

## **SECURITIES AND EXCHANGE COMMISSION**

### **17 CFR Part 232**

**[Release Nos. 33-9353; 34-67747; 39-2485; IC-30185]**

#### **Adoption of Updated EDGAR Filer Manual**

**AGENCY:** Securities and Exchange Commission.

**ACTION:** Final rule.

**SUMMARY:** The Securities and Exchange Commission (the Commission) is adopting revisions to the Electronic Data Gathering, Analysis, and Retrieval System (EDGAR) Filer Manual and related rules to reflect updates to the EDGAR system. The revisions are being made primarily to support submission of Confidential Registration Statements; require Form ID authentication documents in PDF format; automate LTID generation for Large Trader registrations; support minor updates to Form D; remove superseded XBRL Taxonomies; remove the OMB expiration date from Form TA-1, TA-2, TA-W, 25-NSE; and request of unused funds. The EDGAR system is scheduled to be upgraded to support this functionality on July 2, 2012.

**EFFECTIVE DATE:** The incorporation by reference of the EDGAR Filer Manual is approved by the Director of the Federal Register as of September 6, 2012.

**FOR FURTHER INFORMATION CONTACT:** In the Division of Corporation Finance, for questions on Confidential Registration Statement, Form ID, and Forms D contact Jeffrey Thomas, Office of Information Technology, at (202) 551-3600; in the Division of Risk, Strategy, and Financial Innovation for questions concerning XBRL Taxonomies contact Walter Hamscher, at (202) 551-5397; in the Division of Trading and Markets for questions concerning Form 13H contact Richard R. Holley III, at (202) 551-5614, for questions concerning Form TA contact

Kenneth Riitho, at (202) 551-5592; and in the Office of Information Technology, contact Rick Heroux, at (202) 551-8800.

**SUPPLEMENTARY INFORMATION:** We are adopting an updated EDGAR Filer Manual, Volume I and Volume II. The Filer Manual describes the technical formatting requirements for the preparation and submission of electronic filings through the EDGAR system.<sup>1</sup> It also describes the requirements for filing using EDGARLink Online and the Online Forms/XML website. We also are making conforming changes to Rules 10<sup>2</sup> and 101<sup>3</sup> of Regulation S-T<sup>4</sup> relating to the Form ID authentication process.

The revisions to the Filer Manual reflect changes within Volume I entitled EDGAR Filer Manual, Volume I: “General Information,” Version 13 (July 2012) and Volume II entitled EDGAR Filer Manual, Volume II: “EDGAR Filing,” Version 20 (July 2012). The updated manual will be incorporated by reference into the Code of Federal Regulations.

The Filer Manual contains all the technical specifications for filers to submit filings using the EDGAR system. Filers must comply with the applicable provisions of the Filer Manual in order to assure the timely acceptance and processing of filings made in electronic format.<sup>5</sup> Filers

---

<sup>1</sup> We originally adopted the Filer Manual on April 1, 1993, with an effective date of April 26, 1993. Release No. 33-6986 (April 1, 1993) [58 FR 18638]. We implemented the most recent update to the Filer Manual on March 30, 2012. See Release No. 33-9303 (March 26, 2012) [77 FR 19077].

<sup>2</sup> 17 CFR 232.10.

<sup>3</sup> 17 CFR 232.101.

<sup>4</sup> 17 CFR Part 232.

<sup>5</sup> See Rule 301 of Regulation S-T (17 CFR 232.301).

may consult the Filer Manual in conjunction with our rules governing mandated electronic filing when preparing documents for electronic submission.<sup>6</sup>

The EDGAR system will be upgraded to Release 12.1 on July 2, 2012 and will introduce the following changes: EDGAR will be updated to support submission of confidential draft registration statements for companies that qualify either under the JOBS Act or the Division of Corporate Finance's foreign private issuer policy. Draft registration statements and amendments must be submitted using submission form types DRS and DRS/A. These confidential submission types can be accessed from the EDGAR Filing website, by selecting the "Draft Reg. Statement" link. New filers may select the "Access Codes will be used to submit draft registration" option on the Form ID application to indicate that they are submitting an application for EDGAR access to file Draft Registration Statements. If the filers already have an assigned EDGAR Central Index Key (CIK), then they must use the existing CIK.

