

**Supporting Statement
Securities Offering Disclosure Rules
OMB Control No. 1557-0120**

A. Justification

1. *Circumstances that make the collection necessary:*

Under 15 U.S.C. 77q, all securities issuers, including national banks and Federal savings associations, face liabilities for failing to make full disclosure of all material facts when issuing securities. Parts 16 and 197 enable the OCC to perform its responsibilities relating to offerings of securities by requiring national bank and Federal savings association issuers to provide the investing public with facts about the condition of the institution, the reasons for raising new capital, and the terms of the offering.

The OCC has issued a notice of proposed rulemaking, which would remove part 197 and require Federal savings associations to follow part 16. In addition, § 16.5 would be amended to provide additional exemptions for private placements and sales of certain fractional interests. The periodic reports on sales of securities registered under part 197 would not be carried over to part 16. The filing requirement in § 197.8 would be removed and Federal savings associations with total assets exceeding \$10,000,000 and a class of equity security (other than exempted security) held of record by 2,000 or more persons would be subject to Exchange Act periodic and current reporting requirements. Section 16.17 would reduce from four to one the number of copies that must be submitted of all registration statements, offering documents, amendments, notices, or other documents and from four to two the number of copies of amendments that must be submitted. In addition, the proposed rule will permit these documents to be signed electronically using the signature provision in SEC Rule 402.

2. *Use of the information:*

The public uses this information to make informed decisions on whether the securities are an appropriate investment. The OCC uses the information to determine compliance with the applicable requirements of parts 16 and 197 and to protect the investing public.

3. *Consideration of the use of improved information technology:*

An institution may use any means of improved information technology that meets the requirements of the regulations.

4. *Efforts to identify duplication:*

The information required is not generally otherwise available to the public or the OCC.

5. *Methods used to minimize burden if the collection has a significant impact on a substantial number of small entities:*

Not applicable.

6. *Consequences to the Federal program if the collection were conducted less frequently:*

The information is required only when an institution offers securities for sale. If the information were collected less frequently, the OCC's monitoring of compliance would be rendered sporadic and incomplete. The public would not be protected adequately and there could be safety and soundness consequences if banks raised capital without meeting the requirements of parts 16 and 197.

7. *Special circumstances that would cause an information collection to be conducted in a manner inconsistent with 5 CFR part 1320:*

Not applicable.

8. *Efforts to consult with persons outside the agency:*

This information collection was published for 60 days of comment through a notice of proposed rulemaking.

9. *Payment or gift to respondents:*

None.

10. *Any assurance of confidentiality:*

The information is kept private to the extent permitted by law.

11. *Justification for questions of a sensitive nature:*

Not applicable.

12. *Burden estimate:*

Estimated Number of Respondents: 37
Estimated Burden Per Respondent: 22 hours
Total Estimated Burden: 814 hours.

Cost of Hour Burden to Respondents:

814 hours x \$101 = \$82,214

To estimate average hourly wages we reviewed data from May 2014 for wages (by industry and occupation) from the U.S. Bureau of Labor Statistics (BLS) for depository credit intermediation (NAICS 522100). To estimate compensation costs associated with the rule, we use \$101 per hour, which is based on the average of the 90th percentile for seven occupations adjusted for inflation (2 percent), plus an additional 30 percent to cover private sector benefits. Thirty percent represents the average private sector costs of employee benefits.

13. Estimate of annualized costs to respondents (excluding the cost of hour burden in Items 12 and 14):

None.

14. Estimate of annualized costs to the Federal government:

Not applicable.

15. Change in burden:

Prior Burden: 1,310 hours.

Current Burden: 814 hours.

Difference: - 496 hours.

The reduction in burden is due to the added exemptions, the removal of reporting requirements, and the move to electronic filing.

16. Information regarding collections whose results are to be published for statistical use:

Not applicable.

17. Display of expiration date:

Not applicable.

18. Exceptions to certification statement:

None.

B. Collections of Information Employing Statistical Methods.

Not applicable.