

**SUPPORTING STATEMENT FOR PROPOSED RULES
UNDER THE SECURITIES ACT OF 1933**

This submission, pursuant to the Paperwork Reduction Act of 1995, 44 U.S.C. §3501, et seq., consists of this supporting statement and Release No. 33-8878 (December 19, 2007).

A. JUSTIFICATION

1. NECESSITY FOR THE INFORMATION COLLECTION

In Release No. 33-8878, the Securities and Exchange Commission adopted rules and amendments that contain “collection of information” requirements within the meaning of the Paperwork Reduction Act of 1995. The titles for the collections of information are:

- (1) “Form S-3” (OMB Control No. 3235-0073);
- (2) “Form S-1”¹ (OMB Control No. 3235-0065); and
- (3) “Form F-1” (OMB Control No. 3235-0258)

These collections of information are necessary for the Commission to carry out the provisions of the Securities Act of 1933. They govern the information required to be included in registration statements on Forms S-3, S-1, F-3 and F-1. These forms set forth the disclosure requirements for registration statements that are prepared by eligible issuers to provide investors with the information they need to make informed investment decisions in registered offerings.

In association with the proposing release for these rules, the Commission received pre-approval for changes in the following collections of information.

- (1) “Form S-3” (OMB Control No. 3235-0073);
- (2) “Form S-1” (OMB Control No. 3235-0065);
- (3) “Form SB-2” (OMB Control No. 3235-0418);
- (4) “Form F-3” (OMB Control No. 3235-0256); and
- (5) “Form F-1” (OMB Control No. 3235-0258)

This statement relates only to Form S-3, Form S-1 and Form F-3. The Commission is revising its burden estimates for Form S-3 and S-1 to reflect changes in the rule related to those forms. The Commission is resubmitting its PRA analysis regarding Form F-1 to adjust its previous burden to reflect changes to that burden that were adopted prior to adoption of these rules. The Commission has received final approval for the burden related to Form F-3, for which there were no changes. The Commission has withdrawn its estimate related to Form SB-2 because that form is being eliminated, and those changes in burden are now reflected in Form S-1.

¹ Because our proposed amendments to Form S-3 and Form F-3 are anticipated to affect the annual number of Forms S-1 and Forms F-1 filed, we are required to include them in the titles of information collections even though we are not proposing to amend them in this release.

2. PURPOSE OF THE INFORMATION COLLECTION

In Release No. 33-8812, the Commission proposed amendments to Forms S-3 and F-3. These amendments were adopted in Release No. 33-8878 with certain revisions to the proposal. These amendments are intended to give domestic and foreign private issuers that are listed on a national securities exchange the ability to conduct primary securities offerings on Forms S-3 and F-3 without regard to the size of the issuers' public float or the rating of debt they are offering, as long as they satisfy the other eligibility conditions of the respective form and do not sell more than the equivalent of 33% of their public float in primary offerings pursuant to the new instructions on these forms over any period of 12 calendar months. The amendments are designed to allow more companies to benefit from the greater flexibility and efficiency in accessing the public securities markets afforded by Form S-3 and Form F-3 without compromising investor protection. The amendments do not extend to issuers that are not listed on a national securities exchange.

3. USE OF ELECTRONIC MEDIA

Registration statements on Forms S-3, S-1, and F-1 are filed electronically with the Commission using the Commission's Electronic Data Gathering and Retrieval (EDGAR) system.

4. DUPLICATION

The Commission believes that there are no rules that conflict with or completely duplicate the adopted rules.

5. METHODS USED TO MINIMIZE BURDEN ON SMALL BUSINESSES

The amendments to the transaction eligibility requirements of Forms S-3 (and F-3) will affect small businesses and other small entities that are listed on a national securities exchange, meet the registrant eligibility requirements of Form S-3 (or Form F-3) and choose voluntarily to register one or more primary securities offerings on Form S-3 (or Form F-3). Because Form S-3 (and Form F-3) are abbreviated registration forms that can be updated automatically through incorporation by reference of a registrant's Exchange Act filings, the Commission believes use of the forms by eligible small businesses and other small entities would decrease their existing compliance burden.

6. DESCRIPTION OF CONSEQUENCES OF LESS FREQUENT COLLECTION

Less frequent collection would mean that current information may not be available to investors and may potentially decrease investor confidence in the full and fair disclosure system that is the hallmark of the U.S. capital markets.

7. EXPLANATION OF SPECIAL CIRCUMSTANCES

Not applicable.

8. CONSULTATION OUTSIDE THE AGENCY

The Commission issued a release soliciting comment on the new “collection of information” requirements and the associated paperwork burdens. The Commission received comments on that proposing release. The Commission considered all comments received and in incorporated several of those comments into the final rules. A copy of the release adopting the final rules is attached.

9. PAYMENT OR GIFT TO RESPONDENTS

Not applicable.

10. ASSURANCE OF CONFIDENTIALITY

Not applicable.

11. SENSITIVE QUESTIONS

Not applicable.

12. and 13. ESTIMATES OF HOUR AND COST BURDENS

The paperwork burden estimates associated with the amendments include the time and the cost of preparing and reviewing disclosure, filing documents or otherwise publicizing information, and retaining records.

