor Coalition 2020 Form 13F Proposal Comment Letter'').

[133] *See supra* footnote 75.

[134] In 2019, the Commission received a total of 190 13(f) Confidential Treatment Requests (CTR), of which 132 were submitted based on the ''natural person'' exception in 13(f)(4); 41 were submitted based on risk arbitrage; and 17 were based on acquisition, disposition, or other. One commenter (*see supra* footnote 132) claimed that the annual cost of filing quarterly Forms 13F and 13(f) CTR for a typical single family office ranges from $20,000–$40,000. This estimate includes single family office staff time and resources and outside advisers for the CTR filings. Since family offices do not file holdings, the Commission staff presumes that the entire $20,000–$40,000 to be associated with 13(f) CTR costs. Under the assumption that the commenter's claimed CTR costs for family offices are representative of the cost of filing for all filers, the Commission staff estimates the total cost of filing 13(f) CTRs to be $3.8 million–$7.6 million. For the low end of the range, this is calculated as $3.8 million = (132 + 41 + 17) * $20,000. For the high end of the range, this is calculated as $7.6 million = (132 + 41 + 17) * $40,000. This estimate likely understates the aggregate costs of filing 13(f) CTRs because single family offices typically request confidential treatment based on being ''natural persons'', whereas other filers may need to justify their confidential treatment requests for each holding in a given 13(f) CTR. In addition, *see infra* section IV.D for discussion of estimated burdens associated with Form 13F under the Paperwork Reduction Act, which include the cost of filing 13(f) CTRs. Specifically, Table 5 estimates that, under the baseline, the current initial burden is $13,733,909 ($13,080,138 + $435,940 + $217,831) while it is expected to be $19,816,569 under the proposed amendments, implying estimated costs, for PRA purposes, of $6,082,660 = $19,816,569 − $13,733,909 associated with the proposed amendments to Form 13F.

[135] Under the proposed rule, the format requirement for electronic filings on EDGAR would be dictated by the EDGAR Filer Manual, which allows for HTML or ASCII submissions. *See* 2021 EDGAR Filer Manual, *supra* footnote 28, at Sections 2.1 and 5.2. This flexibility should allow filers to choose the format that best suits their needs and minimizes their costs of complying with the rule. The benefits and costs discussed in this Section IV with respect to electronic filings instead of the current paper submissions are those that we would expect to be realized from HTML or ASCII formatted submissions on EDGAR. Both formats are widely used, and neither requires significant special expertise for their preparation, submission, or ingestion. Furthermore, these benefits and costs substantially arise to the same extent regardless of whether the filer chooses the ASCII or HTML format.

[136] *See supra* footnotes 15 and 16 for a discussion of our experience with similar transitions to electronic filings.

[137] *See infra* footnotes 140, 143, and 144.

inform investors' decisions with respect to the selection or retention of investment advisers, investors may be able to make such decisions more expeditiously. In addition, because applicants for orders under the Advisers Act are expected, to the extent possible, to adhere to applicable precedent, applicants and staff rely on recently evaluated applications.[138] The proposed amendments benefit future applicants and the Commission by making such applications more quickly available.

We expect that the proposed amendments regarding applications for orders under the Advisers Act and the Investment Company Act would have several economic benefits specific to both categories of these amendments. First, designating the Secretary of the Commission as the addressee for applications in paper for an order under either act would minimize the risks of delay in staff receiving the application via paper submissions and increase efficiency in the staff review process by reducing staff processing time. Second, applications under both the Investment Company Act and the Advisers Act would be in the same system, so users would only need to learn how to access one system to obtain relevant information related to an exemptive application.

Additionally, the proposed amendments include certain features designed to permit applicants to streamline the application process. The Commission has periodically received applications from parties seeking relief under both the Advisers Act and the Investment Company Act who were unable to file a single application because of the current multiple-system requirements for the differing applications.[139] Thus, the proposed amendments could result in benefits for applicants who are simultaneously applying for orders under both the Advisers Act and the Investment Company Act by allowing them to use a single electronic format and file jointly in a single submission. We expect such savings to be small because, while we do not have precise data on the number of jointly filed applications, staff experience indicates that they are rare relative to independent or non-joint applications. The proposed amendments also make changes to harmonize requirements for submission of applications for orders under the Advisers Act and Investment Company Act, including the elimination of requirements that applications be notarized and that they include proposed notices as exhibits, which would result in direct cost savings for the applicants. As detailed in Section IV, we estimate that the reduction in cost represents approximately 1% of the cost of preparing an application.[140]

We expect that the proposed amendments to rule 13f–1 and Form 13F would have several economic benefits specific to those amendments. First, to the extent that electronic submission of 13(f) Confidential Treatment Requests speeds up the initial process of getting the request to the appropriate Commission staff members, in those instances where a request for confidential treatment is denied, and assuming that there is no petition for review, the corrected holdings information should be publicly available more quickly than if the 13(f) Confidential Treatment Request had been made in paper. This reduction in the length of the *de facto* confidential treatment period of information on Form 13F could benefit users of Form 13F data and enhance investor decision making to the extent that market observers and participants use such data to inform their activities.

Second, the proposed amendments that require each Form 13F and Form 13F–NT filer to provide additional identifying information would allow the Commission and other consumers of Form 13F data to identify a Form 13F filer's other regulatory filings and the interrelationships between managers who share investment discretion over 13(f) Securities more easily. This could identify additional sources of market information for the public that increase their understanding of markets and enhance their ability to make informed investment decisions.[141]

Finally, the proposed technical amendments to Form 13F that eliminate the requirement that dollar values be rounded to the nearest thousand and that the corresponding ''000'' be omitted and remove the character limits on the cover and summary pages of the Form should benefit the Commission and users of Form 13F data by reducing filer mistakes and data inaccuracies.[142]

2. Costs

Requiring electronic submission of applications for orders under the Advisers Act could result in costs to applicants, including those associated with filing a Form ID for the first time in order to obtain the access codes needed to submit an application on the Commission's EDGAR system. As discussed in Section IV below, we expect these costs to be minimal.[143]

Similarly, non-resident general partners and non-resident managing agents of investment advisers, who currently file Form ADV–NR as a paper filing submission, might incur costs associated with switching to filing this form electronically via the IARD system. However, given that these filers are associated with investment advisers that already file Form-ADV through the IARD system, we expect that these costs would be minimal.[144]

The proposed amendments could result in additional costs associated with filing 13(f) Confidential Treatment Requests electronically. However, unlike the case of applications for orders under the Advisers Act where an applicant may have no prior experience with EDGAR and therefore may bear some initial cost, managers, by virtue of the fact that they are already filing Form 13F, are experienced in using the EDGAR system. The proposed amendments would merely change the manner in which a 13(f) Confidential Treatment Request is submitted, should a filer choose to make such a request. While filers are likely to incur some costs associated with the transition to an electronic process for the submission of 13(f) Confidential Treatment Requests, we believe these costs will be offset by the reduction in printing and delivery costs currently associated with paper submissions.[145]

The proposed amendments to Form 13F would also impose costs on managers because they would have to modify their electronic filing processes to, among other things, round dollar values on Form 13F to the nearest dollar, to discontinue omitting the ''000'' for such values, and to remove the character limits on the cover and summary pages.[146] In addition, managers may incur some costs to provide additional identifying information, though we do not believe these costs will be substantial because managers already have this information available. We do not expect the costs associated with these changes to be significant.[147]

[138] *See* 1985 Release, *supra* footnote 11.

[139] For such applications, the applications under the Investment Company Act were made in HTML on EDGAR, and the Advisers Act applications were submitted in paper.

[140] *See infra* footnote 161.

[141] *See supra* footnote 103.

[142] *See supra* footnote 115.

[143] *See infra* footnote 152.

[144] *See infra* section IV.B.1, noting that we estimate that there would be no change to our current internal burden estimate that Form ADV–NR requires an average of one hour to complete.

[145] *See infra* footnote 187.

[146] *See supra* footnote 119.

[147] *See supra* footnote 134.

3. Efficiency, Competition, and Capital Formation

Generally, because most of the proposed amendments simply streamline filing processes, we do not expect these amendments to have a significant effect on efficiency, competition, or capital formation. Nonetheless, in this section, we discuss the effects of the proposed amendments on efficiency, competition, and capital formation.

As discussed above, the proposed amendments regarding applications for orders under the Advisers Act could increase the speed at which the public has access to these applications. To the extent that applications for orders inform investors' decisions with respect to the selection or retention of investment advisers, more timely access to this information could result in more efficient decisions by investors with respect to how they select their investment advisers.

Similarly, as discussed above, the proposed technical amendments to Form 13F requiring that dollar values be rounded to the nearest dollar, that the ''000'' no longer be omitted, and the removal of character limits should increase the accuracy and utility of the information filed on Form 13F. In addition, the requirement that filers include additional identifying information when filing Form 13F should increase the usefulness of the information filed on Form 13F. To the extent the more accurate and useful data available to the public informs investment decisions, the information efficiency of the market may be enhanced.

D. Reasonable Alternatives

In formulating the proposed amendments, we considered several alternatives to the proposed amendments that retain the central requirement that filings that are currently filed on paper be filed electronically, but they differ with respect to how the filings would be made. This section discusses these alternatives.

1. Alternative Filing System for Advisers Act Orders

The proposed amendments would require investment advisers to file applications for orders under the Advisers Act on the Commission's EDGAR system. Alternatively, the Commission could require investment advisers to file applications through some other system. For example, as noted in section III.A.1.a above, advisers who register with the Commission do so through the IARD system rather than EDGAR. Thus, filing through the IARD system would offer the potential benefit of greater applicant familiarity with the filing system.

While we acknowledge that some applicants may be more familiar with the IARD system than EDGAR, we propose to make mandatory electronic submissions of Advisers Act applications on EDGAR for several reasons. First, we believe the cost to advisers would be relatively low because we are proposing to assess no filing fees associated with these submissions through EDGAR. Many advisers also likely have experience submitting electronic filings via EDGAR because their managers may already be required to submit Form 13F via EDGAR, reducing the costs associated with setting up systems and processes to comply with the amendments. Second, filing in EDGAR would allow for applications under the Investment Company Act and the Advisers Act to be filed jointly, reducing filing cost.

2. Alternative Filing System for 13(f) Confidential Treatment Requests

The proposed amendments would require managers to file 13(f) Confidential Treatment Requests on the Commission's EDGAR system. Alternatively, the Commission could require that confidential treatment requests be submitted electronically via a secure file transfer service. Some managers were able to use such a service to submit their confidential treatment requests to mitigate delays in receiving paper filings during the events of COVID–19.[148]

Requiring submission via a secure file transfer service would have the benefit that some managers may already be familiar with the process of submitting filings using such a system based on their experience over the last year. However, in light of the fact that all managers are already familiar with the process of making filings on EDGAR, we believe it would be less burdensome for managers to make 13(f) Confidential Treatment Request filings on EDGAR as well.[149] Additionally, because 13(f) Confidential Treatment Requests would be viewable on the same system as a manager's public Form 13F filing, the Commission would be able to review all of a manager's holdings efficiently.[150]

3. Single Form 13F Filing With Electronic Attachment

Rather than requiring managers to file 13(f) Confidential Treatment Requests electronically via EDGAR, we considered modifying existing Form 13F in such a way that filers would list all reportable 13(f) Securities on the form but indicate for which securities, if any, they were seeking confidential treatment. Filers would indicate that they were seeking confidential treatment for particular securities by checking a box associated with a security and also indicating the length of time for which they were seeking confidential treatment. Securities for which the filer checked the box would not be visible to public users of the EDGAR system. Filers requesting confidential treatment would still be required to attach a confidential electronic document in which they would indicate the type of confidential request and provide factual support to enable the Commission to make an informed judgment as to the merits of the request.

This alternative of a single Form 13F filing offers the benefit of slightly reducing the burden on the filer from filing multiple lists of securities to filing a single list and potentially decreasing the time between when a 13(f) Confidential Treatment Request is denied or expires and the time when an amended Form 13F is filed publicly. However, we believe that this approach would significantly increase the risk of confidential information inadvertently being made public, including by filers who complete the single form incorrectly.

