

SUPPORTING STATEMENT
For the Paperwork Reduction Act Information Collection Submission for
FORM N-2

A. JUSTIFICATION

1. Necessity for the Information Collection

Form N-2 (17 CFR 239.14 and 274.11a-1) is the form used by closed-end management investment companies (“registered closed-end funds”) to register as investment companies under the Investment Company Act of 1940 (15 U.S.C. 80a-1 et seq.) (“Investment Company Act”), and to register their securities under the Securities Act of 1933 (15 U.S.C. 77a et seq.) (“Securities Act”). Form N-2 is also used by business development companies (“BDCs”), which are closed-end management investment companies that do not register under the Investment Company Act (but instead elect to be subject to certain provisions of the Investment Company Act (15 U.S.C. 80a-2(a)(48)) to register and offer their securities under the Securities Act.

Section 5 of the Securities Act (15 U.S.C. 77e) requires the filing of a registration statement prior to the offer of securities to the public and that the statement be effective before any securities are sold. The primary purpose of the registration process is to provide disclosure of financial and other information to current and potential investors for the purpose of evaluating an investment in a security. Section 5(b) of the Securities Act requires that investors be provided with a prospectus containing the information required in a registration statement prior to the sale, or at the time of confirmation or delivery, of the securities.

A closed-end management investment company (that is not a BDC) is required to register as an investment company under Section 8(a) of the Investment Company Act (15 U.S.C. 80a-8(a)). Form N-2 permits a registered closed-end fund and a BDC to

provide investors with a prospectus covering essential information about the fund when the fund makes an initial or additional offering of its securities. More-detailed information is available to interested investors in the Statement of Additional Information (“SAI”), which is provided to investors upon request and without charge.

On April 8, 2020, the Securities and Exchange Commission (the “Commission”) adopted rule and form amendments that modify the registration, communications, and offering processes for registered closed-end funds and BDCs (collectively, “affected funds”).¹ The amendments allow affected funds to use certain Securities Act offering rules that were previously limited to operating companies. In addition, the final rules include amendments to certain rules and forms, including Form N-2, that are intended to tailor certain aspects of the Securities Act disclosure and regulatory framework to affected funds. The information collection requirements related to the amendments to Form N-2 will be mandatory; there will be no mandatory retention period for the information disclosed; and the information gathered will be publicly available.

2. Purpose and Use of the Information Collection

The purpose of Form N-2 is to meet the filing and disclosure requirements of the Securities Act and the Investment Company Act and to enable funds to provide investors with information necessary to evaluate an investment in a closed-end fund or BDC. This information collection differs significantly from many other federal information collections, which are primarily for the use and benefit of the collecting agency. The information required to be filed with the Commission permits verification of compliance with securities law requirements and assures the public availability and dissemination of

¹ Securities Offering Reform for Closed-End Investment Companies, Investment Company Act Release No. 33836 (Apr. 8, 2020) (“Adopting Release”).

the information.

3. Consideration Given to Information Technology

The Commission's Electronic Data Gathering, Analysis, and Retrieval System ("EDGAR") automates the filing, processing, and dissemination of disclosure filings. This automation has increased the speed, accuracy, and availability of information, generating benefits to investors and financial markets. Registration statements filed on Form N-2 by registered closed-end funds and BDCs are required to be filed with the Commission electronically on EDGAR (17 CFR 232.101(a)(1)(i) and (iv)). The public may access filings on EDGAR through the Commission's website (<http://www.sec.gov>).

4. Efforts to Identify Duplication

The Commission periodically evaluates rule- and form-based reporting and recordkeeping requirements for duplication, and reevaluates them whenever it proposes or adopts changes in its rules or forms. The requirements of Form N-2 are not generally duplicated elsewhere.

