

**SUPPORTING STATEMENT FOR THE PAPERWORK REDUCTION ACT
INFORMATION SUBMISSION FOR FINAL RULES UNDER THE SECURITIES
ACT OF 1933 AND THE SECURITIES EXCHANGE ACT OF 1934**

A. JUSTIFICATION

1. CIRCUMSTANCES MAKING THE COLLECTION OF INFORMATION NECESSARY

On March 1, 2017, the Securities and Exchange Commission (the “Commission”) adopted rule and form amendments that require registrants to include a hyperlink to the exhibits in their filings. Item 601 of Regulation S-K specifies the exhibits that registrants must file with registration statements filed under the Securities Act of 1933 (“Securities Act”) and Securities Exchange Act of 1934 (“Exchange Act”) and with periodic and current reports under the Exchange Act. Item 601 also requires registrants to include an exhibit index that lists each exhibit included with the filing. Specifically, the final rules require registrants that file registration statements and periodic and current reports that are subject to the exhibit requirements under Item 601 of Regulation S-K, or that file on Forms F-10 or 20-F, to include a hyperlink to each exhibit listed in the exhibit index of the filings. The final rules also require that registrants submit all of these filings in HyperText Markup Language (HTML) format. A copy of Commission Release No. 33-10322, which contains the final rules, is attached.

2. PURPOSE OF THE INFORMATION COLLECTION

The purpose of the final rules is to assist investors and other users in identifying and locating exhibits. Under the current system, someone seeking to retrieve and access an exhibit that has been incorporated by reference must review the exhibit index to determine the filing in which the exhibit is included, and then must search through the registrant’s filings to locate the relevant filing to review for the particular exhibit. This process can be both time consuming and cumbersome. The Commission believes that the changes described above would substantially ease the difficulties in retrieving exhibits.

3. CONSIDERATION GIVEN TO INFORMATION TECHNOLOGY

The collection of information requirements of the final rules are set forth in amended rules and forms. All of the affected forms are filed electronically with the Commission using the Commission’s Electronic Data Gathering, Analysis and Retrieval (“EDGAR”) system.

4. DUPLICATION OF INFORMATION

The final rules do not duplicate, overlap, or conflict with other federal rules.

5. REDUCING THE BURDEN ON SMALL ENTITIES

The final rules will affect all registrants that file the affected registration statements and reports. However, the software tools to prepare and file documents in HTML and create hyperlinks are widely used and available at minimal cost. Accordingly, the Commission believes that the final rules would not have a significant impact on small businesses.

6. CONSEQUENCES OF NOT CONDUCTING COLLECTION

Item 601 of Regulation S-K specifies the exhibits that registrants must file with registration statements filed under the Securities Act and Exchange Act, and with periodic and current reports filed under the Exchange Act. Item 601 also requires registrants to include an exhibit index that lists each exhibit included with the filing. The final rules amend Forms F-10 and 20-F, Item 601 of Regulation S-K, and Rules 11, 102 and 105 of Regulation S-T to require registrants to include a hyperlink to each filed exhibit as identified in the exhibit index, unless the exhibit is filed in paper pursuant to a temporary or continuing hardship exemption. Less frequent collection would deprive investors of access to information that is important to their voting and investment decisions.

7. SPECIAL CIRCUMSTANCE

Not applicable.

8. CONSULTATIONS WITH PERSONS OUTSIDE THE AGENCY

The Commission has amended the above mentioned rules and forms several times since their adoption. The Commission issued a release soliciting comment on the new “collection of information” requirements and the associated paperwork burdens. Comments on Commission releases are generally received from registrants, investors and other market participants. In addition, the Commission and staff participate in an ongoing dialogue with representatives of various market participants through public conferences, meetings, and informal exchanges. The Commission considered all comments received prior to publishing the final rule as required by 1320.11(f). See the comments received at: <http://www.sec.gov/comments/s7-02-11/s70211.shtml>. The Commission received no comments relating to our Paperwork Reduction Act analysis.

9. PAYMENT OR GIFT TO RESPONDENTS

Not applicable.

