

## SUPPORTING STATEMENT FOR RULE 12g3-2

### A. JUSTIFICATION

#### 1. Circumstances Making the Collection of Information Necessary

The Securities Exchange Act of 1934 (“Exchange Act”) is intended to ensure that secondary markets for publicly traded securities are fair and honest. The principal means by which the Exchange Act carries out this purpose include regulation of broker-dealers, registration of exchanged-traded and other securities, remedial provisions for fraud in securities transactions and manipulation of regulated securities markets, and limits on the extension of credit for securities purposes. In addition, they include issuer registration and periodic reporting requirements prescribed by the Securities and Exchange Commission (“Commission”) pursuant to its authority in Sections 12(b), 12(g), 13(a) and 15(d) of the Exchange Act.

Exchange Act Section 12(g)(3) provides that the Commission may exempt from the registration requirements of Section 12(g)(1) any security of a foreign issuer if the Commission finds that such exemption is in the public interest and is consistent with the protection of investors. The Commission has exercised its authority under Section 12(g)(3) by providing an exemption from such requirements to a foreign private issuer that provides certain information to the Commission that is publicly available in accordance with the laws of the foreign jurisdiction in which the foreign private issuer is domiciled, incorporated or organized, or the rules of the foreign stock exchange on which its securities are traded, or that has been distributed or is required to be distributed to its security holders (together the issuer’s “non-U.S. disclosure documents”), and that otherwise satisfies other conditions as currently specified in Exchange Act Rule 12g3-2.

In 1992, the Commission received approval to use Forms 12-F and 12-FA to collect the information required by Rule 12g3-2. Those forms were never adopted, however. Therefore, the information required by Rule 12g3-2 currently is not submitted to the Commission on a prescribed form.

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

The principal function of the Commission's forms, schedules and rules under the securities laws' disclosure provisions is to make information available to investors. The information required to be filed with and submitted to the Commission permits verification of compliance with securities law requirements and assures the public availability and dissemination of such information. Private contractors reproduce much of the submitted information and provide it to private parties. Many other persons obtain information directly from the Commission's files located in the Public Reference Room. Security holders, investors, broker-dealers, investment banking firms, professional securities analysts and others can use this information to evaluate securities and make investment decisions with respect to such securities.

3. Consideration Given to Information Technology

The information required by Rule 12g3-2 is filed electronically using the EDGAR system.

4. Duplication of Information

The information required by Rule 12g3-2 is designed to provide investors in foreign securities with information concerning such securities and the foreign issuer. This information is not otherwise readily available in the United States.

5. Reducing the Burden on Small Entities

There are no qualifications for use of Rule 12g3-2 based on size of the applying foreign private issuer. Thus, the rules do not discriminate against small issuers.

6. Consequences of Not Conducting Collection

Persons in the United States considering investment in securities issued by foreign companies would find it more difficult and expensive to obtain the necessary information if not required by the Commission.

7. Special Circumstances

Not applicable.

8. Consultations with Persons Outside the Agency

Before being adopted, Rule 12g3-2 was proposed for public comment. No comments were received during the 60-day comment period prior to OMB's review.

9. Payments or Gift to Respondents

Not applicable.

10. Confidentiality

Information submitted pursuant to Rule 12g3-2 is public.

11. Sensitive Questions

This collection does not contain any personal identifiable Information (PII). This information is not filed on the Electronic Data Gathering, Analysis, and Retrieval System (EDGAR).

12. Estimate of Respondent Reporting Burden

We estimate that approximately 1,386 respondents claim the exemption. Each respondent publishes an estimated 12 submissions pursuant to Rule 12g3-2 per year for a total of 16,632 responses. We estimate the number of burden hours incurred by foreign private issuers to produce the Rule 12g3-2(b) publications to total 37,206, or approximately 2.237 burden hours per response (2.237 hours per responses x 16,632 responses). The estimated burden hours are made solely for purposes of the Paperwork Reduction Act. They are not derived from a comprehensive or even a representative survey or study of the cost of Commission rules and forms.

13. Estimate of Total Annualized Cost Burden

We estimate that the total annual cost burden for outside firms to perform services necessary to prepare a response is \$5,860,050 (\$352.33585 cost per response x 16,632 responses). The cost is not derived from a comprehensive or even a representative survey or study of the cost of the Commission rules and forms.

14. Costs to Federal Government

The estimated cost to the Commission of administering Rule 12g3-2 is approximately \$1,000.00.

15. Reason for Changes in Burden

There is no change in 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.