E. Request for Comment

The Commission requests feedback on any aspect of the above economic analysis, including our description of the current economic baseline, the potential costs and benefits of the proposed amendments, their effect on efficiency, competition, and capital formation, and any reasonable alternatives we should consider. In addition, we request comment on the following aspect of the proposal:

34. Would filers, investors, or other members of the public realize any benefits if we required that applications for orders under the Advisers Act be submitted in a structured data language, such as a custom XML-based data language, rather than in ASCII or HTML? Please explain why or why not. If so, are there certain data fields in particular that would provide such benefits to filers, investors, and other interested parties if submitted in a

[148] *See supra* footnote 132.

[149] *See supra* footnote 84.

[150] *See supra* text following footnote 82.

structured data language? What costs would these parties incur if we required such applications to be submitted using a structured data language?

IV. Paperwork Reduction Act

The proposed rule and form amendments contain ''collections of information'' within the meaning of the Paperwork Reduction Act of 1995 (''PRA'').[151] We are submitting the proposed collections of information to the Office of Management and Budget (''OMB'') for review in accordance with 44 U.S.C. 3507(d) and 5 CFR 1320.11. The titles for the collections of information we are proposing to amend are: (i) ''Rule 0–4 under the Investment Advisers Act of 1940, General Requirements of Papers and Applications'' (OMB Control No. 3235–0633); (ii) ''Form 13F, Report of Institutional Investment Managers (pursuant to sec. 13(f) of the Securities Exchange of 1934)'' (OMB Control No. 3235–0006); and, (iii) ''Rule 0–2 and Form ADV–NR under the Investment Advisers Act of 1940'' (OMB Control No. 3235–0240). We are not proposing to amend the collections of information entitled (i) ''Form ID'' (OMB Control No. 3235–0328),[152] or (ii) ''Form ADV'' (OMB Control No. 3235–0049). 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 OMB control number.

A. Amendments to Rule 0–4

Rule 0–4 under the Advisers Act prescribes general instructions for filing papers and applications under the Advisers Act with the Commission. The proposed amendments to rule 0–4 would require that every application for an order under any provision of the Advisers Act, for which a form with instructions is not specifically prescribed, and every amendment to such application be electronically filed pursuant to Regulation S–T.[153] The proposed amendments to rule 0–4 would eliminate the requirements to have verifications of applications and statements of facts made in connection with applications notarized[154] and would eliminate the requirement that applications include proposed notices as exhibits to applications.[155] In addition, the proposed amendments to rule 0–4 would specify that paper submissions should be addressed to the Secretary of the Commission,[156] remove the reference to microfilming[157] and clarify the wording related to duplicate original copies of paper applications.[158]

Respondents to the collection of information are applying for orders of the Commission exempting them from one or more provisions of the Advisers Act. The requirements of rule 0–4 are designed to provide Commission staff with the necessary information to assess whether granting the orders of exemption is necessary and appropriate, in the public interest and consistent with the protection of investors and the intended purposes of the Act. This collection of information is necessary in order to obtain or retain benefits. Responses will not be kept confidential.

Applicants for orders under the Advisers Act file applications as they deem necessary. Applicants can include registered investment advisers, affiliated persons of registered investment advisers and entities seeking to avoid investment adviser status, among others. The Commission estimates that it receives seven initial applications per year submitted under rule 0–4 of the Advisers Act.[159] Although some applications are submitted on behalf of multiple applicants, these applicants in the vast majority of cases are related entities and are treated as a single respondent for purposes of this analysis.

1. Burden Estimate for Rule 0–4

Most of the work of preparing an application is performed by outside counsel and, therefore, imposes no internal hourly burden on the respondents.[160] We do not believe that our proposed amendments would change the burden on applicants. Likewise, we do not believe that our proposed amendments would change the number of such applications that are filed annually. Therefore, because there will continue to be no internal hourly burden we believe that the current initial and annual hour burdens for such applications remain appropriate.

We are, however, proposing to decrease the external costs associated with the existing collection of information for rule 0–4 to reflect the proposed amendments.[161] The proposed amendments would eliminate the requirement to notarize applications. The notary service is typically provided by a secretary or similar administrative employee of the applicant or the outside counsel preparing the application and represents a negligible hour or cost burden to the applicant, so elimination of the notarization requirement would reduce the cost burden only a small amount. However, we believe that these cost savings would be offset by the costs associated with transitioning to an electronic submission process, such as updating policies and procedures, recordkeeping methods and time spent learning to use the IARD system. The proposed amendments would require that paper submissions under rule 0–4 be addressed to the Secretary of the Commission, remove the reference to microfilming[162] and clarify the wording related to duplicate original copies of paper applications. These amendments decrease the applicant's cost burden. However, we believe that these cost savings would also be offset by the time and costs associated with transitioning to an electronic submission process. The proposed amendments would also eliminate the requirement that applicants include proposed notices as exhibits to applications. A proposed notice is a summary of the statements in the application. Based on staff experience, we believe that preparation of the proposed notice by outside counsel represents approximately 1% of the cost of preparing an application.[163] We estimate that the total reduction in

[151] 44 U.S.C. 3501 through 3521.

[152] The Commission estimates that each year only one applicant for an order under any provision of the Advisers Act would need to file a Form ID with the Commission in order to gain access to EDGAR. Form ID is used to request the assignment of access codes to file on EDGAR. Any applicant that has made at least one filing with the Commission via EDGAR since 2002 has been entered into the EDGAR system by the Commission and would not need to file Form ID in order to file electronically on EDGAR. However, applicants that have never made a filing with the Commission via EDGAR would need to file Form ID. We estimate that only one applicant for an order under any provision of the Advisers Act would need to file a Form ID with the Commission each year in order to gain access to EDGAR. Thus, we believe that the proposed amendments would not impose substantive new burdens on the overall population of respondents or affect the current overall cost estimates for Form ID. Therefore, we believe that the current burden and cost estimates for Form ID remain appropriate. Accordingly, we are not revising the current burden or cost estimates for Form ID.

[153] Proposed rule 0–4(b).

[154] *See* rule 0–4(d) [17 CFR 275.0–4(d)].

[155] *See* rule 0–4(g) [17 CFR 275.0–4(g)].

[156] Proposed rule 0–4(a).

[157] Proposed rule 0–4(b).

[158] Proposed rule 0–4(i).

[159] *See e.g.,* 17 CFR 275.206(4)–5(e) (providing that the Commission may, upon application, exempt an adviser from certain of the rule's restrictions, and providing a non-exclusive list of factors the Commission will consider when evaluating these applications).

[160] Nevertheless, the Commission continues to estimate one burden annual hour for administrative purposes. *See* Supporting Statement for ''Rule 0–4 under the Investment Advisers Act of 1940, General Requirements of Papers and Applications'' (OMB Control No. 3235–0633).

[161] We most recently estimated the annual cost burden to applicants of filing all applications to be $392,500.

[162] Proposed rule 0–4(b).

[163] *See* 2008 IC Applications Release, *supra* footnote 15.

the external costs would be approximately $4,091.[164]

Table 3 below summarizes the proposed cost burden estimates to applicants applying for exemptive relief under proposed rule 0–4.

TABLE 3

	Types of applications	Current external cost burden per filing [1]	Estimated reduction in external cost [2]	Estimated external cost burden per filing		Number of applications [3]	Estimated external cost burden per filing type
Adviser Act Exemptive Applications.	Well Precedented Applications.	[4] $14,182	$(141)	$14,041	x	3	$42,123
	Medium Complexity Applications.	48,282	(483)	47,799		3	143,397
	High Complexity Applications.	221,909	(2,219)	219,690		1	219,690
				Total estimated annual external cost burden for Advisers Act Applications			405,210

Notes:

[1] Based on conversations with applicants and attorneys, the cost for applications ranges from approximately $14,182 for preparing a well-precedented, routine (or otherwise less involved) application, $48,282 for preparing medium complex applications and approximately $221,909 to prepare a complex or novel application.

[2] We estimate that preparation of the proposed notice by outside counsel represents approximately 1% of the cost of preparing an application.

[3] We estimate that the Commission annually receives three of the well-precedented applications, three applications of medium complexity, and one high complexity applications.

[4] The cost outside counsel charges applicants depends on the complexity of the issues covered by the application and the time required. Based on conversations with applicants and attorneys, the cost for applications ranges from approximately $14,182 for preparing a well-precedented, routine (or otherwise less involved) application to approximately $221,909 to prepare a complex or novel application. $48,282 is the median between $14,182 and $221,909. Supporting Statement for ''Rule 0–4 under the Investment Advisers Act of 1940, General Requirements of Papers and Applications'' (OMB Control No. 3235–0633). We have adjusted these numbers to reflect changes in prices from the 2019 estimates based on the U.S. Bureau of Labor Statistic's CPI Inflation calculator. We estimate that the Commission receives one of the most time-consuming applications annually, three applications of medium complexity, and three of the least complex applications subject to rule 0–4. There are no ongoing expenses.

B. Amendment to Form ADV–NR

Rule 0–2 under the Advisers Act establishes procedures by which a person may serve process, pleadings, or other papers on a non-resident investment adviser, or on a non-resident general partner or non-resident managing agent of an investment adviser.[165] Under Rule 0–2, persons who wish to serve the above-referenced parties may do so by furnishing the Commission with one copy of the papers that are to be served along with one copy for each named party.[166] The Secretary will promptly forward a copy to each named party by registered or certified mail. If the Secretary certifies that the rule was followed, the certification constitutes evidence of service of process under Rule 0–2. Form ADV–NR is required to be submitted by an investment adviser's non-resident general partner and non-resident managing agent in connection with the adviser's initial Form ADV submission or within 30 days of becoming a non-resident after the investment adviser submits its initial Form ADV.[167] The proposed amendments would require an investment adviser's non-resident general partners and non-resident managing agents to file Form ADV–NR electronically through IARD.[168] As part of the proposed amendments, the IARD would be modified to permit non-resident general partners and non-resident managing agents to meet this filing requirement electronically without the need for specialized software or hardware. In addition, IARD would not charge a separate fee for filing the Form ADV–NR or accessing the filing system apart from what IARD charges for filing Form ADV.

The respondents to this information collection would be each non-resident general partner or non-resident managing agent of an SEC-registered investment adviser and each non-resident general partner or non-resident managing agent of an exempt reporting adviser. This collection of information is mandatory. Responses are not kept confidential. The collection of information is necessary to provide appropriate consent to permit the Commission and other parties to bring actions against non-resident partners and managing agents for violations of the federal securities laws and to enable the commencement of legal and/or regulatory actions against investment advisers that are doing business in the United States, but are not residents.

1. Burden Estimate for Form ADV–NR

[164] The total external cost reduction of 1% would amount to $4,091 given the estimated distribution of all applications: ($141 × 3) + ($483 × 3) + ($2,219 × 1) = $4,091. *See* Table 3.

[165] 17 CFR 275.0–2.

[166] 17 CFR 275.0–2.

[167] 17 CFR 279.4, 17 CFR 297.1.

[168] *See* proposed Form ADV–NR.

We estimate that proposed changes to the filing of ADV–NR would require an average of one hour to complete, the same as our current internal burden estimate. The currently approved collection of information burden in Form ADV–NR is 53 hours, which is based on our prior estimate of 53 annual responses at 1 hour per response. During 2018 to 2020 period, a total of 147 registered investment advisers and exempt reporting advisers filed reports with the Commission that included a Form ADV–NR, for an average of 49 filed reports per year.[169] Accordingly, we estimate that, based on the change in the estimate of number of filers of Form ADV–NR, the annual aggregate information collection burden for Form ADV–NR will be 49 hours, a decrease of 4 hours under the currently approved burden of 53 hours.

An adviser would likely use a combination of compliance clerks and general clerks to complete Form ADV–NR and file it with the Commission through IARD. The Commission staff estimates the hourly wage for compliance clerks to be $71 per hour, including benefits,[170] and the hourly wage for general clerks to be $63 per hour, including benefits.[171] For each burden hour, compliance clerks would perform an estimated 0.75 hours, and general clerks also would perform an estimated 0.25 hours. The total cost per response therefore would be an estimated $69,[172] for a total burden cost of $3,381.[173]

TABLE 4—SUMMARY OF THE AGGREGATE ANNUAL NUMBER OF INVESTMENT ADVISERS, TIME BURDEN, AND MONETIZED TIME BURDEN

Description	Requested	Previously approved	Change
Number of registered investment advisers and exempt reporting advisers who filed Form ADV–NR	49	53	(4)
Time burden (hours)	49	53	(4)
Monetized Time Burden (Dollars) [1]	$3,381	$3,657	$(276)

Note:
[1] *See supra* footnotes 173–176 and accompanying text.

