

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 (17 CFR 240.12d1-3) 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 certification required by Rule 12d1-3 must be filed electronically using the Commission’s Electronic Data Gathering, Analysis and Retrieval (“EDGAR”) system.

4. Duplication of Information

Duplication does not occur, because the specific information required by Rule 12d1-3 (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

Not conducting this information collection, or conducting it less frequently, would frustrate the Commission's ability to coordinate with national securities exchanges in connection with the Commission's review of an issuer's registration statement under Section 12 of the Exchange Act.

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 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 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
Rule 12d1-3	3235-0109	1,066	533

For purposes of the Paperwork Reduction Act (“PRA”), we estimate that Rule 12d1-3 takes approximately 0.5 hours per response to provide the information required under Rule 12d1-3 and is filed by an average of 709 respondents annually with an average of 1,066 responses per year (calculated for the period 2022 through 2024). This is an average of 1.5 responses per respondent per year. We further estimate that 100% of the collection of information is carried internally by the respondent. Thus, we estimate the total annual reporting burden to be 533 hours (0.5 hours per response x 1,066 responses).

We derived our burden hour estimates by estimating the average number of hours it would take a respondent 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 respondents based on the size and complexity of their organization and the nature of their operations. The estimated burden hours is made solely for the purpose of the PRA.

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 carried internally by the respondent.

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

Estimated Burden Hours Adjustment

Information Collection Title	OMB Control Number	Burden Hours Adjustment
Rule 12d1-3	3235-0109	189

The increase in burden of 189 hours is due to an increase in the estimated number of annual filings pursuant to Rule 12d1-3 with the Commission (from 688 to 1,066).

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 PRA submissions.

B. STATISTICAL METHODS

The information collection does not employ statistical methods.