



PAPERWORK REDUCTION ACT SUPPORTING STATEMENT

for the Extension of
Form N-2

OMB Control Number 3235-0026

The U.S. Securities and Exchange Commission ("Commission" or SEC) submits this information collection request (ICR) pursuant to the Paperwork Reduction Act of 1995 (PRA), 44 U.S.C. Section 3501 et seq., with the following justification.

1. Necessity of Information Collection

Form N-2 (17 CFR 239.14 and 274.11a-1) is the form used by closed-end management investment companies ("registered closed-end funds") to register under the Investment Company Act of 1940 (15 U.S.C. 80a-1 et seq.) ("Investment Company Act"), and to register their securities under the Securities Act of 1933 (15 U.S.C. 77a et seq.) ("Securities Act"). Form N-2 is also used by business development companies ("BDCs"), which are closed-end management investment companies that do not register under the Investment Company Act (but instead elect to be subject to certain provisions of the Investment Company Act (15 U.S.C. 80a-2(a)(48)) to register and offer their securities under the Securities Act.

Section 5 of the Securities Act (15 U.S.C. 77e) requires the filing of a registration statement prior to the offer of securities to the public and that the statement be effective before any securities are sold. The primary purpose of the registration process is to provide disclosure of financial and other information to current and potential investors for the purpose of evaluating an investment in a security. Section 5(b) of the Securities Act requires that investors be provided with a prospectus containing the information required in a registration statement prior to the sale, or at the time of confirmation or delivery, of the securities.

A closed-end management investment company (that is not a BDC) is required to register as an investment company under Section 8(a) of the Investment Company Act (15 U.S.C. 80a-8(a)). Form N-2 permits a registered closed end fund and a BDC to provide investors with a prospectus covering essential information about the fund when the fund makes an initial or additional offering of its securities. More-detailed information is available to interested investors in the Statement of Additional Information, which is provided to investors upon request and without charge.

2. Purpose and Use of Information Collection

The purpose of Form N-2 is to meet the filing and disclosure requirements of the Securities Act and the Investment Company Act and to enable funds to provide investors with information necessary to evaluate an investment in a registered closed-end fund or BDC. Unlike many other federal information collections, which are primarily for the use and benefit of the collecting agency, this information collection is also for the use and benefit of investors. The information filed with the Commission permits the verification of compliance with securities law requirements and assures the public availability and dissemination of the information.

3. Use and Consideration of Information Technology

The Commission's electronic filing system, called "EDGAR" (for Electronic Data Gathering, Analysis and Retrieval), automates the filing, processing, and dissemination of full disclosure filings. This automation has increased the speed, accuracy, and availability of information, generating benefits to investors and financial markets. Form N-2 is required to be filed with the Commission electronically on EDGAR.¹ The public may access filings on EDGAR through the Commission's website (<http://www.sec.gov>).

4. Identifying and Minimizing Duplication

The Commission periodically evaluates rule-based reporting and recordkeeping requirements for duplication and reevaluates them whenever it proposes a rule or a change in a rule. The requirements of Form N-2 are not generally duplicated elsewhere.

5. Effect on Small Entities

The Commission reviews all rules periodically, as required by the Regulatory Flexibility Act,² to identify methods to minimize recordkeeping or reporting requirements affecting small businesses. The disclosure requirements for registration statements on Form N-2 do not distinguish between small entities and other investment companies. The burden on smaller investment companies of preparing and filing registration statements may be proportionately greater than for larger investment companies. This burden includes the cost of producing, printing, filing, and disseminating prospectuses. The Commission believes, however, that imposing different requirements on smaller investment companies would not be consistent with investor protection and the purposes of the registration statement requirements.

6. Consequences of Not Conducting Collection and Obstacles to Reducing Burden

In the absence of the disclosure requirements in Form N-2, investors in registered closed-end funds and BDCs may not receive information necessary to make informed investment decisions, and consumer confidence in the securities industry could be adversely affected. Form N-2 also satisfies Investment Company Act requirements that certain investment companies must register with the Commission before they conduct business. In the absence of a Form N-2 registration statement, closed-end funds (that are not BDCs) would not be able to comply with the registration requirements of the Investment Company Act, and registered closed-end funds and BDCs would not be able to offer their shares under the Securities Act.

A registered closed-end fund or BDC must file a registration statement on Form N-2 only when making initial or additional offerings of securities under the Securities Act, or when amending its registration statement. Less-frequent collection would mean that information current to a particular offering would not be available to fund investors and the Commission would not have current information to perform its regulatory functions.