C. Form ADV and Rule 203–1

Form ADV is the investment adviser registration form and exempt reporting adviser reporting form filed electronically with the Commission pursuant to rules 203–1 (17 CFR 275.203–1), 204–1 (17 CFR 275.204–1) and 204–4 (17 CFR 275.204–4) under the Advisers Act by advisers registered with the Commission or applying for registration with the Commission or by exempt reporting advisers filing reports with the Commission. Rule 203–1 under the Advisers Act requires every person applying for investment adviser registration with the Commission to file Form ADV.[174] The paperwork burdens associated with rules 203–1, 204–1, and 204–4 are included in the approved annual burden associated with Form ADV and thus do not entail separate collections of information. These collections of information are found at 17 CFR 275.203–1, 275.204–1, 275.204–4 and 279.1 (Form ADV itself) and are mandatory. Responses are not kept confidential.

We are proposing to amend the instructions to Form ADV and rule 203–1 to require an investment adviser's non-resident general partner and non-resident managing agents to file Form ADV–NR electronically through IARD. As discussed above, the collection of information is necessary for us to obtain appropriate consent to permit the Commission and other parties to bring actions against non-resident partners and agents for violations of the federal securities laws and to enable the commencement of legal and/or regulatory actions against investment advisers that are doing business in the United States, but are not residents.[175]

We do not believe that the proposed amendments to Form ADV or rule 203–1 would change the burden on investment advisers' application for registration with the Commission. Likewise, we do not believe that our proposed amendments would change the number of such registrations that are filed annually. Therefore, we believe that the current burden and cost estimates for Form ADV remain appropriate. Accordingly, we are not revising the current burden or cost estimates for Form ADV.

[169] The number of Form ADV–NRs filed between 2018 and 2020 were as follows: 2020, 5 filings; 2019, 53 filings; and, 2018, 89 filings. Three year average: (5 + 53 + 89)/3 = 49.

[170] Data from the SIFMA *Office Salaries in the Securities Industry 2013* report, modified by Commission staff to account for a 1,800-hour work-year and inflation, and multiplied by 2.93 to account for bonuses, firm size, employee benefits and overhead, suggest that the cost for a compliance clerk is approximately $71 per hour.

[171] Data from the SIFMA *Office Salaries in the Securities Industry 2013* report, modified by Commission staff to account for a 1,800-hour work-year and inflation, and multiplied by 2.93 to account for bonuses, firm size, employee benefits and overhead, suggest that the cost for a general clerk is approximately $63 per hour.

[172] (0.75 hours per compliance clerk × $71) + (0.25 hours per general clerk × $63) = $69.

[173] $69 per adviser × 49 advisers = $3,381.

[174] Rule 204–4 under the Advisers Act requires certain investment advisers exempt from registration with the Commission (''exempt reporting advisers'') to file reports with the Commission by completing a limited number of items on Form ADV. Rule 204–1 under the Advisers Act requires each registered and exempt reporting adviser to file amendments to Form ADV at least annually, and requires advisers to submit electronic filings through IARD.

[175] *See* section IV.B.

D. Amendments to Form 13F

In our most recent PRA submission for Form 13F, we estimated a total hour burden of 472,521.6 hours, with an internal cost burden of $31,186,425.60, and with no annual external cost burden.[176] In the 2020 Form 13F Proposal, the Commission expressed its belief that these estimates do not appropriately reflect the information collection costs associated with Form 13F.[177] The Commission also noted that the current burden estimates assume that the same number of hours and costs are necessary to prepare and file Form 13F–HR and the abbreviated Form 13F–NT filings, even though reports on Form 13F–HR would involve greater burdens.[178] This results in a current overestimation of the costs associated with filing Form 13F–NT. Therefore, the Commission proposed to revise the current PRA burdens associated with filing Form 13F and requested comment on whether the revised estimates accurately reflected the PRA burdens associated with filing Form 13F.[179]

Commenters generally disagreed with our proposed estimates and stated that we over-estimated the costs associated with complying with the Form 13F filing obligations.[180] Commenters stated that the advances in technology have made the process of completing and filing Form 13F highly automated, reducing the time and external costs to managers in complying with this requirement.[181] One commenter disagreed with our assumption that a compliance attorney would need to be involved with the determination of whether a manager meets the filing threshold for Form 13F.[182] However, another commenter stated that complying with the requirements to file a 13(f) Confidential Treatment Request can be particularly time consuming and costly.[183]

We have considered the comments we received on our proposed estimates and are revising the current PRA burdens associated with filing Form 13F to incorporate the feedback we received from commenters.[184] While we continue to believe that professionals beyond a compliance clerk are involved in complying with Form 13F, we agree with commenters that advances in technology over time have significantly decreased the number of hours managers spend to satisfy their compliance obligations. Additionally, we agree with commenters that using a blended rate for all the professionals involved may overestimate the costs of the time spent on complying with Form 13F.[185] After considering the comments, we also believe that the Commission's proposed revisions to the external costs associated with complying with Form 13F as well as the revisions to the PRA burdens associated with Form 13F amendments that were included in the 2020 Form 13F Proposal are appropriate. Therefore, the table below summarizes our adjustments to the current PRA estimates of complying with Form 13F based on commenter feedback as well as the initial and ongoing annual burden estimates associated with amendments to Form 13F related to the requirements for managers to provide additional identifying information and the technical amendments to Form 13F discussed above.[186] We believe that our proposed amendments to the process for filing 13(f) Confidential Treatment Requests would not change the burden of filing Form 13F Reports with the Commission.[187]

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[176] This estimate is based on the last time the rule's information collection was submitted for PRA renewal in 2018.

[177] *See* 2020 Form 13F Proposal, *supra* footnote 4 (explaining that the current burden estimates for Form 13F assume that all of the functions are carried out by a compliance clerk, whereas we understand that additional professionals are typically involved. The current burden estimates also do not include external costs for third-party vendors, which we understand many managers use in connection with their filings on Form 13F, or external legal counsel, who may provide advice in connection with the form's reporting requirements or actual or potential 13F Confidential Treatment Requests).

[178] *See supra* footnote 98 (explaining the difference between Form 13F–HR and Form 13F–NT).

[179] The Commission did not revise the burden hours previously estimated for Form 13F compliance. Rather, the Commission revised the internal time costs associated with complying with Form 13F by assuming that a compliance attorney and senior programmer, in addition to a compliance clerk, would be involved in completing and filing Form 13F and its related amendments and requests for confidential treatment.

[180] *See e.g.,* Comment Letter of Mack-Cali Realty Corporation on File No. S7–08–20 (Nov. 19, 2020), *available at https://www.sec.gov/comments/s7-08-20/s70820-8032834-225591.pdf;* Comment Letter of Becker/Glynn on File No. S7–08–20 (Aug. 19, 2020), *available at https://www.sec.gov/comments/s7-08-20/s70820-7669323-222569.pdf;* Comment Letter of the CFA Institute on File No. S7–08–20 (Oct. 1, 2020), *available at https://www.sec.gov/comments/s7-08-20/s70820-7864226-224033.pdf;* Comment Letter of ConocoPhillips on File No. S7–08–20 (Sept. 29, 2020), *available at https://www.sec.gov/comments/s7-08-20/s70820-7860025-223864.pdf;* Comment Letter of the Consumer Federation of America on File No. S7–08–20 (Sept. 16, 2020), *available at https://www.sec.gov/comments/s7-08-20/s70820-7777971-223451.pdf;* MFA 2020 Form 13F Proposal Comment Letter, *supra* footnote 120; Comment Letter of Sun Communities Inc. on File No. S7–08–20 (Sept. 21, 2020), *available at https://www.sec.gov/comments/s7-08-20/s70820-7797961-223610.pdf;* Comment Letter of MarketCounsel Consulting, LLC on File No. S7–08–20 (Sept. 29, 2020), *available at https://www.sec.gov/comments/s7-08-20/s70820-7860014-223889.pdf* (recommending that the Commission review its estimates through engaging with various managers who may have different cost structures); Wachtell Lipton 2020 Form 13F Proposal Comment Letter, *supra* footnote 110; WhaleWisdom 2020 Form 13F Proposal Comment Letter, *supra* footnote 99.

[181] *Id; see also* Comment Letter of The Security Traders Association of New York, Inc. on File No. S7–08–20 (Sept. 29, 2020), *available at https://www.sec.gov/comments/s7-08-20/s70820-7860080-223918.pdf* (also stating that the Commission's estimated hourly costs of filing likely overestimates costs of reporting by using standard and equal estimate of compliance, attorney, and coding time); Comment Letter of ACN Solutions LLC on File No. S7–08–20 (Sept. 10, 2020), *available at https://www.sec.gov/comments/s7-08-20/s70820-7757531-223233.pdf* (''ACN 2020 Form 13F Proposal Comment Letter'') (stating that the Commission's estimates overstate the burdens of Form 13F on firms and estimating that managers incur $500 in external costs annually); Comment Letter of Global Endowment Management, LP on File No. S7–08–20 (Sept. 29, 2020), *available at https://www.sec.gov/comments/s7-08-20/s70820-7859976-223853.pdf* (estimating that the commenter spends 2 hours of internal time and $125 of external service provider expense each quarter); *see also* AIMA 2020 Form 13F Proposal Comment Letter, *supra* footnote 99 (also noting that the Commission did not take into account other external costs of complying with Form 13F, such as the licensing fees charges for the use of CUSIP numbers).

[182] ACN 2020 Form 13F Proposal Comment Letter, *supra* footnote 180.

[183] *See* Private Investor Coalition 2020 Form 13F Proposal Comment Letter, *supra* footnote 132 (stating that, in addition to the costs of the Form 13F, managers entitled to confidential treatment bear the burdens of preparing a 13(f) Confidential Treatment Request, including the associated expenses of engaging an attorney or other service to file a paper copy of the 13(f) Confidential Treatment Request with the Commission each quarter).

[184] We are proposing to revise the current burden estimates for Form 13F–HR and Form 13F–NT.

[185] In particular, while a compliance attorney may be involved in determining whether a manager can, or should, file a 13(f) Confidential Treatment Request for each Form 13F filing, it is unlikely that a compliance attorney will spend the same amount of time as other professionals tasked with making the Form 13F filing itself, such as a senior programmer and compliance clerk.

[186] *See supra* section II.B.2.

[187] We believe that our proposed amendments to the process for filing 13(f) Confidential Treatment Requests would reduce printing and delivery expenses that managers incur to comply with Form 13F. However, we believe that these savings would be offset by the costs associated with transitioning to an electronic submission process for 13(f) Confidential Treatment Requests. Therefore, for PRA purposes, we do not believe that these proposed amendments would change the burdens associated with complying with Form 13F. We likewise do not believe that our proposed amendments would change the number of Form 13F Reports or Form 13(f) Confidential Treatment Requests that are filed annually.

