

SUPPORTING STATEMENT
FOR THE PAPERWORK REDUCTION ACT INFORMATION COLLECTION
SUBMISSION FOR RULE 13e-3 AND SCHEDULE 13E-3

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. 3235-0007) and (2) to designate OMB Control No. 3235-0007 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

Rule 13e-3 (17 CFR 240.13e-3) prescribes the filing, disclosure, and dissemination requirements in connection with a going private transaction by an issuer or an affiliate. A “Rule 13e-3 transaction” is a transaction or series of transactions specified in Rule 13e-3(a)(3)(i) that has either a reasonable likelihood or a purpose of producing, either directly or indirectly, any of the effects described in Rule 13e-3(a)(3)(ii). The effects referred to in Rule 13e-3(a)(3) include: (a) causing any class of equity securities of the issuer which is subject to Section 12(g) or Section 15(d) of the Securities Exchange Act of 1934 (“Exchange Act”) to be eligible for termination of registration, or causing the reporting obligations with respect to such class to become eligible for termination or suspension; or (b) causing any class of equity securities of the issuer which is either listed on a national securities exchange or authorized to be quoted in an inter-dealer quotation system of a registered national securities association to be neither listed on any national securities exchange nor authorized to be quoted on a inter-dealer quotation system of any registered national securities association. Schedule 13E-3 (17 CFR 240.13e-100) is the transaction statement that must be filed under Rule 13e-3.

2. Purpose and Use of the Information Collection

The information required by Rule 13e-3 and Schedule 13E-3 is intended to ensure investors are appropriately informed in connection with certain going private transactions.

3. Consideration Given to Information Technology

Schedule 13E-3 is filed electronically using the 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 Rule 13e-3 and Schedule 13E-3 with respect to certain going private transactions.

5. Reducing the Burden on Small Entities

Small entities may be less likely to have a class of equity securities that is subject to Section 12(g) or 15(d) of the Exchange Act or listed on a national securities exchange. As such, small entities are less likely to be subject to the requirements of Rule 13e-3. To the extent small entities engage in a going private transaction and are subject to Rule 13e-3, we believe it is appropriate to require the same information pursuant to Rule 13e-3 and Schedule 13E-3 as would be required of any other issuer to ensure investors are appropriately informed and protected.

6. Consequences of Not Conducting Collection

The information requirements of Rule 13e-3 and Schedule 13E-3 only arise if an issuer engages in a “Rule 13e-3 transaction” as defined in the rule. If the information required by the rule and schedule were not collected or collected less frequently, then investors may not be appropriately informed with respect to such transaction.

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 extension request.

9. Payment or Gift to Respondents

No payment or gift has been provided to any respondents.

10. Confidentiality

Schedule 13E-3 is a public document.

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 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

Table of Reporting Burden Due to an Extension Request

Information Collection Title	OMB Control Number	Number of Responses	Burden Hours
Rule 13e-3 (Schedule 13E-3)	3235-0007	41	1,422

For purposes of the Paperwork Reduction Act (“PRA”), we estimate that Schedule 13E-3 takes approximately 138.70 hours per response to comply with the collection of information requirements and is filed once per year by 41 issuers (based on the average number of responses annually during the period 2022 through 2024). We further estimate that 25% of the collection of information burden is carried by the issuer internally and that 75% of the burden of preparation is carried by outside professionals retained by the company. Based on our estimates, we calculated the total annual reporting burden to be 1,422 hours ((0.25 x 138.70) x 41 responses annually).

For administrative convenience, the presentation of the totals related to the paperwork burden hours have been rounded to the nearest whole number and the cost totals have been rounded to the nearest dollar. The estimated burden hours are made solely for the purpose of the PRA. 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 issuers based on the nature of their operations.

13. Estimate of Total Annualized Cost Burden

Table of Cost Burden Due to Extension Request

Information Collection Title	OMB Control Number	Number of Responses	Cost Burden
Rule 13e-3 (Schedule 13E-3)	3235-0007	41	\$2,559,015

We estimate that 75% of the 138.70 hours per response is carried externally by outside professionals retained by the issuer. We estimate that these outside professionals will cost the issuer \$600 per hour for a total annual cost burden of \$2,559,015 (\$600 per hour x (75% x 138.70 hours per response) x 41 responses annually).

The estimated hourly cost of \$600 per hour 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

companies may experience costs in excess of our estimates and some companies may experience costs that are lower than our estimates. For administrative convenience, the paperwork cost burden has been rounded to the nearest dollar. The cost burden estimate is made solely for the purpose 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

Summary of the Change in Burden Hours and Cost Burden

IC Title	Annual No. of Responses			Annual Time Burden (Hours)			Annual Burden Cost Burden (\$)		
	Previously Approved	Requested	Change In No. of responses	Previously Approved	Requested	Change In Burden Hours	Previously Approved	Request Cost burden	Change In Cost Burden
Rule 13e-3 (Schedule 13E-3)	77	41	(36)	2,670	1,422	(1,248)	\$3,203,048	\$2,559,015	(\$644,033)

The decrease in the estimated annual burden hours of 1,248 hours is due to a decrease in the estimated number of annual responses (from 77 to 41). The decrease in cost burden of \$644,033 is due to a decrease in the estimated number of annual Schedule 13E-3 responses, which is offset by an increase in the Commission’s estimate of the cost to issuers of outside professionals (from \$400 per hour to \$600 per hour).

16. Information Collections 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 certification for the Paperwork Reduction Act submissions.

B. STATISTICAL METHODS

The information collection does not employ statistical methods.