

## SUPPORTING STATEMENT FOR SECURITIES ACT RULE 173

### A. JUSTIFICATION

#### 1 And 2. Circumstances Making the Collection of Information Necessary and Purpose and Use of the Information Collection

The Commission adopted Rule 173 on July 19, 2005, in connection with Release 33-8591 (“Securities Offering Reform”). Under the Commission’s rules, a final prospectus must accompany or precede a written confirmation of the sale and delivery of a security in a public offering. Securities Act Rule 172 states that a final prospectus is deemed to precede or accompany the delivery of a security if the final prospectus is filed within the time period required under Securities Act Rule 424. Rule 173 provides that a notice of sale can be sent to securities purchasers within two days after the sale was made in lieu of a final prospectus.

#### 3. Consideration Given to Information Technology

Rule 173 relies on the Internet as a means of disseminating information to investors.

#### 4. Duplication of Information

There are no other requirements that duplicate this information.

#### 5. Reducing the Burden on Small Entities

Rule 173 was adopted in connection with other revisions to the Securities Act, which were intended to decrease costs and burdens for all issuers, including small business issuers, and enhance communications between issuers and investors.

#### 6. Consequences of Not Conducting Collection

Less frequent collection of the Rule 173 information could promise investor protection.

#### 7. Special Circumstances

There are no special circumstances.

#### 8. Consultations with Persons Outside the Agency

Rule 173 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. Confidentiality

Not applicable.

11. Sensitive Questions

This collection does not contain any personal identifiable Information (PII). The Privacy Impact Assessment (PIA) is provided as a supplemental document.

12. Estimate of Respondent Reporting Burden

Rule 173 is filed by 5,338 companies approximately 43,546 times a year for a total of 232,448,548 responses. We estimate that it takes approximately 0.0167 burden hours per response to provide the information required under Rule 173. We estimate that 100% of the total burden hours of 3,881,891 hours (0.0167 hours per response x 232,448,548 responses). The estimated burden hours are made solely for the purpose of the Paperwork Reduction Act. The hours are not derived from a comprehensive or even representative survey or study of the hours to comply with Commission rules and forms.

13. Estimate of Total Annualized Cost Burden

We estimate that 100% of the 3,881,891 total annual reporting burden hours is prepared by the company. There is no additional cost associated with the information.

14. Costs to Federal Government

Not applicable.

15. Reason for Change in Burden

There is no change in the burden.

16. Information Collection Planned for Statistical Purposes

Not applicable.

17. Approval to Omit OMB Expiration Date

The Commission is not seeking approval to omit the expiration date.

18. Exceptions to Certification for Paperwork Reduction Act Submissions

Not applicable.

B. STATISTICAL METHODS

Not applicable.