Table 5: Form 13F PRA Estimates

	Initial hours	Annual hours		Wage rate	Internal time cost	External costs[1]
REVISIONS TO CURRENT PRA BURDEN ESTIMATES						
Revised Burdens for 13F-HR Filings						
Current estimated annual burden of Form 13F-HR per filer		80.8 hours	x	$66[2]	$5,332.80	
Revised current annual estimated burden per filer		10 hours[3]	x	$202.50 (blended rate for senior programmer and compliance clerk)[4]	$2,025	$789[6]
		1 hour[3]		$368 (compliance attorney rate)[5]	$368	
Total revised estimates burden per filer		11 hours			$2,393	$789
Number of filers		5,466 filers[7]			5,466 filers	5,466 filers
Revised current annual burden of Form 13F-HR filings		60,126 hours			$13,080,138	$4,312,674
Revised Burdens for 13F-NT Filings						
Current estimated annual burden of Form 13F-NT		80.8 hours				
Revised current annual burden of Form 13F-NT per filer		4 hours	x	$71 (wage rate for compliance clerk)	$284	$300
Number of filers		1,535 filers[8]			1,535 filers	1,535 filers
		6,140 hours			$435,940	$460,500
Revised Burdens for Form 13F Amendment Filings						
Current estimated burden per amendment filing		4 hours		$66.00	$264	
Revised current estimated burden per amendment		3.5 hours[9]	x	$202.50 (blended rate for senior programmer and compliance clerk)	$708.75	$300
		0.5 hour[9]		$368 (compliance attorney rate)	$184	
Total revised estimated burden per amendment		4 hours			$892.75	$300
Number of amendments		244 amendments[10]			244 amendments	244 amendments
Revised current annual estimated burden of all amendments		976 hours			$217,831	$73,200
PROPOSED AMENDMENTS TO FORM 13F[11]						
Estimated Form 13F-HR Burdens						
Proposed Amendments to Form 13F-HR per filer (additional identifying information and technical amendments)	9 hours	3.5 hours[12]	x	$202.50 (blended rate for senior programmer and compliance clerk)[13]	$708.75	$0
	2 hours	0.67 hours[12]	x	$368 (compliance	$246.56	

				attorney rate)[13]		
Total burden of proposed amendments to Form 13F-HR per filer		4.17			$955.31	
New annual estimated Form 13F-HR burden per filer		15.17 hours			$3,348.31	$789
Number of annual filers		x 5,466 filers			× 5,466 filers	×5,466 filers
Total new annual burden		82,919.2 hours			$18,301,862.5	$4,312,674
Estimated Form 13F-NT Burdens						
Proposed Amendments to Form 13F-NT (additional identifying information)	5 hours	2.17 hours[12]	x	$202.50 (blended rate for senior programmer and compliance clerk)[14]	$439.43	$0
	1 hour	0.33 hours[12]		$368 (compliance attorney rate)[14]	$121.44	
Total burden of proposed amendments to Form 13F-NT		2.5 hours			$560.87	
New annual estimated Form 13F-NT burden per filer		6.5 hours			$844.87	$300
Number of annual filers		1,535 filers			1,535 filers	1,535 filers
Total new annual burden		9,977.5 hours			$1,296,875.45	$460,500
TOTAL ESTIMATED FORM 13F BURDEN						
Currently approved burden estimates	472,521.6 hours				$31,186,425.60	$0
Revised current burden estimates	67,242 hours				$13,733,909	$4,846,374
Burden estimates under the proposal	93,872.7 hours				$19,816,569	$4,846,374

Notes:

1. The external costs of complying with Form 13F can vary among filers. Some filers use third-party vendors for a range of services in connection with filing reports on Form 13F, while other filers use vendors for more limited purposes such as providing more user-friendly versions of the list of section 13(f) Securities. For purposes of the PRA, we estimate that each filer will spend an average of $300 on vendor services each year in connection with the filer's four quarterly reports on Form 13F-HR or Form 13F-NT, as applicable, in addition to the estimated vendor costs associated with any amendments. In addition, some filers engage outside legal services in connection with the preparation of requests for confidential treatment or analyses regarding possible requests, or in connection with the form's disclosure requirements. For purposes of the PRA, we estimate that each manager filing reports on Form 13F-HR will incur $489 for one hour of outside legal services each year.
2. $66 was the estimated wage rate for a compliance clerk in 2018.
3. The estimate reduces the total burden hours associated with complying with the reporting requirements of Form 13F-HR from 80.8 to 11 hours. We believe that this reduction adequately reflects the reduction in the time managers spend complying with Form 13F-HR as a result of advances in technology that have occurred since Form 13F was adopted. The revised estimate also assumes that an in-house compliance attorney would spend 1 hour annually on the preparation of the filing, as well as determining whether a 13(f) Confidential Treatment Request should be filed. The remaining 10 hours would be divided equally between a senior programmer and compliance clerk.
4. The $202.50 wage rate reflects current estimates of the blended hourly rate for an in-house senior programmer ($334) and in-house compliance clerk (S71). $202.50 is based on the following calculation: ($334–$71) / 2 = S202.50. The $334 per hour figure for a senior programmer is based on salary information for the securities industry compiled by the Securities Industry and Financial Markets Association's Office Salaries in the Securities Industry 2013 ("SIFMA Report"), modified by Commission staff to account for an 1800-hour work-year and inflation, and multiplied by 5.35 to account for bonuses, firm size, employee benefits and overhead. The $71 per hour figure for a compliance clerk is based on salary information from the SIFMA Report, modified by Commission staff to account for an 1800-hour work-year and inflation, and multiplied by 2.93 to account for bonuses, firm size, employee benefits and overhead.
5. The $368 per hour figure for a compliance attorney is based on salary information for the securities industry compiled by the Securities Industry and Financial Markets Association's Office Salaries in the Securities Industry 2013 ("SIFMA Report"), modified by Commission staff to account for an 1800-hour work-year and inflation, and multiplied by 5.35 to account for bonuses, firm size, employee benefits and overhead.
6. $789 includes an estimated $300 paid to a third-party vendor in connection with the Form 13F-HR filing as well as an estimated $489 for one hour of outside legal services. We estimate that Form 13F-HR filers will require some level of external legal counsel in connection with these filings.
7. This estimate is based on the number of 13F-HR filers as of December 2019.
8. This estimate is based on the number of Form 13F-NT filers as of December 2019.
9. The revised assumes that an in-house compliance attorney would spend 0.5 hours annually on the preparation of the filing amendment, as well as determining whether a 13(f) Confidential Treatment Request should be filed. The remaining 3.5 hours would be divided equally between a senior programmer and compliance clerk.
10. This estimate is based on the number of Form 13F amendments filed as of December 2019.
11. We do not believe that the proposed amendments to Form 13F would change the PRA burdens associated with filing amendments to Form 13F.
12. Includes initial burden estimates annualized over a three-year period, plus 0.5 hours of ongoing annual burden hours for a senior programmer and compliance clerk. The estimates assume that a compliance attorney would only be involved in the initial implementation of the amendments.
13. These PRA estimates assume that the same types of professionals would be involved in satisfying the proposed amendments that we believe otherwise would be involved in preparing and filing reports on Form 13F-HR.
14. These PRA estimates assume that the same types of professionals would be involved in satisfying the proposed amendments that we believe otherwise would be involved in preparing and filing reports on Form 13F-NT.

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E. Request for Comments

We request comment on whether our estimates for burden hours and external costs as described above are reasonable. Pursuant to 44 U.S.C. 3506(c)(2)(B), the Commission solicits comments in order to: (1) Evaluate whether the proposed collection of information is necessary for the proper performance of the functions of the Commission, including whether the information will have practical utility; (2) evaluate the accuracy of the Commission's estimate of the burden of the proposed collection

of information; (3) determine whether there are ways to enhance the quality, utility, and clarity of the information to be collected; and (4) determine whether there are ways to minimize the burden of the collection of information on those who are to respond, including through the use of automated collection techniques or other forms of information technology.

Persons wishing to submit comments on the collection of information requirements of the proposed amendments should direct them to the OMB Desk Officer for the Securities and Exchange Commission, *MBX.OMB.OIRA.SEC_desk_officer@omb.eop.gov,* and should send a copy to Secretary, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549–1090, with reference to File No. S7–15–21. OMB is required to make a decision concerning the collections of information between 30 and 60 days after publication of this release; therefore a comment to OMB is best assured of having its full effect if OMB receives it within 30 days after publication of this release. Requests for materials submitted to OMB by the Commission with regard to these collections of information should be in writing, refer to File No. S7–15–21, and be submitted to the Securities and Exchange Commission, Office of FOIA Services, 100 F Street NE, Washington, DC 20549–2736.

V. Regulatory Flexibility Act Certification

Pursuant to Section 605(b) of the Regulatory Flexibility Act [188] (''RFA''), the Commission hereby certifies that the proposed amendments to rules 11, 100, 101, 102, and 201 of Regulation S–T [189] rule 0–4 under the Advisers Act [190] relating to the electronic filing of applications for orders under the Advisers Act and the Investment Company Act; rule 203–1,[191] Form ADV–NR and the instructions to Form ADV under the Advisers Act [192] relating to the electronic filing of Form ADV–NR, would not, if adopted, have a significant economic impact on a substantial number of small entities.[193] The Commission estimates that it will receive initial applications seeking relief from various provisions of the Advisers Act from six applicants per year. The Commission estimates that few, if any, of the six applicants would be small entities for the purposes of the Advisers Act and the RFA.[194] Moreover, as discussed in Sections III and IV above, the proposed amendments would have little, if any, economic impact. Therefore, there would be no significant economic impact on a substantial number of small entities.

Pursuant to Section 605(b) of the RFA,[195] the Commission hereby certifies that the proposed amendments to rule 0–2 under the Investment Company Act [196] would not, if adopted, have a significant economic impact on a substantial number of small entities.[197] As discussed in Sections III and IV above, the proposed amendments would have little, if any, economic impact. Therefore, there would be no significant economic impact on a substantial number of small entities.

Pursuant to Section 605(b) of the RFA,[198] the Commission hereby certifies that the proposed amendments to rule 24b–2 under the Exchange Act, Form 13F and rules 101(a)(1)(xxii) and 101(d) of Regulation S–T relating to the requirement that Managers electronically file requests for 13(f) Confidential Treatment Requests, along with other amendments to Form 13F, would not, if adopted, have a significant economic impact on a substantial number of small entities. The definition of the term ''small entity'' in rule 0–10 under the Exchange Act does not explicitly reference investment advisers or other investment managers. However, rule 0–10 provides that the Commission may ''otherwise define'' small entities for purposes of a particular rulemaking proceeding. For purposes of the proposed amendments relating to managers electronically filing requests for 13(f) Confidential Treatment Requests and the other amendments to Form 13F, the Commission is defining small entity by using the definition of small entity under rule 0–7(a) under the Advisers Act as more appropriate to the functions of managers.[199] The Commission believes that this definition would help ensure that all persons or entities that might be institutional investment managers under section 13(f) of the Exchange Act will be included within a category addressed by the definition. The Commission requests comments on the use of this definition.

Managers are not required to submit reports on Form 13F unless they exercise investment discretion with respect to accounts holding 13(f) Securities having an aggregate fair market value on the last trading day of any month of any calendar year of at least $100 million. Therefore, no small entities for purposes of rule 0–10 under the Exchange Act are affected by the form. Therefore, there would be no significant economic impact on a substantial number of small entities. The Commission requests written comments regarding these certifications. The Commission requests that commenters describe the nature of any impact on small businesses and provide empirical data to support the extent of the impact.

VI. Consideration of the Impact on the Economy

[188] 5 U.S.C. 605(b).

[189] 17 CFR 232.11, 232.100, 232.101, 232.102, and 232.201.

[190] 17 CFR 275.0–4.

[191] 17 CFR 274.203–1.

[192] 17 CFR 279.4; 17 CFR 279.1.

[193] For the purposes of the Advisers Act and the RFA, an investment adviser generally is a small entity if it: (i) Has assets under management having a total value of less than $25 million; (ii) did not have total assets of $5 million or more on the last day of its most recent fiscal year; and (iii) does not control, is not controlled by, and is not under common control with another investment adviser that has assets under management of $25 million or more, or any person (other than a natural person) that had $5 million or more on the last day of its most recent fiscal year. 17 CFR 275.0–7(a).

[194] This estimate is based on the fact that none of the 17 initial applications received over the last three calendar years as posted on the Commission website came from small entities.

[195] *See supra* footnote 187.

[196] 17 CFR 270.0–2.

[197] For purposes of the Investment Company Act and the RFA, an investment company is a small entity if it, together with other investment companies in the same group of related investment companies, has net assets of $50 million or less as of the end of its most recent fiscal year. 17 CFR 270.0–10(a).

[198] *See supra* footnote 187.

[199] *See supra* footnote 192. Therefore, for purposes of this rulemaking and the RFA, a manager is a small entity if it: (i) Has assets under management having a total value of less than $25 million; (ii) did not have total assets of $5 million or more on the last day of its most recent fiscal year; and (iii) does not control, is not controlled by, and is not under common control with another investment adviser that has assets under management of $25 million or more, or any person (other than a natural person) that had total assets of $5 million or more on the last day of its most recent fiscal year.