The amendments to Form N-2 do not require duplicative reporting or recordkeeping. Under the final amendments, certain affected funds may provide information that is required to be in the affected funds' registration statement by incorporating by reference information from a fund's annual and/or semi-annual report to shareholders or other periodic or current reports into the registration statement. However, because these reports will be incorporated by reference into the fund's prospectus under the final amendments, requiring disclosure in both the prospectus and these reports should not result in duplicative disclosure.

5. Effect on Small Entities

Form N-2 must be filed by all closed-end funds, regardless of size. The burden

on smaller funds to prepare and file registration statements may be greater than for larger funds. The Commission believes, however, that imposing different requirements on smaller investment companies would not be consistent with investor protection and the purposes of the registration statements. The Commission reviews all rules periodically, as required by the Regulatory Flexibility Act, to identify methods to minimize recordkeeping or reporting requirements affecting small businesses.

The final amendments permit eligible affected funds (that is, generally those that have a public float of \$75 million or more and meet certain registrant requirements) to forward incorporate by reference information from their reports filed under the Securities Exchange Act of 1934 (15 U.S.C. 78a et seq.) (“Exchange Act reports”), which will reduce the need for such funds to file a post-effective amendment or a prospectus supplement to update information in the registration statement. To the extent that the ability to forward incorporate by reference will reduce burdens, this particular reduction in burden hours will not be available for smaller affected funds.

6. Consequences of Not Conducting Collection

In the absence of the disclosure requirements in Form N-2, investors in closed-end funds may not receive information necessary to make informed investment decisions, and consumer confidence in the securities industry could be adversely affected. Form N-2 also satisfies Investment Company Act requirements that certain investment companies must register with the Commission before they conduct business. In the absence of a Form N-2 registration statement, closed-end funds (that are not BDCs) would not be able to comply with the registration requirements of the Investment Company Act, and registered closed-end funds and BDCs would not be able to offer their shares under the Securities Act.

A closed-end fund must file a registration statement on Form N-2 only when making initial or additional offerings of securities under the Securities Act, or when amending its registration statement. Less-frequent collection would mean that information current to a particular offering would not be available to fund investors and the Commission would not have current information to perform its regulatory functions.

7. Inconsistencies with Guidelines in 5 CFR 1320.5(d)(2)

Not applicable.

8. Consultation Outside the Agency

Before adopting the amendments affecting Form N-2, the Commission solicited and evaluated public comments on the proposal and its collection of information requirements. Specifically, the public was given the opportunity to comment on the Commission's estimates for the burdens of Form N-2 as proposed and as compared to the existing approved burden inventory in the proposing and adopting releases for the amendments.² The Commission's solicitation of public comments included estimating and requesting public comments on the burden estimates for all information collections under this OMB control number (i.e., both changes associated with the rulemaking and other burden updates). The Commission received no comments in response to its request. The Commission and staff of the Division of Investment Management also participate in an ongoing dialogue with representatives of the investment company industry and other market participants through public conferences, meetings, and informal exchanges. These various forums provide the Commission and staff with a means of ascertaining and acting upon paperwork burdens confronting the industry.

² See, e.g., Adopting Release; Securities Offering Reform for Closed-End Investment Companies, Investment Company Act Release No. 33427 (Mar. 20, 2019) ("Proposing Release").

9. Payment or Gift

Not applicable.

10. Assurance of Confidentiality

Not applicable.

11. Sensitive Questions

No information of a sensitive nature, including social security numbers, will be required under this collection of information. The information collection for Form N-2 collects basic Personally Identifiable Information (“PII”) that may include names, job titles, and work addresses. 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>.

12/13. Estimates of Hour and Cost Burdens

Form N-2 generally imposes two types of reporting burdens on investment companies: (1) the burden of preparing and filing the initial registration statement; and (2) the burden of preparing and filing post-effective amendments to a previously effective registration statement. The following estimates of average burden hours and costs are made solely for purposes of the Paperwork Reduction Act of 1995 (44 U.S.C. 3501 et seq.) and are not derived from a quantitative, comprehensive, or even representative survey or study of the burdens and costs associated with Commission rules and forms.

