

SUPPORT STATEMENT FOR REGISTRATION FORM S-4

A. Justification

1. Necessity of Information Collection

The Form S-4 is used to register under the Securities Act of 1933 securities issued in the following types of transactions: (1) the type of transactions specified in paragraph (a) of Rule 145; (2) in a merger in which the applicable state law would not require the solicitation of the votes or consents of all of the security holders of the company being acquired; (3) in an exchange offer for securities of the issuer or another entity; (4) in a public reoffering or resale of any such securities acquired pursuant to the Form S-4 registration statement; or (5) in more than one of the kinds of transaction listed (1) through (4) registered on one registration statement.

2. Purposes of, and Consequences of Not Requiring, the Information Collection

The information to be collected is intended to ensure the adequacy of information available to investors in connection with business combination transactions.

3. Role of Improve Information Technology and Obstacles to Reducing Burden

The Form S-4 is required to be filed electronically through the Electronic Data Gathering Analysis and Retrieval System (EDGAR).

4. Effort to Identify Duplication

There is no other public source for this information.

5. Effect on Small Entities

A small entity may be required to file Form S-4 if it is involved in issuing securities in a business combination transaction. Investors in securities of small entities should have access to all material information in order to evaluate a proposed offering of securities. The Commission is unable to further simplify reporting requirements for small entities.

6. Consequences of Less Frequent Collection

The objectives of the Securities Act would not be met.

7. Inconsistencies with Guidelines in 5 CFR 1320.6

Not applicable.

8. Consultation Outside the Agency

Form S-4 was proposed for public comment. No comments were received on this request during the 60 – day comment period prior to OMB’s review of this submission.

9. Payment or Gift to Respondents

Not applicable.

10. Assurance of Confidentiality

Form S-4 is a public document.

11. Sensitive Questions

Not applicable.

12. Estimate of Respondent Reporting Burden

Form S-4 takes approximately 4,064 hours per response to prepare and is filed by 619 registrants annually. We estimate that 25% of the 4,064 hours per response (1,016 hours) is prepared by the registrant for an annual reporting burden of 628,904 hours (1,016 hours per response x 619 responses). The estimated burden hours are made solely for purposes of the Paperwork Reduction Act.

13. Estimate of Total Annualized Cost Burden

We estimate that 75% of the 4,064 hours per response (3,048 hours) is prepared by an outside law firm hired by the company. We estimate the law firm cost to be \$400 per hour (\$400 per hour x 3,048 hours per response x 619 responses) for a total cost burden of \$754,684,800. The estimated cost burden is made solely for the purposes of the Paperwork Reduction Act. The cost burden is not derived from a comprehensive or even a representative survey or study of the cost of Commission rules and forms.

14. Estimate of Cost to the Federal Government

The estimated cost of reviewing and processing Form S-4 is \$2.47 million annually.

15. Explanation of Change in Burden

Not applicable.

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.