For purposes of the Small Business Regulatory Enforcement Fairness Act of 1996, or ''SBREFA,'' [200] we must advise OMB whether a proposed regulation constitutes a ''major'' rule. Under SBREFA, a rule is considered ''major'' where, if adopted, it results in or is likely to result in: (1) An annual effect on the economy of $100 million or more; (2) a major increase in costs or prices for consumers or individual industries; or (3) significant adverse effects on competition, investment or innovation.

The Commission requests comment on the potential impact of the proposed amendments on the economy on an annual basis. The Commission requests that commenters provide empirical data and other factual support for their views to the extent possible.

VII. Statutory Authority

The Commission is proposing the amended rules and form under the rulemaking authority set forth in sections 3, 12, 13, 14, 15(d), 23(a), and 35A of the Exchange Act [15 U.S.C. 78c, 78l, 78m, 78n, 78o(d), 78w(a), and 78ll]; sections 8, 30, 31, and 38 of the Investment Company Act [15 U.S.C. 80a–8, 80a–29, 80a–30, and 80a–37]; and sections 203, 204, 206A, 210, and 211 of the Advisers Act [15 U.S.C. 80b–3, 80b–4, 80b–6a, 80b–10, and 80b–11].

List of Subjects

17 CFR Part 232

Reporting and recordkeeping requirements, Securities.

17 CFR Parts 240 and 249

Reporting and recordkeeping requirements, Securities.

17 CFR Part 270

Investment companies, Reporting and recordkeeping requirements, Securities.

17 CFR Part 275

Investment advisers, Reporting and recordkeeping requirements, Securities.

17 CFR Part 279

Investment advisers, Reporting and recordkeeping requirements, Securities.

Text of Proposed Rule and Form Amendments

In accordance with the foregoing, title 17, chapter II of the Code of Federal Regulations is proposed to be amended as follows:

[200] Public Law 104–121, Title II, 110 Stat. 857 (1996) (codified in various sections of 5 U.S.C., 15 U.S.C. and as a note to 5 U.S.C. 601).

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

■ 1. The general authority citation for part 232 is revised to read as follows:

Authority: 15 U.S.C. 77c, 77f, 77g, 77h, 77j, 77s(a), 77z–3, 77sss(a), 78c(b), 78*l,* 78m, 78n, 78o(d), 78w(a), 78*ll,* 80a–6(c), 80a–8, 80a–29, 80a–30, 80a–37, 80b–4, 80b–6a, 80b–10, 80b–11, 7201 *et seq.;* and 18 U.S.C. 1350, unless otherwise noted.

* * * * *

■ 2. Amend § 232.11 by adding the definition of ''Investment Advisers Act'' in alphabetical order to read as follows:

§ 232.11 Definitions of terms used in this part.

* * * * *

Investment Advisers Act. The term *Investment Advisers Act* means the Investment Advisers Act of 1940.

* * * * *

§ 232.100 [Amended]

■ 3. Amend § 232.100 paragraph (b) by removing the term ''Registrants'' and adding in its place ''Persons or entities''.

■ 4. Amend § 232.101 by:

■ a. Revising paragraph (a)(1)(iv);

■ b. In paragraph (a)(1)(xxi), removing the period at the end of the paragraph and adding in its place a semicolon;

■ c. Adding paragraphs (a)(1)(xxii) and (xxiii); and

■ d. Revising paragraph (d).

The revisions and additions read as follows:

§ 232.101 Mandated electronic submissions and exceptions.

(a) * * *

(1) * * *

(iv) Documents filed with the Commission pursuant to sections 8, 17, 20, 23(c), 24(b), 24(e), 24(f), and 30 of the Investment Company Act (15 U.S.C. 80a–8, 80a–17, 80a–20, 80a–23(c), 80a–24(b), 80a–24(e), 80a–24(f), and 80a–29) and any application for an order under any section of the Investment Company Act (15 U.S.C. 80a–1 *et seq.*). The filing of an application for an order under any section of the Investment Company Act must be made on EDGAR as required by the EDGAR Filer Manual, as defined in § 232.11 (Rule 11 of Regulation S–T). Notwithstanding § 232.104 (Rule 104 of Regulation S–T), the documents filed or furnished under this paragraph will be considered as officially filed with or furnished to, as applicable, the Commission;

* * * * *

(xxii) Confidential treatment requests filed with the Commission pursuant to section 13(f) of the Exchange Act (15 U.S.C. 78m(f)) and the rules and regulations thereunder, including Form 13F (17 CFR 249.325). The filings must be made on EDGAR in the format required by the EDGAR Filer Manual, as defined in § 232.11 (Rule 11 of Regulation S–T). Notwithstanding § 232.104 (Rule 104 of Regulation S–T), the documents filed or furnished under this paragraph will be considered as officially filed with or furnished to, as applicable, the Commission; and

(xxiii) Any application for an order under any section of the Investment Advisers Act (15 U.S.C. 80b–1 *et seq.*). The filings must be made on EDGAR in the format required by the EDGAR Filer Manual, as defined in § 232.11 (Rule 11 of Regulation S–T). Notwithstanding § 232.104 (Rule 104 of Regulation S–T), the documents filed or furnished under this paragraph will be considered as officially filed with or furnished to, as applicable, the Commission.

* * * * *

(d) All documents, including any information with respect to which confidential treatment is requested, filed pursuant to section 13(n) (15 U.S.C. 78m(n)) and section 13(f) (15 U.S.C. 78m(f)) of the Exchange Act and the rules and regulations thereunder shall be filed in electronic format.

§ 232.102 [Amended]

■ 5. Amend § 232.102 paragraph (a) by adding the phrase '', Rule 0–6 under the Advisers Act (§ 275.0–6 of this chapter)'' after ''Rule 0–4 under the Investment Company Act (§ 270.0–4 of this chapter),''

■ 6. Amend § 232.201 by revising paragraph (a) introductory text to read as follows:

§ 232.201 Temporary hardship exemption.

(a) If an electronic filer experiences unanticipated technical difficulties preventing the timely preparation and submission of an electronic filing, other than a Form 3 (§ 249.103 of this chapter), a Form 4 (§ 249.104 of this chapter), a Form 5 (§ 249.105 of this chapter), a Form ID (§§ 239.63, 249.446, 269.7 and 274.402 of this chapter), a Form TA–1 (§ 249.100 of this chapter), a Form TA–2 (§ 249.102 of this chapter), a Form TA–W (§ 249.101 of this chapter), a Form D (§ 239.500 of this chapter), an application for an order under any section of the Investment Company Act of 1940 (15 U.S.C. 80a–1 *et seq.*), an application for an order under any section of the Investment Advisers Act of 1940 (15 U.S.C. 80b–1 *et seq.*), an Interactive Data File (as defined in § 232.11), or an Asset Data File (as defined in § 232.11), the electronic filer may file the subject filing, under cover of Form TH

(§§ 239.65, 249.447, 269.10 and 274.404 of this chapter), in paper format no later than one business day after the date on which the filing was to be made.

* * * * *

PART 240—GENERAL RULES AND REGULATIONS, SECURITIES EXCHANGE ACT OF 1934

■ 7. The general authority citation for part 240 continues to read as follows:

Authority: 15 U.S.C. 77c, 77d, 77g, 77j, 77s, 77z–2, 77z–3, 77eee, 77ggg, 77nnn, 77sss, 77ttt, 78c, 78c–3, 78c–5, 78d, 78e, 78f, 78g, 78i, 78j, 78j–1, 78k, 78k–1, 78*l,* 78m, 78n, 78n–1, 78o, 78o–4, 78o–10, 78p, 78q, 78q–1, 78s, 78u–5, 78w, 78x, 78*ll,* 78mm, 80a–20, 80a–23, 80a–29, 80a–37, 80b–3, 80b–4, 80b–11, 7201 *et seq.* and 8302; 7 U.S.C. 2(c)(2)(E); 12 U.S.C. 5221(e)(3); 18 U.S.C. 1350; Pub. L. 111–203, 939A, 124 Stat. 1376 (2010); and Pub. L. 112–106, sec. 503 and 602, 126 Stat. 326 (2012), unless otherwise noted.

* * * * *

■ 8. Amend § 240.24b–2 by:

■ a. Removing the preliminary note in its entirety;

■ b. Adding an introductory paragraph;

■ c. In paragraph (b) removing the phrase ''paragraphs (g) and (h)'' and adding in its place ''paragraphs (g) through (i)''; and

■ d. Adding paragraph (i).

The additions read as follows:

§ 240.24b–2 Nondisclosure of information filed with the Commission and with any exchange.

Except as otherwise provided in this rule, confidential treatment requests shall be submitted in paper format only, whether or not the filer is required to submit a filing in electronic format.

* * * * *

(i) An institutional investment manager shall omit the confidential portion from the material publicly filed in electronic format pursuant to section 13(f) of the Act (15 U.S.C. 78m(f)) and the rules and regulations thereunder. The institutional investment manager shall indicate in the appropriate place in the material publicly filed that the confidential portion has been so omitted and filed separately with the Commission. In lieu of the procedures described in paragraph (b) of this section, an institutional investment manager shall request confidential treatment electronically pursuant to section 13(f) of the Act (15 U.S.C. 78m(f)) and the rules and regulations thereunder.

PART 249—FORMS, SECURITIES EXCHANGE ACT OF 1934

■ 9. The general authority citation for part 249 continues to read as follows:

Authority: 15 U.S.C. 78a *et seq.* and 7201 *et seq.;* 12 U.S.C. 5461 *et seq.;* and 18 U.S.C. 1350; Sec. 953(b), Pub. L. 111–203, 124 Stat. 1904; Sec. 102(a)(3), Pub. L. 112–106, 126 Stat. 309 (2012), Sec. 107, Pub. L. 112–106, 126 Stat. 313 (2012), Sec. 72001, Pub. L. 114–94, 129 Stat. 1312 (2015), and secs. 2 and 3 Pub. L. 116–222, 134 Stat. 1063 (2020), unless otherwise noted.

* * * * *

Note: The text of Form 13F does not, and these amendments will not, appear in the Code of Federal Regulations.

■ 10. Revise Form 13F (referenced in § 249.325) to read as follows:

OMB APPROVAL	
OMB Number:	3235-0006
Expires:	February 28, 2022
Estimated average burden hours per response	23.8

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

Form 13F

INFORMATION REQUIRED OF INSTITUTIONAL INVESTMENT MANAGERS PURSUANT TO SECTION 13(f) OF THE SECURITIES EXCHANGE ACT OF 1934 AND RULES THEREUNDER

GENERAL INSTRUCTIONS

1. Rule as to Use of Form 13F. Institutional investment managers ("Managers") must use Form 13F for reports to the Commission required by Section 13(f) of the Securities Exchange Act of 1934 [15 U.S.C. 78m(f)] ("Exchange Act") and rule 13f-1 [17 CFR 240.13f-1] thereunder. Rule 13f-1(a) provides that every Manager which exercises investment discretion with respect to accounts holding Section 13(f) securities, as defined in rule 13f-1(c), having an aggregate fair market value on the last trading day of any month of any calendar year of at least $100,000,000 shall file a report on Form 13F with the Commission within 45 days after the last day of such calendar year and within 45 days after the last day of each of the first three calendar quarters of the subsequent calendar year.

2. Rules to Prevent Duplicative Reporting. If two or more Managers, each of which is required by rule 13f-1 to file a report on Form 13F for the reporting period, exercise investment discretion with respect to the same securities, only one such Manager must include information regarding such securities in its reports on Form 13F.

   A Manager having securities over which it exercises investment discretion that are reported by another Manager (or Managers) must identify the Manager(s) reporting on its behalf in the manner described in Special Instruction 5.

   A Manager reporting holdings subject to shared investment discretion must identify the other Manager(s) with respect to which the filing is made in the manner described in Special Instruction 7.

