

SUPPORTING STATEMENT FOR THE PAPERWORK REDUCTION ACT
INFORMATION COLLECTION SUBMISSION FOR FORM F-8

A. JUSTIFICATION

1. Circumstances Making the Collection of Information Necessary

Form F-8 (17 CFR 239.38) is one of several forms for registration under the Securities Act of 1933 (“Securities Act”) available to Canadian foreign private issuers under the multijurisdictional disclosure system. Form F-8 is used for Securities Act registration of two types of transactions: (1) exchange offers and (2) business combinations requiring the vote of shareholders of the participating companies.

Canadian issuers using Form F-8 file Canadian disclosure documents under cover of the form and provide indemnification disclosure and certain legends and exhibits. The simplified nature of Form F-8 disclosure promotes capital formation with less expense and greater efficiency and encourages Canadian issuers to extend exchange offers and business combinations to U.S. securityholders.

2. Purpose and Use of the Information Collection

The purpose of the Form F-8 information collection is to provide investors with information important to investment decisions while also promoting capital formation by reducing the cost and increasing the efficiency of Securities Act registration in connection with certain exchange offers and business combination transactions, which may encourage Canadian issuers to extend exchange offers and business combinations to U.S. securityholders. In addition, this information is used by broker-dealers, investment banking firms, professional securities analysts, and others in evaluating securities and advising on investment decision making.

3. Consideration Given to Information Technology

Form F-8 is filed electronically using the Commission’s Electronic Data Gathering, Analysis, and Retrieval (EDGAR) system.

4. Duplication of Information

The information required by Form F-8 is not duplicative of other disclosure required by Commission rules.

5. Reducing the Burden on Small Entities

Form F-8 disclosure provides important information to investors, while promoting capital formation with less expense and greater efficiency for all applicable issuers, including small entities.

6. Consequences of Not Conducting Collection

If the information were not collected or were collected less frequently, then, in both cases, investors could lack information important to making an investment decision or could find it more difficult and expensive to obtain the necessary information.

7. Special Circumstances

There are no special circumstances related to the manner of information collection in connection with Form F-8.

8. Consultations with Persons Outside the Agency

No comments were received during the 60-day comment period prior to review of this submission by the Office of Management and Budget (“OMB”).

9. Payment or Gift to Respondents

No payment or gift has been provided to any respondents.

10. Confidentiality

Filings using Form F-8 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 collects basic Personally Identifiable Information (PII) that may include 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 March 6, 2025, 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 F-8	3235-0378	1	1

We estimate the hours burden for Form F-8 is approximately one hour per response. We estimate that Form F-8 is filed by one respondent annually. Our estimate of the number of filings annually is based on the average number of annual filings on Form F-8 for the years 2022 through 2024 and, where that average would be less than one, we have used an estimate of one filing. For total paperwork burden hours, where our calculations produced a number less than one, we have used an estimate of one for total burden hours. We estimate that 25% of the collection of information burden is carried by the issuer for a total annual reporting burden of one hour (.25 hours x 1 response = .25 hours, rounded to 1 hour). We derived our burden hour estimates by estimating the average number of hours it would take a Canadian 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 Paperwork Reduction Act (“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 size and complexity of their organization and the nature of their operations. The estimate of burden hours is made solely for the purpose of the PRA.

13. Estimate of Total Annualized Cost Burden

Estimated Cost Burden

Information Collection Title	OMB Control Number	Number of Responses	Cost Burden
Form F-8	3235-0378	1	\$450

We estimate that 75% of the collection of information burden is carried by outside professionals. We estimate an hourly cost of \$600 for outside professionals (such as those providing legal and accounting services) used in connection with Securities Act registration. We estimate a total cost of \$450 (\$600 x .75 hours x 1 response). 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 issuers may experience costs in excess of our estimates and some issuers may experience costs that are lower than our estimates. Where applicable, for the total paperwork cost burden, we have rounded to the nearest dollar. The estimated cost burden is made solely for the purposes of the PRA.

14. Costs to Federal Government

The SEC is in the process of revising its methodologies to estimate annualized costs to the Federal government for all its relevant collections of information. The SEC anticipates that future extensions of this collection of information will reflect the revised methodologies.

15. Reason for Change in Burden

Changes in Responses, Burden Hours, and Cost Burden

Information Collection Title	OMB Control Number	Change in Responses	Change in Burden Hours	Change in Cost Burden
Form F-8	3235-0378	(4)	0	(\$1,050)

We have decreased by four our estimate of the number of responses (from five responses to one response) based on Form F-8 filing data from 2022 through 2024. There is no change in burden hours. The decrease in cost burden of \$1,050 (from \$1,500 to \$450) reflects the decrease in our estimate of responses and an increase in the cost burden per hour estimate from \$400 per hour to \$600 per hour for outside professionals.

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. Including the expiration date on the electronic version of the 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. The OMB control number will be displayed.

18. Exceptions to Certification for Paperwork Reduction Act Submissions

There are no exceptions to the certification statement for this PRA submission.

B. STATISTICAL METHODS

The information collection does not employ statistical methods.