These estimates represent the average burden for all companies, both large and small. We expect that the burdens and costs could be greater for larger companies and lower for smaller companies. For Securities Act registration statements on Forms S-3, S-1, and F-1, we estimate that 25% of the burden of preparation is carried by the company internally and that 75% of the burden is carried by outside professionals retained by the company at an average cost of \$400 per hour. The portion of the burden carried by outside professionals is reflected as a cost, while the portion of the burden carried by the company internally is reflected in hours.

Table 1 below illustrates the incremental annual compliance burdens of the collection of information in hours and in cost for our amendments. The burden was calculated by multiplying the estimated number of additional annual responses we believe will be generated by the estimated average number of hours each entity will spend completing the form or complying with the requirements of the rules.

Table 1: Calculation of Incremental PRA Burden Estimates

| Form | Estimated Change in Annual Responses | Hours/Form | Incremental Burden | Company Hours ² | Professional Hours ³ | Professional Cost (1,000s) |
|------|--------------------------------------|------------|--------------------|----------------------------|---------------------------------|----------------------------|
| | (A) | (B) | (C)=(A) X (B) | (D) | (E) | (F)=(E) X \$400 |

² This column is calculated by multiplying column (C) by 25%, based on our determination (discussed in text above) of the proportion of the burden that is borne in-house by company personnel.

| | | | | | | |
|-----|------|-------|----------|------------|------------|-------------|
| S-3 | 66 | 459 | 30,294 | 7,390 | 22,720.5 | \$9,088,200 |
| S-1 | (57) | 1,176 | (67,032) | (16,758) | (50,274) | (\$20,110) |
| F-1 | (3) | 1,799 | (5,397) | (1,349.25) | (4,047.75) | (\$1,619) |

Table 2 below illustrates the total annual compliance burden of the collection of information in hours and in cost. The burden was calculated by adding the incremental burdens to the existing burdens.

Table 2: Estimates of Hour and Cost Burdens

| | Current Annual Responses | Incremental Annual Responses | Total Annual Responses | Current Hours/Form | Total Burden Hours | Company ⁴ | Professional ⁵ | Professional Cost (1,000s) |
|-----|--------------------------|------------------------------|------------------------|--------------------|--------------------|----------------------|---------------------------|----------------------------|
| | (A) | (B) | (C)=(A)+(B) | (D) | (E)=(C)*(D) | (F) | (G) | (H)=(G)*\$400 |
| S-3 | 1,999 | 66 | 2,065 | 459 | 947,835 | 236,959 | 710,876 | \$284,351 |
| S-1 | 528 | (57) | 471 | 1,176 | 553,896 | 138,474 | 415,422 | \$166,169 |
| F-1 | 42 | (3) | 39 | 1,799 | 70,161 | 17,540 | 52,621 | \$21,048 |

14. ESTIMATE OF COST TO FEDERAL GOVERNMENT

The estimated cost of preparing the proposed amendments is approximately \$50,000.

15. EXPLANATION OF CHANGES IN BURDEN

Table 3 below illustrates the changes in cost and hour burdens from the burden estimates currently approved by OMB. Columns (A) and (B) represent the total hour and cost burden estimates for the respective forms under the proposed rules. Columns (C) and (D) represent the previous burden estimates most recently submitted to OMB. Columns (E) and (F) represent the change in burden from the previous estimates. Columns (G) and (H) represent the incremental hour and cost burden as a result of the amendments. Columns (I) and (J) represent the adjustment, which encompasses any change in burden that is not attributable to the amendments.

| | Requested Burdens | | Current Burden | | Change in Burden | | Program Change | | Adjustment | |
|-----|-------------------|---------------|----------------|---------------|------------------|---------------|----------------|---------------|-----------------|---------------------|
| | Burden Hours | Cost (1,000s) | Burden Hours | Cost (1,000s) | Burden Hours | Cost (1,000s) | Burden Hours | Cost (1,000s) | Burden Hours | Cost (1,000s) |
| | (A) | (B) | (C) | (D) | (E)=(A)-(C) | (F)=(B)-(D) | (G) | (H) | (I)=(A)-(C)-(G) | (J)=(B)-(D)-(F)-(H) |
| S-3 | 236,959 | \$284,351 | 229,569 | \$206,612 | 7,390 | 77,738,500 | 7,390 | \$9,088 | 0 | 0 |
| S-1 | 138,474 | \$166,169 | 155,232 | \$186,278 | (16,758) | (\$20,109) | (16,758) | (\$20,109) | 0 | 0 |
| F-1 | 17,540 | \$21,048 | 18,890 | \$22,667 | (1,350) | (\$1,619) | (1,350) | (\$1,619) | 0 | 0 |

Table 3: Explanation of Changes in Burden

³ This column is calculated by multiplying column (C) by 75%, based on our determination (discussed in text above) of the proportion of the burden that is borne as the cost of outside professionals.

⁴ This column is calculated by multiplying column (C) by 25%, based on our determination (discussed in text above) of the proportion of the burden that is borne in-house by company personnel.

⁵ This column is calculated by multiplying column (C) by 75%, based on our determination (discussed in text above) of the proportion of the burden that is borne as the cost of outside professionals.

16. INFORMATION COLLECTIONS PLANNED FOR STATISTICAL PURPOSES

Not applicable.

17. EXPLANATION AS TO WHY EXPIRATION DATE WILL NOT BE DISPLAYED

Not applicable.

18. EXCEPTIONS TO CERTIFICATION

Not applicable.

B. COLLECTION OF INFORMATION EMPLOYING STATISTICAL METHODS

Not applicable.