

SUPPORTING STATEMENT
FOR THE PAPERWORK REDUCTION ACT INFORMATION COLLECTION
SUBMISSION FOR RULE 14f-1

The Securities and Exchange Commission (“Commission”) is submitting this Supporting Statement to request approval from the Office of Management and Budget (“OMB”) (1) for the extension of the existing collection of information (OMB Control No. 3235-0108) and (2) to designate OMB Control No. 3235-018 as a “common form” for purposes of Paperwork Reduction Act (“PRA”) submissions because the Board of Governors of the Federal Reserve System uses this information collection (under OMB Control No. 7100-0091).

A. JUSTIFICATION

1. Circumstances Making the Collection of Information Necessary

Section 14(f) of the Securities Exchange Act of 1934 (the “Exchange Act”) relates to the replacement of a majority of the directors of an issuer in connection with an acquisition subject to Sections 13(d) or 14(d) of such Act. Section 14(f) requires the issuer to provide all holders of record of securities of the issuer who would be entitled to vote at a meeting for election of directors and the Commission, in accordance with the rules and regulations prescribed by the Commission, information concerning the replacement of directors that is substantially equivalent to that information which would be required by Section 14(a) or Section 14(c) if such persons were nominees for election as directors at a meeting of security holders. In order to facilitate compliance with Section 14(f), the Commission adopted Rule 14f-1 (17 CFR 240.14f-1), pursuant to Sections 13(d) and 13(e) as well as Sections 14(d) and 14(f). The rule requires that, not less than 10 days prior to the time the persons elected or designated as directors of the issuer take office, or such shorter period as the Commission may authorize, the issuer shall file with the Commission and transmit to all holders of record of securities of the issuer, information required by certain items of the Commission’s proxy rules. The rule is needed by the Commission to fulfill its statutory responsibility to prescribe the necessary rules and regulations for the protection of investors by requiring an issuer to apprise its security holders of record and the Commission of a prospective change in the majority of the board of directors of the company where such change is to be effected other than at a meeting of security holders and of information about the issuer’s prospective new directors.

2. Purpose and Use of the Information Collection

The information filed with the Commission assures the public availability and dissemination of such information. Private contractors reproduce much of the filed information and provide it to private parties. Many other persons obtain information directly from the Commission’s Electronic Data Gathering, Analysis, and Retrieval (“EDGAR”) system, through which filings under the rule are made. This information is needed by security holders, investors, brokers, dealers, investment banking firms, professional securities analysts, and others in evaluating securities and making investment and voting decisions. If the information were not collected, the information the Commission deems necessary for the protection of investors

regarding a prospective change in directors would not be available to the investing public prior to the time the change was actually effected.

3. Consideration Given to Information Technology

The information required by Rule 14f-1 is filed electronically using the Commission's EDGAR system.

4. Duplication of Information

Duplication does not occur because the specific information required by Rule 14f-1 is not required before a director takes office in connection with a change in a majority of an issuer's directors by any other rule administered by the Commission.

5. Reducing the Burden on Small Entities

Small businesses having a class of securities registered under the Act would be subject to the same burdens in providing the information required by Rule 14f-1. However, many small businesses are exempt from the securities registration provisions of the Exchange Act.

6. Consequences of Not Conducting Collection or Conducting Less Frequently

Rule 14f-1 information is required to be submitted only when a change in the majority of the directors of an issuer will be effected, otherwise than at a meeting of security holders, pursuant to an arrangement or understanding with persons acquiring securities of the issuer in a transaction subject to Section 13(d) or Section 14(d) of the Exchange Act. If the information required by Rule 14f-1 were not collected, such a change would occur without the investing public having access to the information the Commission deems necessary for the protection of investors. Also, if the information were collected less frequently, such a change could occur without the investing public having access to such information.

7. Special Circumstances

There are no special circumstances with this information collection.

8. Consultations with Persons Outside the Agency

No comments were received during the 60-day comment period prior to OMB's review for this submission.

9. Payment or Gift to Respondents

No payment or gift has been provided to any respondents.

10 Confidentiality

All documents filed under Rule 14f-1 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 collects basic Personally Identifiable Information (PII) that may include name, job title, work telephone number and work address. 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 18, 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 |
|------------------------------|--------------------|---------------------|--------------|
| Rule 14f-1 | 3235-0108 | 21 | 378 |

For purposes of the PRA, we estimate that Rule 14f-1 takes approximately 18 hours per response to comply with the collection of information requirements and is filed by 21 respondents annually (estimated based on data for the period 2022 to 2024), and we estimate that the average number of hours to comply with Rule 14f-1 is 18 hours per respondent. 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 annual reporting burden to be 378 hours (18 burden hours per response x 21 responses annually).

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, 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. For administrative convenience, the presentation of the total related to the paperwork burden hours has been rounded to the nearest whole number. The estimate of burden hours is made solely for the purpose of the PRA.

13. Estimate of Total Annualized Cost Burden

There is no cost burden associated with this information collection.

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 \$131,724,880 in fiscal year 2023, 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

Change in Burden

| Current Burden | | New Burden | | Adjustment | |
|---------------------|--------------|---------------------|--------------|-------------------------------|------------------------|
| Number of Responses | Burden Hours | Number of Responses | Burden Hours | Change in Number of Responses | Change in Burden Hours |
| 30 | 540 | 21 | 378 | (9) | (162) |

The decrease of 162 reporting burden hours is due to a decrease in the number of filings under Rule 14f-1 with the Commission.

16. Information Collection Planned for Statistical Purposes

The information collection is 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 the PRA submissions.

B. STATISTICAL METHODS

The information collection does not employ statistical methods.