EDGAR and Regulation S-T will require the authenticating document for Form ID submissions to be submitted in electronic format as a Portable Document Format (PDF) attachment. Filers would no longer be permitted to fax the Form ID authentication documents for new requests to apply for EDGAR access, update passphrase, convert paper only filer to electronic filer, and access for new serial companies.<sup>7</sup>

EDGAR will assign a unique Large Trader identification ("LTID") number to any person or entity that files a new Form 13H initial filing. The acceptance email notification that EDGAR sends to the filer will include the assigned LTID number. On future 13H-A and 13H-Q filings, the

---

<sup>6</sup> See Release No. 33-9303 (March 26, 2012) [77 FR 19077] in which we implemented EDGAR Release 12.0. For additional history of Filer Manual rules, please see the cites therein.

<sup>7</sup> In addition to changing the Filer Manual provisions, we also are amending Rule 10(b)(2) [17 CFR 232.10(b)(2)] and Rule 101(a)(1)(ix) [17 CFR 232.101(a)(1)(ix)] of Regulation S-T to eliminate references to faxing the required authentication document.

system will pre-populate the previously assigned LTID number which will be unalterable by the registrant.

In addition, Form 13H's Taxpayer Identification Number field will accept a nine-digit Social Security Number if a filer does not have a ten-digit Taxpayer Identification Number without requiring the filer to use a placeholder digit. For Item 1(a), if filers indicate Investment Adviser as their business, they can further indicate their type of advisory business to involve "Registered Investment Companies" and/or "Hedge Funds or other Funds not registered under the Investment Company Act." This field, which currently allows only one of these two options to be selected, will now allow both options to be selected. Finally, the OMB Number and the Paperwork Reduction Act Disclosures on the Instructions page of Form 13H will be updated.

EDGAR will no longer support US GAAP Taxonomy 1.0, US Financial Reporting Taxonomy Framework (USFRTF) 2005, US GAAP Taxonomy 2009, US Schedule of Investments (SOI) Taxonomy 2008, Risk Return Taxonomy 2008, and Risk Return Taxonomy 2006.

Form D screens and instructions will be updated for Item 6 to replace the reference to "Securities Act Section 4(6)" with "Securities Act Section 4(5)" as per Release No. 33-9287.

The OMB expiration date will no longer be displayed on the Forms TA-1, TA-2, TA-W, and 25-NSE. These forms will continue to display other OMB Approval information. In addition, Forms 3, 4, and 5 will no longer refer to Public Utility Holding Company Act (PUHCA).

Filers will be able to view their account balance along with the date and amount of their most recent deposit. Filers will also be able to view their account activity statement for the previous twelve months. Additionally, filers will be able to request the return of unused funds. These options will be available on the 'Retrieve/Edit Company and Submission Data' functionality of the EDGAR Filing website.

The deployment of EDGAR Release 12.0.1, originally planned for July 9, 2012 to implement an online version of Form N-SAR, is being delayed until the fourth quarter of this calendar year. The specific deployment date will be announced on the Commission's public web site's "Information for EDGAR Filers" page (<http://www.sec.gov/info/edgar.shtml>). Filers should continue to use the EDGAR Filer Manual, Volume III: N-SAR Supplement to file their N-SAR submissions. When the online version of Form N-SAR is deployed, EDGAR Filer Manual, Volume III: N-SAR Supplement will be retired. Instructions to file the online version of Form N-SAR addressed in Chapter 9 of EDGAR Filer Manual, Volume II: EDGAR Filing should then be followed.

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

You may obtain paper copies of the updated Filer Manual at the following address: Public Reference Room, U.S. Securities and Exchange Commission, 100 F Street, NE, Room 1543, Washington DC 20549, on official business days between the hours of 10:00 am and 3:00 pm. We will post electronic format copies on the Commission's website; the address for the Filer Manual is <http://www.sec.gov/info/edgar.shtml>.

Since the Filer Manual and the corresponding rule changes relate solely to agency procedures or practice, publication for notice and comment is not required under the Administrative Procedure Act (APA).<sup>8</sup> It follows that the requirements of the Regulatory Flexibility Act<sup>9</sup> do not apply.

---

<sup>8</sup> 5 U.S.C. 553(b).

