SUPPORTING STATEMENT
FOR THE PAPERWORK REDUCTION ACT INFORMATION COLLECTION
SUBMISSION FOR SECURITIES ACT RULE 163

A. JUSTIFICATION

1. and 2. Circumstances Making the Collection of Information Necessary and Purpose and Use of the Information Collection

Rule 163 (17 CFR 230.163) provides an exemption from Section 5(c) of the Securities Act of 1933 for certain communications by, or on behalf of, a well-known seasoned issuer, as defined in Rule 405 (17 CFR 230.405), before a registration statement is filed, subject to certain conditions. The rule is intended to facilitate capital formation by giving eligible well-known seasoned issuers freedom to communicate with investors at any time, including by means of a written offer other than a statutory prospectus.

3. Consideration Given to Information Technology

Rule 163 communications may be filed with the Commission electronically using the Commission's Electronic Data Gathering, Analysis and Retrieval (EDGAR) system.

4. Duplication of Information

There are no other filing requirements that duplicate this information collection.

5. Reducing the Burden on Small Entities

Small entities generally are not eligible to rely on Rule 163 as only issuers that qualify as well-known seasoned issuers may rely on the rule.

6. Consequences of Not Conducting Collection

Rule 163 requires filing of written communications in certain circumstances. Less frequent collection could compromise investor protection.

7. Special Circumstances

There are no special circumstances.

8. Consultations with Persons Outside the Agency

No comments were received on this request 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

The information filed under Rule 163 is publicly available.

11. Sensitive Questions

No information of a sensitive nature, including social security numbers, will be required under this collection of information. The information collection does not collect personally identifiable information (PII). The agency has determined that a system of records notice (SORN) and privacy impact assessment (PIA) are not required in connection with the collection of information.

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 163	3235-0619	12	1

For purposes of the Paperwork Reduction Act ("PRA"), we estimate that approximately 12 respondents make one filing a year pursuant to Rule 163, for a total of approximately 12 responses annually. We further estimate that respondents incur approximately 0.083 burden hours per Rule 163 response to comply with the form's collection of information requirements. Based on our estimates, we calculate the total reporting burden to be 1 hour (12 responses annually x 0.083 burden hours per response).

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 amendments to the rule, 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 nature of their operations. For administrative convenience, we have rounded the estimated paperwork burden hours to

the nearest whole number. The burden hour estimate is made solely for the purpose of the PRA.

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 163	3235-0619	12	$870

For purposes of the PRA, we estimate that respondents incur $72.50 cost burden per Rule 163 response. Based on our estimates, we calculate the total annual cost to be $870 ($72.50 cost per response x 12 responses).

This estimate 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 respondents may experience costs in excess of our estimates, and some respondents may experience costs that are lower than our estimates. For administrative convenience, the presentation of the total related to the paperwork cost total has been rounded to the nearest dollar. The cost 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

There is no change in burden.

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 Paperwork Reduction Act submissions.

B. STATISTICAL METHODS

The information collection does not employ statistical methods.