

SUPPORTING STATEMENT
FOR THE PAPERWORK REDUCTION ACT INFORMATION COLLECTION
SUBMISSION FOR RULE 12d1-3

A. JUSTIFICATION

1. Circumstances Making the Collection of Information Necessary

Rule 12d1-3 under the Securities Exchange Act of 1934 (the “Exchange Act”) is one of a series of regulations that sets forth the procedures to be followed in the process of listing securities for trading on a national securities exchange. The rule requires the governing committee or other corresponding authority of the exchange to certify to the Commission that a particular class of an issuer’s securities has been approved for listing by the exchange. The certification provided to the Commission must contain the following information: (1) the approval of the exchange for listing and registration; (2) the title of the security so approved; (3) the date of filing with the exchange of the application for registration and of any amendments thereto; and (4) any conditions imposed on such certification. The certification process works in conjunction with the Commission’s review of the issuer’s registration under Section 12 of the Exchange Act in order that the issuer’s Exchange Act registration statement may be declared effective by the Commission at the same time that the class of securities in question is approved for listing on a national securities exchange.

2. Purpose and Use of the Information Collection

Certifications pursuant to Rule 12d1-3 are filed with the Commission by national securities exchanges. The certification notifies the Commission’s staff that the class of securities covered by the certification has been approved for listing on an exchange and indicates any conditions imposed on the listing.

3. Consideration Given to Information Technology

The Commission will consider whether to collect information required by Rule 12d1-3 electronically as a part of the EDGAR system. The EDGAR system is designed to reduce both the time and expense of companies and individuals required to submit information to the Commission.

4. Duplication of Information

Duplication does not occur, since the specific information required by Rule 12d1-3 regarding (certification that a security has been approved by an exchange for listing) is not required by any other rule administered by the Commission.

5. Reducing the Burden on Small Entities

The national securities exchange filing certifications under Rule 12d1-3 are not small businesses.

6. Consequences of Not Conducting Collection

The legislative intent for this information collection could not be met by fewer collections.

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 to respondents.

10. Confidentiality

All documents filed with the Commission are public documents.

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

For purposes of the Paperwork Reduction Act ("PRA"), we estimate that Rule 12d1-3 takes approximately one-half hours per response to provide the information required under Rule 12d1-3 and is filed by 688 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

companies based on the size and complexity of their organization and the nature of their operations. We further estimate that 100% of the collection of information is prepared by issuer. Based on our estimates, we calculated the total reporting burden to be 344 hours (0.5 hours per response x 688 responses). 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 there is no cost associated with this information collection because 100% of the burden is prepared by the issuer.

14. Costs to Federal Government

SEC staff does not review or take any action on Rule 12d1-3, and therefore there is no cost to the SEC in connection with the distribution or processing of the Rule 12d1-3.

15. Reason for Change in Burden

There is no change in burden.

16. Information Collection Planned for Statistical Purposes

The information collection does not planned for statistical purposes.

17. Approval to Omit 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 Paperwork Reduction Act submissions.

B. STATISTICAL METHODS

The information collection does not employ statistical methods.