The effective date for the updated Filer Manual and the rule amendments is [Insert date of publication in the Federal Register]. In accordance with the APA,<sup>10</sup> we find that there is good cause to establish an effective date less than 30 days after publication of these rules. The EDGAR system upgrade to Release 12.1 is scheduled to become available on July 2, 2012. The Commission believes that establishing an effective date less than 30 days after publication of these rules is necessary to coordinate the effectiveness of the updated Filer Manual with the system upgrade.

#### Statutory Basis

We are adopting the amendments to Regulation S-T under Sections 6, 7, 8, 10, and 19(a) of the Securities Act of 1933,<sup>11</sup> Sections 3, 12, 13, 14, 15, 23, and 35A of the Securities Exchange Act of 1934,<sup>12</sup> Section 319 of the Trust Indenture Act of 1939,<sup>13</sup> and Sections 8, 30, 31, and 38 of the Investment Company Act of 1940.<sup>14</sup>

#### List of Subjects in 17 CFR Part 232

Incorporation by reference, Reporting and recordkeeping requirements, Securities.

#### TEXT OF THE AMENDMENTS

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

---

<sup>9</sup> 5 U.S.C. 601- 612.

<sup>10</sup> 5 U.S.C. 553(d)(3).

<sup>11</sup> 15 U.S.C. 77f, 77g, 77h, 77j, and 77s(a).

<sup>12</sup> 15 U.S.C. 78c, 78l, 78m, 78n, 78o, 78w, and 78ll.

<sup>13</sup> 15 U.S.C. 77sss.

<sup>14</sup> 15 U.S.C. 80a-8, 80a-29, 80a-30, and 80a-37.

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

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

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

\* \* \* \* \*

2. Section 232.10 is amended by revising paragraph (b)(2), to read as follows:

**§232.10 Application of part 232.**

\* \* \* \* \*

(b)(1) \* \* \* \* \*

(2) File, by uploading as a Portable Document Format (PDF) attachment to the Form ID filing, a notarized document, manually signed by the applicant over the applicant's typed signature, that includes the information required to be included in the Form ID filing and confirms the authenticity of the Form ID filing.

\* \* \* \* \*

3. Section 232.101 is amended by revising paragraph (a)(1)(ix), to read as follows:

(a) Mandated electronic submissions. (1) \* \* \* \* \*

(ix) Form ID (§§239.63, 249.446, 269.7 and 274.402 of this chapter); the Form ID authenticating document required by Rule 10(b) of Regulation S-T (§232.10(b)) also shall be filed in electronic format as an uploaded Portable Document Format (PDF) attachment to the Form ID filing. Other related correspondence and supplemental information submitted after the Form ID filing shall not be submitted in electronic format;

\* \* \* \* \*

4. Section 232.301 is revised to read as follows:

**§232.301 EDGAR Filer Manual.**

Filers must prepare electronic filings in the manner prescribed by the EDGAR Filer Manual, promulgated by the Commission, which sets out the technical formatting requirements for electronic submissions. The requirements for becoming an EDGAR Filer and updating company data are set forth in the updated EDGAR Filer Manual, Volume I: “General Information,” Version 13 (July 2012). The requirements for filing on EDGAR are set forth in the updated EDGAR Filer Manual, Volume II: “EDGAR Filing,” Version 20 (July 2012). All of these provisions have been incorporated by reference into the Code of Federal Regulations, which action was approved by the Director of the Federal Register in accordance with 5 U.S.C. 552(a) and 1 CFR Part 51. You must comply with these requirements in order for documents to be timely received and accepted. You can obtain paper copies of the EDGAR Filer Manual from the following address: Public Reference Room, U.S. Securities and Exchange Commission, 100 F Street, NE, Room 1543, Washington, DC 20549, on official business days between the hours of 10:00 am and 3:00 pm. Electronic copies are available on the Commission’s website. The address for the Filer Manual is <http://www.sec.gov/info/edgar.shtml>. You can also inspect the document at the National Archives and Records Administration (NARA). For information on the availability of this material at NARA, call 202–741–6030, or go to: [http://www.archives.gov/federal\\_register/code\\_of\\_federal\\_regulations/ibr\\_locations.html](http://www.archives.gov/federal_register/code_of_federal_regulations/ibr_locations.html).

By the Commission.

Elizabeth M. Murphy  
Secretary

August 29, 2012