3. Filing of Form 13F. Rule 13f-1(a)(1) provides that a Manager must file a Form 13F report with the Commission within 45 days after the end of the calendar year and each of the first three calendar quarters of the subsequent calendar year. Form 13F must be filed electronically on the Commission's Electronic Data Gathering, Analysis, and Retrieval ("EDGAR") system, unless a hardship exemption has been granted. As required by Section 13(f)(5) of the Exchange Act, a Manager which is a bank, the deposits of which are insured in accordance

with the Federal Deposit Insurance Act, must file with the appropriate regulatory agency for the bank a copy of every Form 13F report filed with the Commission pursuant to this subsection by or with respect to such bank. Filers can satisfy their obligation to file with other regulatory agencies by sending a copy either electronically (provided the Manager removes or blanks out the confidential access codes) or in paper.

4. Official List of Section 13(f) Securities. The official list of Section 13(f) securities published by the Commission ("13F List") lists the securities the holdings of which a Manager is to report on Form 13F. See rule 13f-1(c) [17 CFR 240.13f-1(c)]. Form 13F filers may rely on the current 13F List in determining whether they need to report any particular securities holding. The current 13F List is available on www.sec.gov/divisions/investment/13flists.htm. The 13F List is updated quarterly.

INSTRUCTIONS FOR CONFIDENTIAL TREATMENT REQUESTS

Pursuant to Section 13(f)(4) of the Exchange Act [15 U.S.C. 78m(f)(4)], the Commission (1) may prevent or delay public disclosure of information reported on this form in accordance with Section 552 of Title 5 of the United States Code, the Freedom of Information Act [5 U.S.C. 552], and (2) shall not disclose information reported on this form identifying securities held by the account of a natural person or an estate or trust (other than a business trust or investment company). A Manager must submit in accordance with the procedures for requesting confidential treatment any portion of a report which contains information identifying securities held by the account of a natural person or an estate or trust (other than a business trust or investment company).

SEC 1685 (1-12)	Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number

A Manager should make requests for confidential treatment of information reported on this form in accordance with rule 24b-2(i) under the Exchange Act [17 CFR 240.24b-2]. Requests relating to the non-disclosure of information identifying the securities held by the account of a natural person or an estate or trust (other than a business trust or investment company) must so state but need not, include an analysis of any applicable exemptions from disclosure under the Freedom of Information Act [17 CFR 200.80].

Paragraph (i) of rule 24b-2 requires a Manager filing confidential information with the Commission to indicate at the appropriate place in the public filing that the confidential portion has been so omitted and filed separately with the Commission. A Manager must comply with this provision by including on the Summary Page, after the Report Summary and prior to the List of Other Included Managers, a statement that confidential information has been omitted from the public Form 13F report and filed separately with the Commission.

A Manager must file electronically, in accordance with rule 101(d) of Regulation S-T [17 CFR 232.101(d)], all requests for and information subject to the request for confidential treatment filed pursuant to Section 13(f)(4) of the Exchange Act.

A Manager requesting confidential treatment must provide enough factual support for its request to enable the Commission to make an informed judgment as to the merits of the request. The request must address all pertinent factors, including all of the following that are relevant:

1. If confidential treatment is requested as to more than one holding of securities, discuss each holding separately unless the Manager can identify a class or classes of holdings as to which the nature of the factual circumstances and the legal analysis are substantially the same.

2. If a request for confidential treatment is based upon a claim that the subject information is confidential, commercial or financial information, provide the information required by paragraphs 2.a through 2.e of this Instruction except that, if the subject information concerns security holdings that represent open risk arbitrage positions and no previous requests for confidential treatment of those holdings have been made, the Manager need provide only the information required in paragraph 2.f.

   a. Describe the investment strategy being followed with respect to the relevant securities holdings, including the extent of any program of acquisition and disposition (note that the term "investment strategy," as used in this instruction, also includes activities such as block positioning).

   b. Explain why public disclosure of the securities would, in fact, be likely to reveal the investment strategy; consider this matter in light of the specific reporting requirements of Form 13F (*e.g.*, securities holdings are reported only quarterly and may be aggregated in many cases).

   c. Demonstrate that such revelation of an investment strategy would be premature; indicate whether the Manager was engaged in a program of acquisition or disposition of the security both at the end of the quarter and at the time of the filing; and address whether the existence of such a program may otherwise be known to the public.

   d. Demonstrate whether the information is customarily and actually kept private by the Manager and that failure to grant the request for confidential treatment would be likely to cause harm to the Manager; show what use competitors could make of the information and how harm to the Manager could ensue.

   e. State, and provide justification for, the period of time for which confidential treatment of the securities holdings is requested. The time period specified may not exceed one (1) year from the date that the Manager is required to file the Form 13F report with the Commission.

   f. For securities holdings that represent open risk arbitrage positions, the request must include good faith representations that:

      i. the securities holding represents a risk arbitrage position open on the last day of the period for which the Form 13F report is filed; and

      ii. the reporting Manager has a reasonable belief as of the period end that it may not close the entire position on or before the date that the Manager is required to file the Form 13F report with the Commission.

If the Manager makes these representations in writing at the time that the Form 13F is filed, the Commission will automatically accord the subject securities holdings confidential treatment for a period of up to one (1) year from the date that the Manager is required to file the Form 13F report with the Commission.

g. At the expiration of the period for which confidential treatment has been granted pursuant to paragraph 2.e or 2.f of this Instruction ("Expiration Date") and unless a de novo request for confidential treatment of the information that meets the requirements of paragraphs 2.a through 2.e of this Instruction is filed with the Commission at least fourteen (14) days in advance of the Expiration Date, the Manager will make such security holding(s) public as set forth in Confidential Treatment Instruction 4.

3. If the Commission grants a request for confidential treatment, it may delete details which would identify the Manager and use the information in tabulations required by Section 13(f)(4) absent a separate showing that such use of information could be harmful.

4. Unless a hardship exemption is available, the Manager must submit electronically within 6 business days of the expiration of confidential treatment or notification of denial, as applicable, a Form 13F amendment to its previously filed public Form 13F report(s) for the calendar quarter to list and publicly disclose the holding(s) as to which the Commission denied confidential treatment or for which confidential treatment has expired. Such Form 13F amendment must be timely filed: (i) upon the denial by the Commission of a request for confidential treatment; (ii), upon expiration of the time period for which a Manager has requested confidential treatment; or (iii) upon the expiration of the confidential treatment previously granted for a filing. If a Manager files an amendment, the amendment must not be a restatement; the Manager must designate it as an amendment which adds new holdings entries. The Manager must include at the top of the Form 13F Cover Page the following legend to correctly designate the type of filing being made:

THIS FILING LISTS SECURITIES HOLDINGS REPORTED ON THE FORM 13F FILED ON (DATE) PURSUANT TO A REQUEST FOR CONFIDENTIAL TREATMENT AND FOR WHICH (THAT REQUEST WAS DENIED/CONFIDENTIAL TREATMENT EXPIRED) ON (DATE).

SPECIAL INSTRUCTIONS

1. This form consists of three parts: the Form 13F Cover Page ("Cover Page"), the Form 13F Summary Page ("Summary Page"), and the Form 13F Information Table ("Information Table").

The Cover Page:

2. The period end date used in the report is the last day of the calendar year or quarter, as appropriate, even though that date may not be the same as the date used for valuation in accordance with Special Instruction 8.

3. Amendments to a Form 13F report must either restate the Form 13F report in its entirety or

include only holdings entries that are being reported in addition to those already reported in a current public Form 13F report for the same period. If the Manager is filing the Form 13F report as an amendment, then, the Manager must check the amendment box on the Cover Page; enter the amendment number; and check the appropriate box to indicate whether the amendment (a) is a restatement or (b) adds new holdings entries. Each amendment must include a complete Cover Page and, if applicable, a Summary Page and Information Table. See rule 13f-1(a)(2) [17 CFR 240.13f-1(a)(2)].

4. Present the Cover Page and the Summary Page information in the format and order provided in the form. If the Manager has a number assigned by the Financial Industry Regulatory Authority's Central Registration Depository system or by the Investment Adviser Registration Depository system ("CRD number"), provide the Manager's CRD number. If the Manager has a file number (*e.g.*, 801-, 8-, 866-, 802-) assigned by the Commission ("SEC file number"), provide the Manager's SEC file number. The Cover Page may include information in addition to the required information, so long as the additional information does not, either by its nature, quantity, or manner of presentation, impede the understanding or presentation of the required information. Place all additional information after the signature of the person signing the report (immediately preceding the Report Type section). Do not include any additional information on the Summary Page or in the Information Table.

5. Designate the Report Type for the Form 13F report by checking the appropriate box in the Report Type section of the Cover Page, and include, where applicable, the List of Other Managers Reporting for this Manager (on the Cover Page), the Summary Page and the Information Table, as follows:

   a. If all of the securities with respect to which a Manager has investment discretion are reported by another Manager (or Managers), check the box for Report Type "13F NOTICE," include (on the Cover Page) the List of Other Managers Reporting for this Manager, and omit both the Summary Page and the Information Table.

   b. If all of the securities with respect to which a Manager has investment discretion are reported in this report, check the box for Report Type "13F HOLDINGS REPORT," omit from the Cover Page the List of Other Managers Reporting for this Manager, and include both the Summary Page and the Information Table.

   c. If only part of the securities with respect to which a Manager has investment discretion is reported by another Manager (or Managers), check the box for Report Type "13F COMBINATION REPORT," include (on the Cover Page) the List of Other Managers Reporting for this Manager, and include both the Summary Page and the Information Table.

Summary Page:

6. Include the Report Summary, containing the Number of Other Included Managers, the Information Table Entry Total and the Information Table Value Total.

   a. Enter as the Number of Other Included Managers the total number of other Managers listed in the List of Other Included Managers, not counting the Manager filing this report.

See Special Instruction 7. If none, enter the number zero ("0").

b. Enter as the Information Table Entry Total the total number of line entries providing holdings information included in the Information Table.

c. Enter as the Information Table Value Total the aggregate fair market value of all holdings reported in this report, i.e., the total for Column 4 (Fair Market Value) of all line entries in the Information Table. The Manager must express this total as a rounded figure, corresponding to the individual Column 4 entries in the Information Table. See Special Instruction 8.

d. Check the box on the Summary Page of the public Form 13F report if confidential treatment is being requested for some or all of the Manager's holdings for this quarter-end period.

7. Include the List of Other Included Managers. Use the title, column headings and format provided.

a. If this Form 13F report does not report the holdings of any Manager other than the Manager filing this report, enter the word "NONE" under the title and omit the column headings and list entries.

b. If this Form 13F report reports the holdings of one or more Managers other than the Manager filing this report, enter in the List of Other Included Managers all such Managers together with any CRD Number or SEC file number assigned to each Manager and, if known, the Managers' respective Form 13F file numbers (The Form 13F file numbers are assigned to Managers when they file their first Form 13F). Assign a number to each Manager in the List of Other Included Managers, and present the list in sequential order. The numbers need not be consecutive. The List of Other Managers must include all other Managers identified in Column 7 of the Information Table. Do not include the Manager filing this report.

Information Table:

8. In determining fair market value, use the value at the close of trading on the last trading day of the calendar year or quarter, as appropriate. Enter values rounded to the nearest dollar.

9. A Manager may omit holdings otherwise reportable if the Manager holds, on the period end date, fewer than 10,000 shares (or less than $200,000 principal amount in the case of convertible debt securities) and less than $200,000 aggregate fair market value (and option holdings to purchase only such amounts).

10. A Manager must report holdings of options only if the options themselves are Section 13(f) securities. For purposes of the $100,000,000 reporting threshold, the Manager should consider only the value of such options, not the value of the underlying shares. The Manager must give the entries in Columns 1 through 5 and in Columns 7 and 8 of the Information Table, however, in terms of the securities underlying the options, not the options themselves. The Manager must answer Column 6 in terms of the discretion to exercise the option. The Manager must make a separate segregation in respect of securities underlying options for

entries for each of the columns, coupled with a designation "PUT" or "CALL" following such segregated entries in Column 5, referring to securities subject respectively to put and call options. A Manager is not required to provide an entry in Column 8 for securities subject to reported call options.