As summarized in Tables 1 and 2, in our most recently approved Paperwork Reduction Act submission for Form N-2, Commission staff estimated the annual internal compliance burden to comply with the collection of information of Form N-2 to be 74,145 hours, with an annual external cost burden of \$4,718,196.³ That estimate was based, in part, on previously approved estimates of initial and post-effective amendments filed annually on Form N-2, which derive from estimates contained in Form N-2's 2016 PRA submission.⁴ The estimates for preparing and filing Form N-2 are based on the Commission's experience with the contents of the form. The number of burden hours may vary depending on, among other things, the complexity of the filing and whether preparation of the forms is performed by internal staff or outside counsel.

For purposes of this PRA submission, we updated the previously-approved 2016 PRA renewal estimate of Form N-2 filings based on staff analysis of the number of initial Form N-2 filings and post-effective amendments made during the three-year period from January 1, 2017 through December 31, 2019. Based on the three-year average of the adjusted number of Form N-2 filings, we currently estimate that there are 140 initial

³ Form N-2's most recent information collection, which OMB approved in March 2020, reflects the adoption of amendments requiring Form N-2 registrants to submit the document in HTML format and include a hyperlink to each exhibit identified in its exhibit index. *See* FAST Act Modernization and Simplification of Regulation S-K, Securities Act Release No. 10618 (March 20, 2019) [84 FR 12674 (April 2, 2019)] ("FAST Act Adopting Release").

⁴ Form N-2's approved 2016 PRA submission estimated that Form N-2 registrants annually file 136 initial registration statements, the preparation and filing of which takes 515 hours each or 70,040 hours total (136 initial registration statements × 515 hours = 20,040); and 30 post-effective amendments, the preparation and filing of which takes 107 hours each or 3,210 hours total (30 post-effective amendments × 107 hours = 3,210), for a collective annual hour burden of 73,250 hours (70,040 hours + 3,210 hours) associated with Form N-2. These numbers were based on staff estimates of Form N-2 filings submitted between January 1, 2013 and December 31, 2015.

registration statements and 286 post-effective amendments to initial registration statements filed on Form N-2 annually.⁵

The amendments to Form N-2 are expected to increase the existing disclosure burdens of the form by requiring: (1) affected funds to use new check boxes on the cover page to provide information about the fund, the purpose of the filing, and the type of offering, including whether the form is being used for automatic shelf registration; (2) BDCs to include financial highlights disclosure in their registration statements, as registered closed-end funds are currently required to do; (3) affected funds to provide new undertakings in registration statements being filed pursuant to rule 415 under the Securities Act; and (4) affected funds to make certain documents available online if incorporated by reference into the registration statement.

At the same time, the amendments to Form N-2 will also decrease existing burdens by permitting eligible affected funds to forward incorporate by reference information from their Exchange Act reports, which will reduce the need for such funds to file a post-effective amendment or a prospectus supplement to update information in the registration statement.

The tables below show the changes in internal time burdens and external professional costs between the burden estimates currently approved by OMB, and the new burden estimates under the amendments.⁶ On an aggregate net basis, the

⁵ The increase in number of post-effective amendments filed annually since the 2016 PRA submission largely reflects a change in methodology to estimate such filings.

