

SUPPORTING STATEMENT FOR REGISTRATION FORM F-4

A. JUSTIFICATION

1. Circumstances Making Collection of Information Necessary

Form F-4, is used by foreign private issuers to register securities in business combinations, reorganizations and exchange offers. Form F-4 is designed to improve the effectiveness of the business combination prospectus by requiring that information be presented in a more accessible and meaningful format and to simplify the registration of securities issued in such transactions. The Commission implemented these objectives by applying to business combination transactions the principles of the foreign integrated disclosure system developed in the context of primary offerings of securities. In some respects, this Form parallels Form S-4 used by domestic issuers to register securities issued in an exchange. The significance of the Form F-4 is that it addresses the specific disclosure requirements, special problems and circumstances encountered by foreign private issuers under the Securities Act when making primary offerings in the United States.

2. Purpose and Use of the Information Collection

The Commission for years has had a number of different registration forms to conform its disclosure requirements to different types of registrants. If the information disclosed on Form F-4 were not required, the objectives of the Securities Act would not be met.

3. Consideration Given to Information Technology

Form F-4 is filed electronically using the Commission's Electronic Data Gathering, Analysis, and Retrieval System (EDGAR).

4. Duplication of Information

We are not aware of any forms or rules that conflict with or substantially duplicate the requirements of Form F-4.

5. Reducing the Burden on Small Entities

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 Not Conducting Collection

Persons considering investments in a foreign entity that issues securities in the United States would find it more difficult and expensive to obtain the necessary information from other sources. Also, requiring less frequent reporting by foreign issuers would discriminate against domestic issuers.

7. Special Circumstances

There are no special circumstances.

8. Consultations with Persons Outside the Agency

Before it was adopted, Form F-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 extension request.

9. Payment or Gift to Respondents

Not applicable.

10. Confidentiality

Form F-4 is available to the public.

11. Sensitive Questions

No information of a sensitive nature is required under this collection of information. Basic Personally Identifiable Information (PII) is required that may include name, business address, and residential address (for sole proprietor only), telephone/cellular/facsimile number, email address, and Tax ID Number (TIN). Records of Notice may be found at the following link: <http://www.sec.gov/about/privacy/sorn/secsorn1.pdf>. The Privacy Impact Assessment (PIA) for EDGAR is attached to this submission as a supplementary document.

12. Estimate of Respondent Reporting Burden

Form F-4 takes approximately 1,457 hours to prepare and is filed by 68 respondents. We estimate that 25% of the 1,457 hours per response (364.25 hours) is prepared by the company for a total annual reporting burden of 24,769 hours (364.25 hours per response x 68 responses). The estimated burden hours are made solely for the purposes of the Paperwork Reduction Act.

13. Estimate of Total Annualized Cost Burden

We estimate that 75% of the 1,457 hours per response (1,092.75 hours) is prepared by an outside law firm hired by the company. We estimate that it will cost \$400 per hour (\$400 x 1,092.75 hours per response x 68 responses) for a total cost burden of \$29,722,800. The estimated cost burden is made solely for the purposes of the Paperwork Reduction Act. The cost is not derived from a comprehensive or even a representative survey or study of the cost of Commission rules and forms.

14. Costs to Federal Government

The estimated cost of preparing the proposal was approximately \$60,000.

15. Reason for Changes in Burden

The increase of \$1,000 in the cost burden is due to an adjustment in the estimate of the number of hours used to calculate the cost burden.

16. Information Collection Planned for Statistical Purposes

Not applicable.

17. Approval to Omit OMB Expiration Date

We request authorization to omit the expiration date on the electronic version of the form. Including the expiration date on the electronic version of the form will result in increased costs, because the need to make changes to the form may not follow the application's scheduled version release dates. The OMB control number will be displayed.

18. Exceptions to Certification for Paperwork Reduction Act Submissions

Not applicable.

B. STATISTICAL METHODS

Not applicable.