

SUPPORTING STATEMENT
FOR THE PAPERWORK REDUCTION ACT INFORMATION COLLECTION
SUBMISSION FOR REGISTRATION FORM S-3

A. JUSTIFICATION

1. Circumstances Making the Collection of Information Necessary

The Securities Act of 1933 (“Securities Act”) was designed to prevent misrepresentation, deceit and other fraudulent acts and practices in the sale of securities. Section 5 of the Securities Act requires that a registration statement must be filed before any securities are publicly offered and that the statement must be effective before any securities may be sold. Also, the Securities Act further requires that investors be furnished with prospectus information to enable them to evaluate the securities and make informed investment decisions. Section 7 of the Securities Act and Schedule A outlines the information that must be contained in a registration statement. However, Section 7 gives the Commission the authority to vary such disclosure for various classes of issuers and securities. Section 10 of the Securities Act outlines which of the registration statement disclosure requirements are required to be included in the prospectus. The Commission has used its statutory authority to develop a number of specialized registration statement forms designed to tailor disclosure requirements to the type of offering or issuer of other parameters, thereby eliminating burdensome and unnecessary requirements while maintaining investor protection.

Form S-3 is generally available to issuers that have been reporting under the Exchange Act for at least 12 months for: (a) any primary offering (if the aggregate market value of the issuer’s voting stock held by non-affiliates is at least \$75 million); (b) secondary offering by selling shareholders; (c) primary offering of non-convertible investment grade securities; (d) securities offered upon the exercise of outstanding rights, convertible securities or outstanding transferable warrants of the issuer; (e) securities offered under dividend or interest reinvestment plans; and (f) offers of investment grade asset-backed securities.

2. Purpose and Use of the Information Collection

The purpose of information is to provide disclosure of financial and other information with which investors may evaluate the merits of securities in order to make investment decisions.

3. Consideration Given to Information Technology

Registrants are required to file Form S-3 electronically using the Commission’s Electronic Data Gathering, Analysis and Retrieval (“EDGAR”) system.

4. Duplication of Information

Form S-3 is designed to provide information that is specific to that issuer or offering, thereby eliminating burdensome and unnecessary requirements.

5. Reducing the Burden on Small Entities

Small entities generally are not eligible to file Form S-3 because of the form's eligibility requirements.

6. Consequences of Not Conducting Collection

The objectives of offering disclosure requirements under the Securities Act could not be met with less frequent collection of this information for asset-backed securities.

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 S-3 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 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 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**Estimated Reporting Burden**

Information Collection Title	OMB Control Number	Number of Responses	Burden Hours
Form S-3	3235-0073	1,647	192,460

For purposes of the Paperwork Reduction Act (“PRA”), we estimate that Form S-3 takes approximately 467.4195 hours per response to comply with the collection of information requirements and is filed by 1,647 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 25% of the collection of information burden is carried by the registrant internally and that 75% 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 192,460 hours ((0.25 x 467.4195 total hours per response) x 1,647 responses). For administrative convenience, the presentation of the total related to the paperwork burden hours has 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**Estimated Cost Burden**

Information Collection Title	OMB Control Number	Number of Responses	Cost Burden
Form S-3	3235-0073	1,647	\$234,775,580

We estimate that 75% of 467.4195 total hours per response (350.564625 hours) is prepared by outside consultant hired by the company. We estimate that it will cost \$406.6223378 per hour (\$406.6223378 cost per hour x 350.564625 hours per response x 1,647 responses) for a total of \$234,775,580. We estimate an average hourly cost of approximately of \$406 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 registrants 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 total related to the paperwork cost burden has been rounded to the nearest dollar. The cost estimate is made solely for the purpose of the Paperwork Reduction Act.

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 Paperwork Reduction Act submissions.

B. STATISTICAL METHODS

The information collection does not employ statistical methods.