⁶ For convenience, we rounded total estimated hour and cost burdens in the tables to the nearest whole number.

amendments to Form N-2 are expected to decrease the information collection burdens of the form by reducing the number of post-effective amendments filed each year.⁷

TABLE 1: BURDEN ESTIMATES FOR INITIAL FORM N-2 FILINGS

	Internal Burden Per Response		Hourly Wage Rate	Annual Internal Cost Burden	Annual External Cost Burden
CURRENTLY APPROVED ESTIMATES⁸					
Current Form N-2 requirements	517.6 hours	X	\$269 ⁹ (blended rate of \$365 for compliance attorneys and \$172 for intermediate accountants)	\$139,234	\$32,241 ¹⁰
Number of annual responses	× 136			× 136	× 136
TOTAL ANNUAL BURDEN	70,394 hours			\$18,935,824	\$4,384,776
REVISED ESTIMATES					
Current Form N-2 requirements	517.6 hours	×	\$269 (blended rate of \$365 for compliance attorneys and \$172 for intermediate accountants)	\$139,234	\$32,241
Number of annual responses	× 140 ¹¹			× 140	× 140
Annual burden	72,464 hours			\$19,492,760	\$4,513,740
+ new check boxes, undertakings, BDC financial highlights¹²	554 hours¹³	×	\$315 (blended rate of \$365 for compliance attorney, \$331 for	\$174,510	0

⁷ See *infra* footnote 16.

⁸ These baseline figures are derived from the most recently approved PRA submission. See *supra* footnote 3.

⁹ The Commission's estimates concerning the allocation of burden hours and the relevant wage rates are based on consultations with industry representatives and on salary information for the securities industry compiled by the Securities Industry and Financial Markets Association's Office Salaries in the Securities Industry 2013. The estimated wage figures are modified by Commission staff to account for an 1800-hour work-year and multiplied by 2.93 to account for bonuses, firm size, employee benefits, overhead, and adjusted to account for the effects of inflation. See Securities Industry and Financial Markets Association, Report on Management & Professional Earnings in the Securities Industry 2013.

¹⁰ This estimate includes the cost of outside counsel, independent auditors and the services of other professionals retained to assist in the preparation and filing of the form. The currently approved PRA estimates assume a fixed external cost burden for each filing: (1) initial registration statements (\$32,241 per filing); and (2) post-effective amendments (\$11,114 per filing). Changes in external burdens correspond to changes in the number estimated responses. For purposes of this PRA, we continue to estimate the same external cost per response.

¹¹ See *supra* footnote 5 and accompanying text.

		senior programmer, and \$248 for webmaster)		
+ online posting requirement	1,582 hours ¹⁴	\$248 (webmaster)	\$392,336	
TOTAL ANNUAL BURDEN	74,600 hours		\$20,059,606	\$4,513,740

¹² While the requirements associated with new check boxes, undertakings, BDC financial highlights, and online posting of incorporated documents will apply to initial and post-amendment filings, for convenience, we are associating these corresponding burden hours with initial Form N-2 filings.

¹³ This reflects an estimated 0.5 burden hours per affected fund associated with the new check boxes and undertakings, as well as an estimated 1.5 burden hours per BDC associated with the BDC financial highlights disclosure. 0.5 burden hours x 791 affected funds = 396 hours. 1.5 burden hours x 105 BDCs = 158 hours.

¹⁴ This reflects an estimated 2 burden hours per affected fund associated with the online posting requirement. 2 burden hours x 791 affected funds = 1,582 hours.

TABLE 2: BURDEN ESTIMATES FOR POST-EFFECTIVE AMENDMENTS

	Internal Burden Per Response		Hourly Wage Rate	Annual Internal Cost Burden	Annual External Cost Burden
CURRENTLY APPROVED ESTIMATES ¹⁵					
Current Form N-2 requirements	125 hours	×	\$269 (blended rate for attorneys and intermediate accountants)	\$33,625	\$11,114
Number of annual responses	×	30		×	30
TOTAL ANNUAL BURDEN	3,751 hours			\$1,008,750	\$333,420
REVISED ESTIMATES					
Current Form N-2 requirements	125 hours	×	\$269 (blended rate for compliance attorneys and intermediate accountants)	\$33,625	\$11,114
Number of annual responses (reflects reduction in post-effs filed due to forward inc. by reference)	×	158 ¹⁶		×	158
TOTAL ANNUAL BURDEN	19,750 hours			\$5,312,750	\$1,756,012

¹⁵ See *supra* footnote 8.

