

SUPPORTING STATEMENT
FOR THE PAPERWORK REDUCTION ACT INFORMATION COLLECTION
SUBMISSION FOR SECURITIES ACT RULE 425

A. JUSTIFICATION

1. Circumstances Making the Collection of Information Necessary

Securities Act Rule 425 requires written communications about a planned business combination transaction to be filed with the Commission. Rule 425 is used in connection with other Commission rules to permit parties to communicate about a planned business combination transaction before a Securities Act registration statement is filed.

2. Purpose and Use of the Information Collection

A primary purpose of the rule is to relax existing restrictions on oral and written communications with shareholders about tender offers, mergers and other business combination transactions by permitting the dissemination of more information on a timely basis as long as the written communications are filed on the date of first use.

3. Consideration Given to Information Technology

Rule 425 communications are filed using the Commission's Electronic Data Gathering, Analysis and Retrieval (EDGAR) system.

4. Duplication of Information

Although the filer of the Rule 425 information may choose to publicly disseminate it, there are no other filing requirements that duplicate this information.

5. Reducing the Burden on Small Entities

All issuers, including small businesses have discretion as to whether or not they want to disseminate written communications required to be filed under Rule 425. Rule 425 was adopted in connection with other revisions, all of 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

Rule 425 requires filing of written communications only when issuers choose to disseminate them and only in connection with business combination transactions. Less frequent collection 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 extension request.

9. Payment or Gift to Respondents

No payment or gift has been provided to any respondents.

10. Confidentiality

The information provided under Rule 425 is made available to the public upon request.

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 name. 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 March 22, 2023, is provided as a supplemental document and is also available at <https://www.sec.gov/privacy>.

12. Estimate of Respondent Reporting Burden**Reporting Burden Due to an Extension Request**

Information Collection Title	OMB Control Number	Number of Responses	Burden Hours
Rule 425	3235-0521	5,370	1,343

For purposes of the Paperwork Reduction Act (“PRA”), we estimate approximately 5,370 issuers file communications under Rule 425 and it takes approximately 0.25 hours per response. 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 100% of the collection of information burden is carried by the issuer internally. Based on our estimates, we calculated the total reporting burden to be 1,343 hours (0.25 hours per response x 5,370 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

We estimate that issuers will prepare 100% of the 1,343 total reporting burden hours and there is no additional cost associated with the information collection.

14. Costs to Federal Government

There is no cost to the federal government.

15. Reason for Change in Burden**Summary of the Change in Burden Hours**

IC Title	Annual No. of Responses			Annual Time Burden (Hours)		
	Previously Approved	Requested	Decrease In Responses	Previously Approved	Requested	Decrease In Burden
Rule 425	7,160	5,370	1,790	1,790	1,343	447

The decrease of 447 burden hours is due to a decrease of 1,790 issuers filing communications under Rule 425 with the Commission.

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.