

SUPPORTING STATEMENT  
FOR THE PAPERWORK REDUCTION ACT INFORMATION COLLECTION  
SUBMISSION FOR SECURITIES ACT RULE 173

A. JUSTIFICATION

1 And 2. Circumstances Making the Collection of Information Necessary and Purpose and Use of the Information Collection

The Commission adopted Rule 173 on July 19, 2005, in connection with Release 33-8591 (“Securities Offering Reform”). Under the Commission’s rules, a final prospectus must accompany or precede a written confirmation of the sale and delivery of a security in a public offering. Securities Act Rule 172 states that a final prospectus is deemed to precede or accompany the delivery of a security if the final prospectus is filed within the time period required under Securities Act Rule 424. Rule 173 provides that a notice of sale can be sent to securities purchasers within two days after the sale was made in lieu of a final prospectus.

3. Consideration Given to Information Technology

Rule 173 relies on the Internet as a means of disseminating information to investors.

4. Duplication of Information

There are no other requirements that duplicate this information.

5. Reducing the Burden on Small Entities

Rule 173 was adopted in connection with other revisions to the Securities Act, which were intended to decrease costs and burdens for all issuers, including small business issuers, and enhance communications between issuers and investors.

6. Consequences of Not Conducting Collection

Less frequent collection of the Rule 173 information could compromise investor protection.

7. Special Circumstances

There are no special circumstances.

8. Consultations with Persons Outside the Agency

No comments were received on this request 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

The Rule 173 notice is not publicly available because it is not filed with the Commission. Rule 173 notice must be provided by each underwriter or dealer to each investor who purchased securities from the underwriter or dealer.

11. Sensitive Questions

No information of a sensitive nature, including social security numbers, will be required under this collection of information. The information collection 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. 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
Rule 173	3235-0618	232,448,548	3,881,891

Rule 173 is filed by 5,338 companies approximately 43,546 times a year for a total of 232,448,548 responses. We estimate that it takes approximately 0.0167 burden hours per response to provide the information required under Rule 173. We estimate that 100% of the total burden hours of 3,881,891 hours (0.0167 hours per response x 232,448,548 responses). 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. For administrative convenience, the presentation of the total related to the paperwork burden hours have been rounded to the nearest whole number. The estimated burden hours are made solely for the purpose of the Paperwork Reduction Act.

13. Estimate of Total Annualized Cost Burden

We estimate that 100% of the 3,881,891 total annual reporting burden hours is prepared by the company. There is no additional cost associated with the information.

14. Costs to Federal Government

There is no cost to federal government because this disclosure is not filed with the Commission.

15. Reason for Change in Burden

There is no change in the burden.

16. Information Collection Planned for Statistical Purposes

The information collection is not planned for statistical purposes.

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

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

B. STATISTICAL METHODS

The information collection does not employ statistical methods.