Supporting Statement
Securities Offering Disclosure Rules
OMB Control No. 1557-0120

A. Justification.

1. Circumstances that make the collection necessary:

Under 15 U.S.C. 77q, all securities issuers, including national banks and Federal savings associations, must disclose all material facts when issuing securities. Twelve CFR part 16 enables the OCC to perform its supervisory responsibilities relating to offerings of securities by requiring national bank and Federal savings association issuers to provide the investing public with material facts regarding the financial condition of the institution, the reasons for raising new capital, and the terms of the offering.

2. Use of the information:

The public uses this information to make informed decisions on whether the securities are an appropriate investment. The OCC uses the information to assess compliance with the applicable requirements of part 16 and to protect the investing public.

The principal collections of information in part 16 are as follows:

Form for Registration. Under 12 CFR 16.3(a), a national bank or Federal savings association offering or selling its own securities to the public is required to make the offer or sale through the use of a prospectus that has been filed with the OCC as part of a registration statement. According to 12 CFR 16.15(a), the registration statement must be on the form for registration (17 CFR part 239) that the national bank or Federal savings association would be eligible to use if it were required to register and file with the SEC and meet the requirements of the SEC regulations referred to in the applicable form for registration. Any registration statement or amendment filed pursuant to part 16 must comply with the requirements of SEC Regulation C (17 CFR part 230, Regulation C - Registration), except to the extent those requirements conflict with specific requirements of part 16. *See* 12 CFR 16.15(b). Twelve CFR 16.15(d) requires the registration statement for securities issued by a national bank or Federal savings association that is not in compliance with the applicable regulatory capital requirements of 12 CFR part 3 to be on the Form S-1 (17 CFR part 239) registration statement under the Securities Act of 1933 (Securities Act).

Abbreviated Form for Registration. Under 12 CFR 16.6, a national bank or Federal savings association may be deemed in compliance with certain registration requirements of Part 16 for offers and sales of nonconvertible debt if such debt is offered and sold only to accredited investors meeting the conditions in 12 CFR 16.6. According to 12 CFR 16.6(a)(1), the national bank or Federal savings association must have securities registered under or be a subsidiary of a company that has securities registered under the Securities Exchange Act of 1934 (Exchange Act). Under 12 CFR 16.6(a)(3), the debt must be sold in minimum denominations of $250,000 and each note or debenture, if issued in certificate form, must be legended to provide that it cannot be exchanged for notes or debentures of the national bank or Federal savings association in smaller denominations. The national bank or Federal savings association must also provide purchasers with specified disclosure information. Under 12 CFR 16.6(b), a federal branch or agency of a foreign bank need not meet the conditions of 12 CFR 16.6(a)(1) if the federal branch or agency provides the OCC the information specified in SEC Rule 12g3-2(b) (17 CFR 240.12g3-2(b)) and provides purchasers the information specified in SEC Rule 144A(d)(4)(i) (17 CFR 230.144A(d)(4)(i)).

Small Issues Registration. A national bank or Federal savings association may offer and sell securities publicly in a limited dollar amount by using an offering statement meeting the requirements of SEC's Regulation A (17 CFR 230.251 *et seq.*). *See* 12 CFR 16.8.

Nonpublic Offerings. A national bank or Federal savings association may offer or sell its own securities in a private placement to accredited or sophisticated investors in compliance with 12 CFR 16.7. Under 12 CFR 16.7(a)(1), all the securities must be offered and sold in a transaction satisfying the requirements of SEC Regulation D (17 CFR part 230), subject to certain exceptions. The requirements include general conditions, information requirements, limitations on the manner of offering (advertising), amount limitations, and resale limitations, depending on the specific offering. All subsequent sales subject to the resale limitations of SEC Regulation D must be made pursuant to SEC Rule 144 (persons deemed not to be underwriters), 17 CFR 230.144; SEC Rule 144A (private resales to institutions), 17 CFR 230.144A; another exemption referenced in 12 CFR 16.5; or in accordance with registration and prospectus requirement of 12 CFR 16.3.