¹⁶ Once eligible funds can file short-form registration statements on Form N-2 and forward incorporate by reference information from their Exchange Act reports into their registration statements, the revised estimate of 286 post-effective amendments filed annually is expected to be reduced by 128, resulting in an estimated 158 post-effective amendments filed annually). See also *supra* footnote 5.

TABLE 3: TOTAL BURDEN ESTIMATES FOR FORM N-2

	Internal Burden	Annual Internal Cost Burden	Annual External Cost Burden
CURRENTLY APPROVED ESTIMATES			
Initial Form N-2 filings	70,394 hours	\$18,935,824	\$4,384,776
Post-effective amendments	3,751 hours	\$1,008,750	\$333,420
Total annual burden	74,145 hours	\$19,944,574	\$4,718,196
REVISED ESTIMATES			
Initial Form N-2 filings	74,600 hours	\$20,059,606	\$4,513,740
Post-effective amendments	19,750 hours	\$5,312,750	\$1,756,012
Total annual burden	94,350 hours	\$25,372,356¹⁷	\$6,269,752

TABLE 4: CHANGE IN FORM N-2 BURDEN ESTIMATES

	Annual Number of Responses			Annual Time Burden (hours)			Cost Burden (dollars)		
	Previously Approved	Revised Estimate	Change	Previously Approved	Revised Estimate	Change	Previously Approved	Revised Estimate	Change
Form N-2	166 (136 initial filings + 30 post-effective amendments)	298 (140 initial filings + 1580 post-effective amendments)	+132	74,145	94,350	+20,205	\$4,718,196	\$6,269,752	+\$1,551,556

Table 4 above reflects a collective increase of 20,205 internal burden hours associated with the increase in number of annual responses and incremental costs to comply with the amendments to Form N-2.¹⁸

14. Cost to the Federal Government

The annual cost of reviewing and processing new registration statements, post-effective amendments, proxy statements, and shareholder reports of investment companies amounted to approximately \$22.2 million in fiscal year 2019, based on the

¹⁷ This figure differs from the \$25,371,885.70 annual internal cost burden reflected in the Adopting Release because we have generally rounded to the nearest whole number in this supporting statement for convenience.

¹⁸ While the amendments to Form N-2 are expected to reduce the associated annual paperwork burdens by reducing the number of post-effective amendments, *see supra* footnote 16 and accompanying text, overall burdens and costs increased because of a change in methodology for estimating the number of post-effective amendments filed annually. *See supra* footnote 5.

Commission's computation of the value of staff time devoted to this activity and related overhead.

15. Change in Burden

The new total annual hour burden of 94,350 hours represents an increase of 20,205 hours over the previous burden hour estimate of 74,145 hours. In addition, the new total annual external cost burden of \$6,269,752 represents an increase of \$1,551,556 over the previous external cost burden of \$4,718,196. The increase in burden hours and external costs are primarily attributable to the increase in the estimated number of Form N-2 post-effective amendments filed annually (largely due to a change in methodology for estimating such filings). The increases were offset in part by the amendments, which will permit eligible affected funds to forward incorporate information from their Exchange Act reports, thus reducing the need for such funds to file a post-effective amendment or a prospectus supplement to update information in the registration statement. These changes in burden also reflect the Commission's revision and update of burden estimates for all information collections under this OMB control number (whether or not associated with rulemaking changes), and the Commission requested public comment on all information collection burden estimates for this OMB control number.

16. Information Collection Planned for Statistical Purposes

Not Applicable.

17. Approval to Omit OMB Expiration Date

Not Applicable.

18. Exceptions to Certification Statement for Paperwork Reduction Act Submission

Not Applicable.

B. COLLECTIONS OF INFORMATION EMPLOYING STATISTICAL METHODS

Not Applicable.