

**SUPPORTING STATEMENT**  
**for the Paperwork Reduction Act Information Collection Submission**  
**“Rule 15c2-8”**

**A. Justification**

**1. Necessity of Information Collection**

Rule 15c2-8 of the Securities Exchange Act of 1934 ("Exchange Act") requires broker-dealers to deliver preliminary and/or final prospectuses to certain people under certain circumstances. In connection with securities offerings generally, including initial public offerings (IPOs), the rule requires broker-dealers to take reasonable steps to distribute copies of the preliminary or final prospectus to anyone who makes a written request, as well as any broker-dealer who is expected to solicit purchases of the security and who makes a request. In connection with IPOs, the rule requires a broker-dealer to send a copy of the preliminary prospectus to any person who is expected to receive a confirmation of sale (generally, this means any person who is expected actually to purchase the security in the offering) at least 48 hours prior to the sending of such confirmation. This requirement is sometimes referred to as the "48 hour rule."

Additionally, managing underwriters are required to take reasonable steps to ensure that all broker-dealers participating in the distribution of or trading in the security have sufficient copies of the preliminary or final prospectus, as requested by them, to enable such broker-dealer to satisfy their respective prospectus delivery obligations pursuant to Rule 15c2-8, as well as Section 5 of the Securities Act of 1933.

Rule 15c2-8 implicitly requires that broker-dealers collect information, as such collection facilitates compliance with the rule. There is no requirement to submit collected information to the Commission. In order to comply with the rule, broker-dealers participating in a securities offering must keep accurate records of persons who have indicated interest in an IPO or requested a prospectus, so that they know to whom they must send a prospectus.

The Commission is statutorily authorized by Section 15(c)(2) of the Exchange Act, 15 U.S.C. 78o(c)(2), to adopt rules and regulations that define and prescribe means reasonably designed to prevent such acts and practices as are fraudulent, deceptive, or manipulative. Further statutory authority is found in Section 23(a) of the Exchange Act, 15 U.S.C. 78w.

**2. Purpose and Use of the Information Collection**

The purpose of the 48 hour rule is to ensure that in an IPO, where there is limited information about the company selling its shares publicly for the first time, the investor has sufficient time to evaluate the investment prior to committing to a purchase. The purpose of the other provisions is to specify clearly the broker-dealer's role in disseminating prospectuses in connection with a public offering. If the 48 hour rule were not in place, investors wishing to participate in an IPO might find themselves forced to make an investment decision without having ready access to full disclosure concerning the offering. Likewise, if the other provisions

were not in place, it would likely be more difficult for investors to obtain information on the offering. The rule specifies how and when prospectuses are to be delivered by broker-dealers.

**3. Consideration Given to Information Technology**

Improvements in telecommunication and data processing technology reduce regulatory burdens that might otherwise result from Rule 15c2-8. The Commission is not aware of any technical or legal obstacles to reducing the burden through the use of improved information technology.

**4. Duplication**

Subject to certain exceptions, Section 5(b) of the Securities Act of 1933 prohibits the sale of securities in interstate commerce unless preceded or accompanied by a prospectus that satisfies the requirements of Section 10 of that act. Rule 15c2-8 under the Exchange Act specifies the role of broker-dealers in ensuring that the requirement of prospectus delivery is effectuated in a meaningful way. Though the rule does not purport to specify how prospectus delivery is to be achieved in all situations, the rule is intended to address a number of situations in which broker-dealers may seek guidance on the scope and extent of their role in ensuring the delivery of prospectuses where required by the Securities Act, and applicable rules thereunder.

**5. Effects on Small Entities**

The information requirements of Rule 15c2-8 apply equally to all issuers of publicly traded securities when engaging in the sorts of distributions covered by the rule. The Commission believes that the requirements of Rules 15c2-8 are not unduly burdensome on small entities.

**6. Consequences of Less Frequent Collection**

Not applicable.

**7. Inconsistencies With Guidelines in 5 CFR 1320.5(d)(2)**

There are no special circumstances. This collection is consistent with the guidelines in 5 CFR 1320.5(d)(2).

**8. Consultations Outside the Agency**

The required Federal Register notice with a 60-day comment period soliciting comments on this collection of information was published. No public comments were received.

**9. Payment or Gift to Respondents**

Not applicable.

**10. Assurance of Confidentiality**

No assurance of confidentiality is provided.

**11. Sensitive Questions**

No questions of a sensitive nature are asked.

**12. Estimates of Respondent Reporting Burden**

In order to comply with the rule, broker-dealers participating in a securities offering must keep accurate records of persons who have indicated interest in an IPO or requested a prospectus, so that they know to whom they must send a prospectus. The time required to compile such information varies based on whether the deal is an equity IPO or not. In 2010, there were 123 equity IPOs in the United States. Estimating that all broker-dealers participating collectively will require 50 hours to keep accurate records of investor interest in each IPO, the recordkeeping burden for complying with Rule 15c2-8(b) is approximately 6,150 hours (123 X 50). The number of debt and non-IPO equity offerings in the United States for 2010 was 6,786. The recordkeeping burden for these offerings for purposes of compliance with the other provisions of the rule is estimated at 10 hours, for a total of approximately 67,860 hours (6,786 X 10). The total respondent reporting burden in hours is therefore estimated to be 74,010 (6,150 + 67,860). The total number of responses is 6,909 (123 + 6,786).

There are currently 4,831 broker-dealers registered with the Commission. Assuming each one is a potential respondent, the estimated reporting burden for each respondent is 15.32 hours (74,010 / 4,831).

Estimating that records are to be kept by a compliance attorney or other related personnel paid at an hourly rate of \$320, the total internal annualized cost burden for recordkeeping is \$23,683,200 (320 X 74,010).

**13. Estimates of Total Annualized Cost Burden**

The annualized cost burden to comply with Rule 15c2-8 is limited to copying and mailing. These costs are estimated to be approximately \$100,000 per equity initial public offering, for a total of \$12,300,000 (123 x \$100,000) for those offerings. For other offerings, the Commission estimates the cost to be approximately \$20,000 per offering, but, the Commission only expects 2% of investors to request a prospectus. Thus, the Commission estimates the annualized cost burden for these other offerings to be a total of \$2,714,400 (6,786 x \$20,000 x 2%). Other costs are expected to be de minimis, as they would be incurred for purposes of complying with Securities Act provisions. The total annualized cost burden is therefore \$15,014,400 (\$12,300,000 + \$2,714,400).

**14. Estimated Cost to the Federal Government**

The government does not experience any direct costs based on the recordkeeping required pursuant to Rule 15c2-8.

**15. Explanation of Changes in Burden**

The change in the estimated reporting burden is based on a current estimate of the number of offerings covered by Rule 15c2-8. The change in the number of broker-dealers is based on the current number of Broker-Dealers filing FOCUS Reports with the Commission. The change in the estimated annualized cost burden is due to changes in salary since 2009 based on industry estimates, as well as an increase in the number of IPOs in 2010 (123) versus 2008 (29). There are no other changes in the burden.

**16. Information Collection Planned for Statistical Purposes**

Not applicable. There are no plans to require the publication of these records in the future.

**17. Explanation of Why Expiration Date Will Not Be Displayed**

The Commission is not seeking approval to not display the expiration date for OMB approval.

**18. Exceptions to the Certification**

This collection complies with the requirements in 5 CFR 1320.9.

**B. Collecting Information Employing Statistical Methods**

This collection does not involve statistical methods.