11. Furnish the Information Table using the table title, column headings and format provided. Provide column headings once at the beginning of the Information Table; repetition of column headings on subsequent pages is not required. Present the table in accordance with the column instructions provided in Special Instructions 11.b.i through 12.b.viii. Do not include any additional information in the Information Table. Begin the Information Table on a new page; do not include any portion of the Information Table on either the Cover Page or the Summary Page.

    a. When entering information in Columns 4 through 8 of the Information Table, list securities of the same issuer and class with respect to which the Manager exercises sole investment discretion separately from those with respect to which investment discretion is shared. Special Instruction 11.b.vi for Column 6 describes in detail how to report shared investment discretion.

    b. Instructions for each column in the Information Table:

        i. Column 1. Name of Issuer. Enter in Column 1 the name of the issuer for each class of security reported as it appears in the current 13F List published by the Commission in accordance with rule 13f-1(c). Reasonable abbreviations are permitted.

        ii. Column 2. Title of Class. Enter in Column 2 the title of the class of the security reported as it appears in the 13F List. Reasonable abbreviations are permitted.

        iii. Column 3. CUSIP Number. Enter in Column 3 the nine (9) digit CUSIP number of the security.

        iv. Column 4. Market Value. Enter in Column 4 the market value of the holding of the particular class of security as prescribed by Special Instruction 8.

        v. Column 5. Amount and Type of Security. Enter in Column 5 the total number of shares of the class of security or the principal amount of such class. Use the abbreviation "SH" to designate shares and "PRN" to designate principal amount. If the holdings being reported are put or call options, enter the designation "Put" or "Call," as appropriate

        vi. Column 6. Investment Discretion. Segregate the holdings of securities of a class according to the nature of the investment discretion held by the Manager. Designate investment discretion as "sole" (SOLE); "shared-defined" (DEFINED); or "shared-other" (OTHER), as described below:

            (A) Sole. Designate as "sole" securities over which the Manager exercised sole investment discretion. Report "sole" securities on one line. Enter the word "SOLE" in Column 6.

(B) Shared-Defined. If investment discretion is shared with controlling and controlled companies (such as bank holding companies and their subsidiaries); investment advisers and investment companies advised by those advisers; or insurance companies and their separate accounts, then designate investment discretion as "shared-defined" (DEFINED).

For each holding of DEFINED securities, segregate the securities into two categories: those securities over which investment discretion is shared with another Manager or Managers on whose behalf this Form 13F report is being filed, and those securities over which investment discretion is shared with any other person, other than a Manager on whose behalf this Form 13F report is being filed.

Enter each of the two segregations of DEFINED securities holdings on a separate line, and enter the designation "DFND" in Column 6. See Special Instruction vii for Column 7.

(C) Shared-Other. Designate as "shared-other" securities (OTHER) those over which investment discretion is shared in a manner other than that described in Special Instruction (B) above.

For each holding of OTHER securities, segregate the securities into two categories: those securities over which investment discretion is shared with another Manager or Managers on whose behalf this Form 13F report is being filed, and those securities over which investment discretion is shared with any other person, other than a Manager on whose behalf this Form 13F report is being filed.

Enter each segregation of OTHER securities holdings on a separate line, and enter the designation "OTR" in Column 6. See Special Instruction vii for Column 7.

NOTE: A Manager is deemed to share discretion with respect to all accounts over which any person under its control exercises discretion. A Manager of an institutional account, such as a pension fund or investment company, is not deemed to share discretion with the institution unless the institution actually participated in the investment decision-making.

vii. Column 7. Other Managers. Identify each other Manager on whose behalf this Form 13F report is being filed with whom investment discretion is shared as to any reported holding by entering in this column the number assigned to the Manager in the List of Other Included Managers.

Enter this number in Column 7 opposite the segregated entries in Columns 4, 5 and 8 (and the relevant indication of shared discretion set forth in Column 6) as required by the preceding special instruction. Enter no other names or numbers in Column 7.

A Manager must report the conditions of sharing discretion with other Managers

consistently for all holdings reported on a single line.

viii. Column 8. Voting Authority. Enter the number of shares for which the Manager exercises sole, shared, or no voting authority (none) in this column, as appropriate.

The Commission deems a Manager exercising sole voting authority over specified "routine" matters, and no authority to vote in "non-routine" matters, for purposes of this Form 13F report to have no voting authority. "Non-routine" matters include a contested election of directors, a merger, a sale of substantially all the assets, a change in the articles of incorporation affecting the rights of shareholders, and a change in fundamental investment policy; "routine" matters include selection of an accountant, uncontested election of directors, and approval of an annual report.

If voting authority is shared only in a manner similar to a sharing of investment discretion which would call for a response of "shared-defined" (DEFINED) under Column 6, a Manager should report voting authority as sole under subdivision (a) of Column 8, even though the Manager may be deemed to share investment discretion with that person under Special Instruction 11.b.vi.

Filing of Reports

12. Reports must be filed electronically using EDGAR in accordance with Regulation S-T. Consult the EDGAR Filer Manual and Appendices for EDGAR filing instructions.

PAPERWORK REDUCTION ACT INFORMATION

Persons who are to respond to the collection of information contained in this form are not required to respond to the collection of information unless the form displays a currently valid Office of Management and Budget ("OMB") control number.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended:

Check here if Amendment ☐ Amendment Number:
This Amendment (Check only one.): ☐ is a restatement.
☐ adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name:
Address:

Form 13F File Number: 28-_____

CRD Number (if applicable):_____
SEC File Number (if applicable):_____

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name:
Title:
Phone:

Signature, Place, and Date of Signing:

_____	_____	_____
[Signature]	[City, State]	[Date]

Report Type (Check only one.):

☐ 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

☐ 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

☐ 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:
[If there are no entries in this list, omit this section.]

Form 13F File Number	CRD Number (if applicable)	SEC File Number (if applicable)	Name
28-_____	_____	_____	_____

[Repeat as necessary.]

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers:

Form 13F Information Table Entry Total:

Form 13F Information Table Value Total:

(round to nearest dollar)

[ ] Confidential Treatment Requested. (Check here if the Manager has omitted from this public Form 13F and filed separately with the U.S. Securities and Exchange Commission any holding(s) for which it is requesting confidential treatment pursuant to section 13(f) of the Exchange Act and rule 24b-2 thereunder)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

[If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

No. Form 13F File Number CRD Number (if applicable) SEC File Number (if applicable) Name

_28-_____ _____ _____ _____

[Repeat as necessary.]

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6	COLUMN 7	COLUMN 8		
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (to the nearest dollar)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGER	VOTING AUTHORITY		
									SOLE	SHARED	NONE

[Repeat as Necessary]

PART 270—RULES AND REGULATIONS, INVESTMENT COMPANY ACT OF 1940

■ 11. The general authority citation for part 270 continues to read as follows:

Authority: 15 U.S.C. 80a–1 *et seq.*, 80a–34(d), 80a–37, 80a–39, and Pub. L. 111–203, sec. 939A, 124 Stat. 1376 (2010), unless otherwise noted.

* * * * *

§ 270.0–2 [Amended]

■ 12. Amend § 270.0–2 by:

■ a. In paragraph (a), adding the phrase "Secretary of the" after "be delivered through the mails or otherwise to the"; and

■ b. In paragraph (b), removing the sentence "The application must be typed, printed, copied or prepared by any process which, in the opinion of the commission, produces copies suitable for microfilming."

PART 275—RULES AND REGULATIONS, INVESTMENT ADVISERS ACT OF 1940

■ 13. The general authority citation for part 275 continues to read as follows:

Authority: 15 U.S.C. 80b–2(a)(11)(G), 80b–2(a)(11)(H), 80b–2(a)(17), 80b–3, 80b–4, 80b–4a, 80b–6(4), 80b–6a, and 80b–11, unless otherwise noted.

* * * * *

■ 14. Amend § 275.0–4 by:

■ a. In paragraph (a)(1), adding the phrase ''Secretary of the'' after ''be delivered through the mails or otherwise to the'';

■ b. Revising paragraphs (b), (d) and (i); and

■ c. Removing and reserving paragraph (g).

The revisions read as follows:

§ 275.0–4 General requirements of papers and applications.

* * * * *

(b) *Formal specifications respecting applications.* Every application for an order under any provision of the Act, for which a form with instructions is not specifically prescribed, and every amendment to such application, shall be filed electronically pursuant to 17 CFR part 232 (Regulation S–T). Any filings made in paper, including filings made pursuant to a hardship exemption under Regulation S–T, shall be filed in quintuplicate. One copy shall be signed by the applicant, but the other four copies may have facsimile or typed signatures. Such applications shall be on paper no larger than 8½ × 11 inches in size. To the extent that the reduction of larger documents would render them illegible, those documents may be filed on paper larger than 8½ × 11 inches in size. The left margin should be at least 1½ inches wide and, if the application is bound, it should be bound on the left side. All typewritten or printed matter (including deficits in financial statements) should be set forth in black so as to permit photocopying.

* * * * *

(d) *Verification of applications and statements of fact.* Every application for an order under any provision of the Act, for which a form with instructions is not specifically prescribed, and every amendment to such application, and every statement of fact formally filed in support of, or in opposition to, any application or declaration shall be verified by the person executing the same. An instrument executed on behalf of a corporation shall be verified in substantially the following form, but suitable changes may be made in such form for other kinds of companies and for individuals:

The undersigned states that he or she has duly executed the attached ____ dated, ____20____, for and on behalf of ____ (Name of company); that he or she is the ____ (Title of officer) of such company; and that all action by stockholders, directors, and other bodies necessary to authorize the undersigned to execute and file such instrument has been taken. The undersigned further states that he or she is familiar with such instrument, and the contents thereof, and that the facts therein set forth are true to the best of his or her knowledge, information and belief.

(Signature)

* * * * *

(i) The manually signed original (or in the case of duplicate originals, one duplicate original) of all registrations, applications, statements, reports, or other documents filed under the Investment Advisers Act of 1940, as amended, shall be numbered sequentially (in addition to any internal numbering which otherwise may be present) by handwritten, typed, printed, or other legible form of notation from the facing page of the document through the last page of that document and any exhibits or attachments thereto. Further, the total number of pages contained in a numbered original shall be set forth on the first page of the document.

■ 15. Amend § 275.203–1 by adding paragraph (d) to read as follows:

§ 275.203–1 Application for investment adviser registration.

* * * * *

(d) *Form ADV–NR*—(1) *General Requirements.* Each non-resident, as defined in 17 CFR 275.0–2(b)(2) (Rule 0–2(b)(2)), general partner or a non-resident managing agent, as defined in 17 CFR 275.0–2(b)(2) (Rule 0–2(b)(1)), of any investment adviser registered, or applying for registration with, the Commission must submit Form ADV–NR (17 CFR 279.4). Form ADV–NR must be completed in connection with the adviser's initial registration with the Commission. If a person becomes a non-resident general partner or a non-resident managing agent after the date the adviser files its initial registration with the Commission, the person must file Form ADV–NR with the Commission within 30 days of becoming a non-resident general partner or a non-resident managing agent. If a person serves as a general partner or managing agent for multiple advisers, they must submit a separate Form ADV–NR for each adviser.

(2) *When an amendment is required.* Each non-resident general partner or a non-resident managing agent of any investment adviser must amend its Form ADV–NR within 30 days whenever any information contained in the form becomes inaccurate by filing with the Commission a new Form ADV–NR.

(3) *Electronic filing.* Form ADV–NR (and any amendments to Form ADV–NR) must be filed electronically through the Investment Adviser Registration Depository (IARD), unless a hardship exemption under 17 CFR 275.203–3 (Rule 203–3) has been granted.

(4) *When filed.* Each Form ADV–NR is considered filed with the Commission upon acceptance by the IARD.

(5) *Filing fees.* No fee shall be assessed for filing Form ADV–NR through IARD.

(6) *Form ADV–NR is a report.* Each Form ADV–NR (and any amendment to Form ADV–NR) required to be filed under this rule is a ''report'' within the meaning of sections 204 and 207 of the Act.

PART 279—FORMS PRESCRIBED UNDER THE INVESTMENT ADVISERS ACT OF 1940

■ 16. The authority citation for part 279 continues to read as follows:

Authority: The Investment Advisers Act of 1940, 15 U.S.C. 80b-1, *et seq.,* Pub. L. 111–203, 124 Stat. 137617.

■ 17. In Form ADV (referenced in § 279.1):

■ a. Amend the instructions to the form by revising the section entitled ''Who is required to file Form ADV–NR?''; and

■ b. Amend the instructions to the form by adding a section entitled ''How is Form ADV–NR filed?''.