Electronic Filing. Pursuant to 12 CFR 16.17(a), all registration statements, offering documents, amendments, notices, or other documents generally must be filed with the OCC's Law Department electronically at http://www.banknet.gov/. Documents may be signed electronically using the signature provision in SEC Rule 402 (17 CFR 230.402). All registration statements, offering documents, amendments, notices, or other documents relating to a national bank or Federal savings association in organization must be filed with the appropriate district office of the OCC at http://www.banknet.gov/. All registration statements, offering documents, amendments, notices, or other documents relating to a mutual to stock conversion pursuant to 12 CFR part 192 must be filed with the appropriate OCC licensing office at http://www.banknet.gov/.

References to SEC Rules. Where part 16 refers to a section of the Securities Act or the Exchange Act or an SEC rule that requires the filing of a notice or other document with the SEC, that notice or other document must be filed with the OCC. *See* 12 CFR 16.17(c).

Request for Interpretive Advice or No-objection Letter. Under 12 CFR 16.30(a), any person requesting interpretive advice or a no-objection letter from the OCC with respect to any provision of part 16 shall file a copy of the request, including any supporting attachments, with the OCC's Law Department at the address provided at www.occ.gov. The request shall identify or describe the provisions of part 16 to which the request relates, the participants in the proposed transaction, and the reasons for the request; and include a legal opinion as to each legal issue raised and an accounting opinion as to each accounting issue raised. *See* 12 CFR 16.30(b)-(c).

Withdrawal or Abandonment. Pursuant to 12 CFR 16.19(a), any registration statement, amendment, or exhibit may be withdrawn prior to the effective date. A withdrawal must be signed and state the grounds upon which it was made. The OCC will not remove any withdrawn document from its files but will mark the document "Withdrawn upon the request of the registrant on (date)."

3. Consideration of the use of improved information technology:

Respondents may use any technology that allows compliance with the collection.

4. Efforts to identify duplication:

The information is not duplicated elsewhere.

5. If the collection of information impacts small businesses or other small entities, describe any methods used to minimize burden.

This information collection imposes only the minimum burden necessary to meet the goals of the collection.

6. Consequences to the federal program if the collection were conducted less frequently:

A less frequent collection would impair the effectiveness of the federal program and thereby impede the agency from fulfilling its responsibilities.

7. Special circumstances that would cause an information collection to be conducted in a manner inconsistent with 5 CFR Part 1320

The information collection is conducted in accordance with the requirements of 5 CFR Part 1320.

8. Efforts to consult with persons outside the agency:

The OCC issued a 60-day *Federal Register* notice on May 14, 2026, 91 FR 27485. No comments were received.

9. Payment or gift to respondents:

None.

10. Any assurance of confidentiality:

The information is kept private to the extent permitted by law.

11. Justification for questions of a sensitive nature:

There are no questions of a sensitive nature.

12. Burden estimate (annual):

Number of Respondents: 16
Total Number of Responses: 90
Total Time Burden (Hours): 900

Calculation of Annual Cost Burden (Dollars):

900 hours x $158.73 = $142,857

To estimate wages the OCC reviewed May 2025 data for wages (by industry and occupation) from the U.S. Bureau of Labor Statistics (BLS) for credit intermediation and related activities (NAICS 5220A1). To estimate compensation costs associated with the rule, the OCC uses $158.73 per hour, which is based on the average of the 90th percentile for six occupations adjusted for inflation (3.4 percent as of Q1 2026), plus an additional 35.3 percent for benefits (based on the percent of total compensation allocated to benefits as of Q4 2025 for NAICS 522: credit intermediation and related activities).

13. Estimate of total annual costs to respondents (excluding cost of hour burden in Item #12):

None.

14. Estimate of annualized costs to the federal government:

None.

15. Change in burden:

Current burden:	544
Revised burden:	900
Difference:	+356

The increase in burden is due to an increase in the number of annual responses per respondent.

16. Information regarding collections whose results are to be published for statistical use:

The OCC has no plans to publish the information for statistical purposes.

17. Reasons for not displaying OMB approval expiration date:

Not applicable.

18. Exceptions to the certification statement in Item 19 of OMB Form 83-I:

None.

B. Collections of Information Employing Statistical Methods.

Not applicable.