

SUPPORTING STATEMENT
FOR THE PAPERWORK REDUCTION ACT INFORMATION COLLECTION
SUBMISSION FOR FORM 6-K

A. JUSTIFICATION

1. Circumstances Making the Collection of Information Necessary

One of the chief purposes for which congress enacted the Securities Exchange Act of 1934, (the “Exchange Act”), was to ensure that issuers that invite the public to invest in their securities provide the public with sufficient information to make informed and knowledgeable investment decisions. Congress recognized that one of the principal barriers to a fair and honest market was the secrecy surrounding the financial condition of issuers. The provisions that Congress included in the Exchange Act to ensure that investors received sufficient issuer-oriented information consisted of Sections 12(a), 12(b), and 13(a). Section 12(a) requires securities traded on a national securities exchange to be registered. Section 12(b) authorizes the Commission, as the administering agency, to require disclosure of specific kinds of information concerning the issuer, as it deems necessary and appropriate for the protection of investors. The Commission can require information about the organization, its financial structure, the nature of its business and any outstanding securities. Under Section 13(a), the Commission is authorized to specify periodic reporting requirements for issuers with securities registered pursuant to Section 12, thus ensuring that the information issuers provide pursuant to Sections 12 and 13 together were regarded by Congress as the minimum necessary for the adequate protection of investors.

One of the basic forms foreign private issuers use to satisfy the reporting requirement of the Exchange Act is Form 6-K. Form 6-K is used by foreign private issuers to report information: (i) required to be made public in the country of their domicile; (ii) filed with and made public by foreign stock exchange on which its securities are traded; or (iii) distributed to security-holders. The report must be furnished promptly after such material is made public.

2. Purpose and Use of the Information Collection

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 such information. The information filed with the Commission under cover of Form 6-K can be used by security holders, investors, broker-dealers, investment banking firms, professional securities analysts and others in evaluating securities and making investment decisions with respect to foreign private issuers. Also, all investors benefit indirectly from Form 6-K submissions, as direct users effect transactions in securities on the basis of current information about the issuer’s business and operations included in such filings, thereby causing the market prices of foreign securities to reflect such information.

3. Consideration Given to Information Technology

The Commission now requires most foreign issuers and foreign governments to file their securities documents, including registration statements, reports and other documents electronically using its Electronic Data Gathering, Analysis and Retrieval (EDGAR) system. Also, information technology advancements and the modernization of the EDGAR system, should serve to reduce initial and ongoing EDGAR cost for foreign issuers.

4. Duplication of Information

There is no other public source for the information required on Form 6-K.

5. Reducing the Burden on Small Entities

Small business entities issuers are required to provide adequate information to permit investors to make informed investment decisions. Requiring foreign issuers and foreign governments to file using the EDGAR system should reduce the costs of filing for foreign issuers, as well as lessen the economic impact on small entities.

6. Consequences of Not Conducting Collection

Persons in the United States considering investment in securities issued by foreign private issuers would find it more difficult and expensive to obtain the same information provided to foreign investors when making investment decisions. Also, to require less frequent reporting by foreign issuers would discriminate against domestic issuers.

7. Special Circumstances

There are no special circumstances.

8. Consultations with Persons Outside the Agency

No comments were received during the 60-day comment period prior to OMB's review of this submission.

9. Payment or Gift to Respondents

No payment or gift has been provided to any respondents.

10. Confidentiality

Form 6-K is a public document.

11. Sensitive Questions

No information of a sensitive nature, including social security numbers, will be required under this collection of information. The information collection collects basic Personally Identifiable Information (PII) that may include signature of the official signing on behalf of the entity. 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 February 5, 2020, is provided as a supplemental document and is also available at <https://www.sec.gov/privacy>.

12. Estimate of Respondent Reporting Burden

Table of Reporting Burden Due to an Extension Request

Information Collection Title	OMB Control Number	Number of Responses	Burden Hours
Form 6-K	3235-0116	34,794	227,031

For Purposes of the Paperwork Reduction Act (“PRA”), we estimate that Form 6-K takes approximately 8.7 hours per response to comply with the collection of information requirements and is filed by 34,794 respondents. We derived our burden hour estimates by estimating the average number of hours it would take an issuer to compile the necessary information and data, prepare and review disclosure, file documents and retain records. In connection with rule amendments to the form, we occasionally receive PRA estimates from public commenters about incremental burdens that are used in our burden estimates. We believe that the actual burdens will likely vary among individual issuers based on the nature of their operations. We further estimate that 75% of the collection of information burden is carried by the foreign private issuer internally and that 25% of the burden of preparation is carried by outside professionals retained by the company. Based on our estimates, we calculated the total reporting burden to be 227,031 hours ((75% x 8.7 total burden hours per response) x 34,794 responses). For administrative convenience, the presentation of the totals related to the paperwork burden hours have been rounded to the nearest whole number and the cost totals have been rounded to the nearest dollar.

13. Estimate of Total Annualized Cost Burden**Table of Cost Burden Due to Extension Request**

Information Collection Title	OMB Control Number	Number of Responses	Cost Burden
Form 6-K	3235-0116	34,794	\$30,270,780

We estimate that 25% of the 8.7 hours per response (2.175 outside hours) is prepared by the issuer's outside counsel. We estimate that Form 6-K cost is \$400 per hour (\$400 cost per hour x 2.175 hours per response x 34,794 responses) for a total cost of \$30,270,780. We estimate an hourly cost of \$400 for outside legal and accounting services used in connection with public company reporting. This estimate is based on our consultations with registrants and professional firms who regularly assist issuers in preparing and filing disclosure documents with the Commission. Our estimates reflect average burdens, and therefore, some companies may experience costs in excess of our estimates and some companies may experience costs that are lower than our estimates. For administrative convenience, the presentation of the totals related to the paperwork burden hours have been rounded to the nearest whole number and the cost totals have been rounded to the nearest dollar.

14. Costs to Federal Government

The annual cost of reviewing and processing disclosure documents, including registration statements, post-effective amendments, proxy statements, annual reports and other filings of operating companies amounted to approximately \$103,479,690 in fiscal year 2019, based on the Commission's computation of the value of staff time devoted to this activity and related overhead.

15. Reason for Change in Burden

There is no change in burden.

16. Information Collection Planned For Statistical Purposes

The information collection is not planned for statistical purposes.

17. Approval to Omit OMB Expiration Date

We request authorization to omit the expiration date on the electronic version of the form, although the OMB control number will be displayed. Including the expiration date on the electronic version of this 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.

18. Exceptions to Certification for Paperwork Reduction Act Submissions

There are no exceptions to certification for the Paperwork Reduction Act submissions.

B. STATISTICAL METHODS

The information collection does not employ statistical methods.