10. CONFIDENTIALITY

Not applicable.

11. SENSITIVE QUESTIONS

No information of a sensitive nature would be required under the following collections of information in connection with these rulemaking amendments: Form 10, Form S-1, Form S-3, Form S-4, Form S-8, Form S-11, Form SF-1, Form SF-3, Form F-1, Form F-3, Form F-4, Form F-10, Form 20-F, Form 10-D, Form 8-K, Form 10-K and Form 10-Q. The information collection collects basic Personally Identifiable Information (PII) that may include a name and job title. However, the agency has determined that the information collection does not constitute a system of record for purposes of the Privacy Act. Information is not retrieved by a personal identifier. In accordance with Section 208 of the E-Government Act of 2002, the agency has conducted a Privacy Impact Assessment (PIA) of the EDGAR system, in connection with this collection of information. The EDGAR PIA, published on January 29, 2016, is provided as a supplemental document and is also available at <https://www.sec.gov/privacy>.

No information of a sensitive nature, including social security numbers, will be required under this collection of information. Regulation S-K and Regulation S-T does not collect personally identifiable information (PII). The agency has determined that a system of records notice (SORN) and privacy impact assessment (PIA) are not required in connection with the collection of information.

12. and 13. ESTIMATES OF HOUR AND COST BURDENS

The Commission anticipates that the final rules will increase the burdens and costs for registrants to prepare and file the affected forms. The burdens associated with hyperlinking exhibits would be small as the registrant will already be preparing the exhibits and exhibit index for the related filing and would have readily available all the information necessary to create the hyperlinks.

The tables below show the total annual compliance burden, in hours and in costs, of the collection of information resulting from the final rules.¹ The burden estimates were calculated by multiplying the estimated number of responses by the estimated average amount of time it would take an issuer to prepare and review the exhibit hyperlinks. The portion of the burden carried by outside professionals is reflected as a cost, while the portion of the burden carried by the issuer internally is reflected in hours. For purposes of the PRA, we estimate that 75% of the burden of preparation for Exchange Act reports is carried by the registrant internally and that 25% of the burden of preparation is carried by outside professionals retained by the registrant at an average

¹ For convenience, the estimated hour and cost burdens in the table have been rounded to the nearest whole number. The paperwork burdens from Regulations S-K and S-T are imposed through the forms that are subject to the requirements in these regulations and are reflected in the analysis of those forms. To avoid a PRA inventory reflecting duplicative burdens and for administrative convenience, we assign a one-hour burden to each of Regulation S-K and Regulation S-T.

cost of \$400 per hour.² For the registration statements on Forms 10, S-1, S-3, S-4, S-11, F-1, F-3, F-4, SF-1 and SF-3, and the Exchange Act report on Form 20-F, we estimate that 25% of the burden of preparation is carried by the company internally and that 75% of the burden of preparation is carried by outside professionals retained by the company at an average cost of \$400 per hour. For the registration statement on Form S-8, we estimate that 50% of the burden of preparation is carried by the company internally and that 50% of the burden of preparation is carried by outside professionals.

Table 1. Incremental Paperwork Burden under the Final rules for Exchange Act Forms.

Exchange Act Forms	Estimated number of affected responses (A)	Incremental Burden Hours/Form (B)	Total Incremental Burden Hours (C)=(A)*(B)	75% Company (D)=(C)*0.75	25% Professional (E)=(C)*0.25	Professional Costs (F)=(E)*\$400
Form 10	216	3	648	162	486	\$194,400
Form 20-F	725	4	2,900	725	2,175	\$870,000
Form 10-K	8,137	4	32,548	24,411	8,137	\$3,254,800
Form 10-Q	22,907	3	68,721	51,541	17,180	\$6,872,100
Form 8-K	118,387	2	236,774	177,580	59,194	\$23,677,600
Form 10-D	8,258	2	16,516	12,387	4,129	\$1,651,600

Table 2. Incremental Paperwork Burden under the Final rules for Securities Act Registration Statements.

