

SUPPORTING STATEMENT
FOR THE PAPERWORK REDUCTION ACT INFORMATION COLLECTION
SUBMISSION FOR SCHEDULE 14D-1F

A. JUSTIFICATION

1. Circumstances Making the Collection of Information Necessary

Schedule 14D-1F (17 CFR 240.14d-102) is filed by any person making a cash tender or exchange offer for securities of any foreign private issuer incorporated or organized under the laws of Canada and less than 40 percent of the foreign private issuer's securities are held by U.S. holders. The disclosure items of Schedule 14D-1F, which incorporates the disclosure documents filed with one or more Canadian securities commissions, reflect the Commission's experience and best judgment as to the information regarding the tender offer that should be required to be disclosed to shareholders. Schedule 14D-1F is designed to facilitate cross-border transactions in securities of Canadian issuers.

2. Purpose and Use of the Information Collection

Schedule 14D-1F is designed to provide investors in relevant Canadian securities with adequate information concerning the cash tender or exchange offer, the Canadian foreign private issuer, and the securities subject to the offer so that investors can make informed voting and investment decisions.

3. Consideration Given to Information Technology

Schedule 14D-1F is filed electronically using the Commission's Electronic Data Gathering, Analysis and Retrieval (EDGAR) system.

4. Duplication of Information

We are not aware of any rules that duplicate overlap, or conflict with the information required by Schedule 13E-4F.

5. Reducing the Burden on Small Entities

Persons making a cash tender or exchange offer for the securities of a foreign private issuer organized under the laws of Canada would file a Schedule 14D-1F. Such offerors may include small entities. We believe it is appropriate to subject all such offerors to the information requirements of Schedule 14D-1F to ensure investors have access to information needed to make investment decisions in connection with cash tender of exchange offers.

6. Consequences of Not Conducting Collection

If the information collection was conducted less frequently, persons conducting tender offers for the securities of Canadian issuers would find it more difficult and expensive to comply with the Commission's rules and regulations in the absence of the Schedule which permits such persons to provide U.S. investors with the information required in Canada. U.S. investors in the Canadian foreign private issuer also may find it more difficult or expensive to obtain information regarding the cash tender or exchange offer in the absence of a schedule permitting the Canadian issuer to provide U.S. investors with the disclosure document(s) required in Canada.

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 has been provided to any respondents.

10. Confidentiality

Schedule 14D-1F is a public document. However, confidential treatment is available in limited circumstances.

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 a name and job title. However, the agency has determined that the information collection does not constitute a system of records 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
Schedule 14D-1F	3235-0376	2	7

For purposes of the Paperwork Reduction Act (“PRA”), we estimate that Schedule 14D-1F takes approximately 3.5 hours to prepare and is filed by approximately 2 respondents annually (based on the average number of responses annually during the period 2022 to 2024). We estimate that 100% of the burden is carried out internally by the bidder. Based on our estimates, we calculate a total annual reporting burden of 7 hours ((3.5 hours per response x 100%) x 2 responses per year).

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 is made solely for the purpose of the PRA. We derived our burden hour estimates by estimating the average number of hours it would take a bidder 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.

13. Estimate of Total Annualized Cost Burden

We estimate 100% of the burden is carried out internally by the bidder, and thus that 0% of the burden is carried out by outside professionals retained by the bidder. Based on our estimates, we calculate that there is no outside cost burden associated with the information collection.

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 Changes in Burden

There is no change in the burden.

16. Information Collection Planned for Statistical Purposes

The information collection is not planned for statistical purposes.

17. Approval to Omit 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 certification for Paperwork Reduction Act submissions.

B. STATISTICAL METHODS

The information collection does not employ statistical methods.