The revision and addition read as follows:

Note: The text of Form ADV does not, and this amendment will not, appear in the Code of Federal Regulations.

FORM ADV (Paper Version)

• UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION AND

• REPORT FORM BY EXEMPT REPORTING ADVISERS

Form ADV: General Instructions

* * * * *

19. Who is required to file Form ADV-NR?

Every *non-resident* general partner and *managing agent* of all SEC-registered advisers and *exempt reporting advisers*, whether or not the adviser is resident in the United States, must file Form ADV-NR in connection with the adviser's initial application or report. A general partner or *managing agent* of an SEC-registered adviser or *exempt reporting adviser* who becomes a *non-resident* after the adviser's initial application or report has been submitted must file Form ADV-NR within 30 days. Absent a temporary hardship, Form ADV-NR must be filed electronically through IARD.

Failure to file Form ADV-NR promptly may delay SEC consideration of your initial application.

20. How is Form ADV-NR filed?

Form ADV-NR is filed electronically with the Investment Adviser Registration Depository (IARD). Information for how to file with IARD is available on the SEC's website at www.sec.gov/iard and on www.iard.com]

■ 18. Revise § 279.4 to read as follows:

§ 279.4 Form ADV–NR, appointment of agent for service of process by non-resident general partner and non-resident managing agent of an investment adviser.

This form shall be filed and amended pursuant to § 275.203–1 of this chapter (Rule 203–1) as an appointment of agent for service of process by non-resident general partners and non-resident managing agents of an investment adviser pursuant to section 203 of the Investment Advisers Act of 1940.

Note: The next of Form ADV–NR does not, and this amendment will not, appear in the Code of Federal Regulations.

■ 19. Form ADV–NR (referenced in § 279.4) is amended by adding the sections entitled ''Instructions to Form ADV–NR'', ''Who is required to file Form ADV–NR?'' and ''How is Form ADV–NR filed?'' to read as follows:

Form ADV-NR (Paper Version)

APPOINTMENT OF AGENT FOR SERVICE OF PROCESS BY NON-RESIDENT GENERAL PARTNER AND NON-RESIDENT MANAGING AGENT OF AN INVESTMENT ADVISER

Instructions to Form ADV-NR

NOTE: Unless the context clearly indicates otherwise, all terms used in the Form have the same meaning as in the Investment Advisers Act of 1940, the General Rules and Regulations of the Commission thereunder (17 Code of Federal Regulations 275), and in the Glossary of Terms to Form ADV.

1. Who is required to file Form ADV-NR?

Every *non-resident* general partner and *managing agent* of all SEC-registered advisers and *exempt reporting advisers*, whether or not the adviser is resident in the United States, must file Form ADV-NR in connection with the adviser's initial application or report. A general partner or *managing agent* of an SEC-registered adviser or *exempt reporting adviser* who becomes a *non-resident* after the adviser's initial application or report has been submitted must file Form ADV-NR within 30 days. Absent a temporary hardship exemption, Form ADV-NR must be filed electronically.

Failure to file Form ADV-NR promptly may delay SEC consideration of your initial application.

2. How is Form ADV-NR filed?

Form ADV-NR is filed electronically with the Investment Adviser Registration Depository (IARD). Information for how to file with IARD is available on the SEC's website at www.sec.gov/iard and on www.iard.com

Form ADV-NR (Paper Version)

APPOINTMENT OF AGENT FOR SERVICE OF PROCESS BY NON-RESIDENT GENERAL PARTNER AND NON-RESIDENT MANAGING AGENT OF AN INVESTMENT ADVISER

You must submit this Form ADV-NR if you are a *non-resident* general partner or a *non-resident managing agent* of any investment adviser (domestic or *non-resident*). Form ADV-NR must be

signed and submitted in connection with the adviser's initial Form ADV submission. If the mailing address you list below changes, you must file an amended Form ADV-NR to provide the current address. If you become a *non-resident* general partner or a *non-resident managing agent* after the date the adviser files its initial Form ADV, you must file Form ADV-NR with the Commission within 30 days of the date that you became a *non-resident* general partner or a *non-resident managing agent*. If you serve as a general partner or *managing agent* for multiple advisers, you must submit a separate Form ADV-NR for each adviser.

1. Appointment of Agent for Service of Process

By signing this Form ADV-NR, you, the undersigned *non-resident* general partner or *non-resident managing agent,* irrevocably appoint each of the Secretary of the SEC, and the Secretary of State, or equivalent officer, of the state in which the adviser referred to in this form maintains its *principal office and place of business*, if applicable, and any other state in which the adviser is applying for registration, amending its registration, or submitting a *notice filing*, as your agents to receive service, and agree that such *persons* may accept service on your behalf, of any notice, subpoena, summons, *order* instituting *proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding* or arbitration: (a) arises out of any activity in connection with the investment adviser's business that is subject to the jurisdiction of the United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of the state in which the adviser referred to in this Form maintains its *principal office and place of business*, if applicable, or of any state in which the adviser is applying for registration, amending its registration, or submitting a *notice filing*.

2. Appointment and Consent: Effect on Partnerships

If you are organized as a partnership, this irrevocable power of attorney and consent to service of process will continue in effect if any partner withdraws from or is admitted to the partnership, provided that the admission or withdrawal does not create a new partnership. If the partnership dissolves, this irrevocable power of attorney and consent shall be in effect for any action brought against you or any of your former partners.

Signature

I, the undersigned *non-resident* general partner or *non-resident managing agent,* certify, under penalty of perjury under the laws of the United States of America, that the information contained

in this Form ADV-NR is true and correct and that I am signing this Form ADV-NR as a free and voluntary act.

Signature of Partner or Agent:

_____ Date: _____

Printed Name: _____ Title: _____

Mailing Address of Partner or Agent (no P.O. Boxes):

_____

_____

_____

_____

Signature of Investment Adviser:

_____ Date: _____

Printed Name: _____ Title: _____

Adviser SEC File Number: 801-_____ or 802-_____

Adviser *CRD* Number: _____

Adviser Name:

PRIVACY ACT STATEMENT. Section 211(a) of the Advisers Act [15 U.S.C. § 80b-11(a)] authorizes the Commission to collect the information required by Form ADV-NR. The Commission collects this information to ensure that a non-resident general partner or managing agent of an investment adviser appoints an agent for service of process in the United States. Filing Form ADV-NR is mandatory for non-resident general partners and non-resident managing agents of investment advisers. The Commission maintains the information submitted on Form ADV-NR and makes it publicly available. The Commission may return forms that do not include required information. Intentional misstatements or omissions constitute federal criminal violations under 18 U.S.C. § 1001 and 15 U.S.C. § 80b-17. The information contained in Form ADV-NR is part of a system of records subject to the Privacy Act of 1974, as amended. The Commission has published in the Federal Register the Privacy Act System of Records Notice for these records.

SEC'S COLLECTION OF INFORMATION. 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. Section 211(a) of the Advisers Act authorizes the Commission to collect the information on this Form from applicants. *See* 15 U.S.C. § 80b-11(a). Filing of this Form is mandatory for non-resident general partners or managing agents of investment advisers. The principal purpose of this collection of information is to ensure that a non-resident general partner or managing agent of an

investment adviser appoints an agent for service of process in the United States. The Commission will maintain files of the information on Form ADV-NR and will make the information publicly available. Any member of the public may direct to the Commission any comments concerning the accuracy of the burden estimate on page one of Form ADV-NR, and any suggestions for reducing this burden. This collection of information has been reviewed by the Office of Management and Budget in accordance with the clearance requirements of 44 U.S.C. § 3507.

By the Commission.

Dated: November 4, 2021.

Vanessa A. Countryman,

Secretary.

[FR Doc. 2021–24522 Filed 11–18–21; 8:45 am]

BILLING CODE 8011–01–P

DEPARTMENT OF JUSTICE

Drug Enforcement Administration

21 CFR Part 1306

[Docket No. DEA–637]

RIN 1117–AB64

Transfer of Electronic Prescriptions for Schedules II–V Controlled Substances Between Pharmacies for Initial Filling

AGENCY: Drug Enforcement Administration, Department of Justice.

ACTION: Notice of proposed rulemaking.

SUMMARY: The Drug Enforcement Administration (DEA) is proposing to amend its regulations to allow the transfer of electronic prescriptions for schedule II–V controlled substances between registered retail pharmacies for initial filling on a one-time basis. This amendment will specify the procedure that must be followed and the information that must be documented when transferring an electronic controlled substance prescription between DEA-registered retail pharmacies.

DATES: Electronic comments must be submitted, and written comments must be postmarked, on or before January 18, 2022. Commenters should be aware that the electronic Federal Docket Management System will not accept comments after 11:59 p.m. Eastern Time on the last day of the comment period.

All comments concerning collections of information under the Paperwork Reduction Act must be submitted to the Office of Management and Budget (OMB) on or before January 18, 2022

ADDRESSES: To ensure proper handling of comments, please reference ''Docket No. DEA–637'' on all correspondence, including any attachments.

DEA encourages all comments be submitted electronically through the Federal eRulemaking Portal, which provides the ability to type short comments directly into the comment field on the web page or attach a file for lengthier comments. Please go to *http://www.regulations.gov* and follow the online instructions at that site for submitting comments. Upon completion of your submission, you will receive a Comment Tracking Number. Please be aware that submitted comments are not instantaneously available for public view on *Regulations.gov.* If you have received a Comment Tracking Number, your comment has been successfully submitted, and there is no need to resubmit the same comment. Paper comments that duplicate the electronic submission are not necessary and are discouraged. Should you wish to mail a paper comment *in lieu* of an electronic comment, it should be sent via regular or express mail to: DEA Federal Register Representative/DPW, 8701 Morrissette Drive, Springfield, VA 22152.

All comments concerning collections of information under the Paperwork Reduction Act must be submitted to the Office of Information and Regulatory Affairs, OMB, Attention: Desk Officer for DOJ, Washington, DC 20503. Please state that your comment refers to RIN 1117–AB64/Docket No. DEA–637.

FOR FURTHER INFORMATION CONTACT: Scott A. Brinks, Regulatory Drafting and Policy Support Section, Diversion Control Division, Drug Enforcement Administration; Mailing Address: 8701 Morrissette Drive, Springfield, Virginia 22152; Telephone: (571) 776–2265.

SUPPLEMENTARY INFORMATION:

Posting of Public Comments

Please note that all comments received are considered part of the public record. They will, unless reasonable cause is given, be made available by DEA for public inspection online at *http://www.regulations.gov.* Such information includes personal identifying information (such as your name, address, etc.) voluntarily submitted by the commenter. The Freedom of Information Act applies to all comments received. If you want to submit personal identifying information (such as your name, address, etc.) as part of your comment, but do not want it to be made publicly available, you must include the phrase ''PERSONAL IDENTIFYING INFORMATION'' in the first paragraph of your comment. You must also place all of the personal identifying information you do not want made publicly available in the first paragraph of your comment and identify what information you want redacted.

If you want to submit confidential business information as part of your comment, but do not want it to be made publicly available, you must include the phrase ''CONFIDENTIAL BUSINESS INFORMATION'' in the first paragraph of your comment. You must also prominently identify the confidential business information to be redacted within the comment.

Comments containing personal identifying information and confidential business information identified as directed above will generally be made publicly available in redacted form. If a comment has so much confidential business information or personal identifying information that it cannot be effectively redacted, all or part of that comment may not be made publicly available. Comments posted to *http://www.regulations.gov* may include any personal identifying information (such as name, address, and phone number) included in the text of your electronic submission that is not identified as directed above as confidential.

An electronic copy of this document and supplemental information to this proposed rule are available at *http://www.regulations.gov* for easy reference.

Legal Authority

The Controlled Substances Act (CSA or Act) grants the Attorney General the authority to promulgate and enforce any rules, regulations, and procedures that he may deem necessary and appropriate for the efficient executions of his functions under subchapter I (Control and Enforcement) of the CSA.[1] The Attorney General has delegated this authority to the Administrator of the Drug Enforcement Administration (DEA).[2]

[1] 21 U.S.C. 871(b).

[2] 28 CFR 0.100(b).