Securities Act Registration Statements	Proposed number of affected responses (A)	Incremental Burden Hours/Form (B)	Total Incremental Burden Hours (C)=(A)*(B)	25% Company (D)=(C)*0.25	75% Professional (E)=(C)*0.75	Professional Costs (F)=(E)*\$400
Form S-1	901	4	3,604	901	2,703	\$1,081,200
Form S-3	1,657	3	4,971	1,243	3,728	\$1,491,200
Form S-4	551	4	2,204	551	1,653	\$661,200
Form S-8 ³	2,140	3	6,420	3,210	3,210	\$1,284,000
Form S-11	64	4	256	64	192	\$76,800
Form SF-1	6	4	24	6	18	\$7,200
Form SF-3	71	3	213	53	160	\$63,900
Form F-1	63	4	252	63	189	\$75,600
Form F-3	112	3	336	84	252	\$100,800
Form F-4	39	4	156	39	117	\$46,800
Form F-10	77	4	308	77	231	\$92,400

² We recognize that the costs of retaining outside professionals may vary depending on the nature of the professional services, but for purposes of this PRA analysis we estimate that such costs would be an average of \$400 per hour. This estimate is based on consultations with several registrants, law firms and other persons who regularly assist registrants in preparing and filing reports with the Commission.

³ The figures for Form S-8 have been calculated using a 50% burden carried internally by the company and a 50% burden carried by outside professionals.

14. COST TO FEDERAL GOVERNMENT

The estimated cost of preparing the final rules was approximately \$150,000.

15. REASON FOR CHANGES IN BURDEN

The final rules will increase the burdens and costs for registrants to prepare and review exhibit hyperlinks. Table 2 below illustrates the changes in cost and hour burdens from the burden estimates currently approved by OMB. Columns (A) and (B) represent the most recent burden estimates submitted to OMB. Columns (C) and (D) represent the new burden estimates under the final rules. Columns (E) and (F) represent the program change, which encompasses the change in the burden estimates attributable to the interim amendment.

Table 3:⁴

	Current Burden		Revised Burden		Program Change	
	Burden Hours (A)	Cost (B)	Burden Hours (C)	Costs (D)	Burden Hours (E)	Cost (F)
Form 10-K	14,596,183	\$1,946,859,390	14,620,594	\$1,950,114,190	24,411	\$3,254,800
Form 10-Q	3,220,037	\$429,368,808	3,271,578	\$436,240,908	51,541	\$6,872,100
Form 8-K	507,675	\$67,690,030	685,255	\$91,367,630	177,580	\$23,677,600
Form 10-D	229,160	\$30,554,800	241,547	\$32,206,200	12,387	\$1,651,600
Form 10	11,621	\$13,945,651	11,783	\$14,140,051	162	\$194,400
Form 20-F	479,501	\$575,400,600	480,226	\$576,270,600	725	\$870,000
Form S-1	150,242	\$180,290,100	151,143	\$181,371,300	901	\$1,081,200
Form S-3	195,725	\$234,876,436	196,968	\$236,367,636	1,243	\$1,491,200
Form S-4	564,731	\$677,677,104	565,282	\$678,338,304	551	\$661,200
Form S-8	25,680	\$10,272,000	28,890	\$11,556,000	3,210	\$1,284,000
Form S-11	12,465	\$14,957,568	\$12,529	\$15,034,368	64	\$76,800
Form SF-1	2,070	\$2,484,000	2,076	\$2,491,200	6	\$7,200
Form SF-3	24,495	\$29,394,000	24,548	\$29,457,900	53	\$63,900
Form F-1	26,917	\$32,300,100	26,980	\$32,375,700	63	\$75,600
Form F-3	4,676	\$5,611,200	4,760	\$5,712,000	84	\$100,800
Form F-4	14,206	\$17,046,900	14,245	\$17,093,700	39	\$46,800
Form F-10	481	\$77,500	558	\$669,900	77	\$92,400

16. INFORMATION COLLECTION PLANNED FOR STATISTICAL PURPOSES

Not applicable.

⁴ Figures in Table 3 have been rounded to the nearest whole number.

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.