7. Inconsistencies with Guidelines in 5 CFR 1320.5(d)(2)

This collection is not inconsistent with 5 CFR 1320.5(d)(2).

¹ 17 CFR 232.101(a)(1)(i) and (iv).

² 5 U.S.C. 601 *et seq.*

8. Public Comment and Consultations Outside the Agency

The Commission requested public comment on the collection of information requirements for Form N-2 before it submitted this request for extension and approval to the Office of Management and Budget. This solicitation included requesting public comments on the burden estimates for all information collections under this OMB control number. The Commission did not receive public comment during the 60-day notice and comment period.

9. Payment or Gift to Respondents

Not applicable.

10. Assurance of Confidentiality and Privacy

The information collection collects basic elements of PII including name, job title, and work address that is covered by the EDGAR PIA. No information of a sensitive nature, including social security numbers, will be required under this collection of information. Additionally, 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.

11. Collection Questions of a Sensitive Nature

Not applicable.

12. Estimated Time Burden and its Cost Equivalent

The following estimates of average burden hours and costs are made solely for purposes of the Paperwork Reduction Act of 1995 and are not derived from a comprehensive or even representative survey or study of the cost of Commission rules and forms. Compliance with the disclosure requirements of Form N-2 is mandatory. Responses to the disclosure requirements will not be kept confidential.

We estimate below the incremental and aggregate estimated change in paperwork burden associated with Form N-2. These estimates represent the average burden for all issuers, both large and small. In deriving our estimates, we recognize that the burdens will likely vary among individual respondents based on a number of factors, including the size and complexity of their business. These estimates include the time and the cost of preparing and reviewing disclosure, filing documents, and retaining records. We believe that some issuers would experience costs in excess of this average and some issuers would experience less than the average costs. The table below summarizes the Commission's PRA annual burden estimates associated with Form N-2.

ICR Estimated Time Burden and its Cost Equivalent							
Information Collections (ICs)	Requirement Type	Number of Respondents	Frequency of Response (Number of Responses per Respondent per Time Period)	Time per Response	Equivalent Cost per Response	Total Annual Time Burden (Hours)	Total Annual Cost Burden Equivalent (\$)
Form N-2	Reporting	427 ¹	1 response annually	344 Hours	\$204,680 ²	146,888 Hours	\$87,398,360

Notes:

1. This number is derived from the average number of Form N-2 filings received by the Commission over the past three years, with 355 in 2023, 447 in 2024, and 479 in 2025.

2. We estimate the equivalent cost per response (\$204,680) is based on the hours per response (344) times a \$595 blended wage rate. The \$595 wage rate reflects current estimates of the blended hourly rate for a computer programmer (\$416) and attorney (\$774) in the securities industry ($(\$461 + \$774)/2 = \$595$). To calculate the occupational hourly rates used in this extension, the Commission uses occupational mean hourly wage data from the Occupational Employment and Wage Statistics (OEWS) program of the Bureau of Labor Statistics (BLS) for “Securities, Commodity Contracts, and Other Financial Investments and Related Activities” (NAICS 523). See Occupational Employment and Wage Statistics, U.S. Bureau of Labor Statistics, <https://www.bls.gov/oes/>; see also Standard Occupational Classification, U.S. Bureau of Labor Statistics, <https://bls.gov/soc/> (describing occupational classification system used by BLS); Exec. Off. of the President, Off. of Mgmt. & Budget, North American Industry Classification System (2022), available at https://www.census.gov/naics/reference_files_tools/2022_NAICS_Manual.pdf (describing the industry classification system used by BLS and other agencies). The mean hourly wage for each occupation is adjusted for changes in the seasonally adjusted employment cost index for private wages and salaries between the data reference period and when the data are released by BLS. See Employment Cost Index, U.S. Bureau of Labor Statistics, <https://www.bls.gov/eci/>. The adjusted mean hourly wage is then multiplied by a factor that accounts for nonwage costs borne by employers, such as bonuses, benefits, and overhead. This factor is calculated as an average over the 10 most recently available years of data of the ratio of the Bureau of Economic Analysis’s annual gross output data for NAICS 523 to total annual wages across all occupations for NAICS 523 in the OEWS data. See Gross Output by Industry, U.S. Bureau of Economic Analysis, <https://www.bea.gov/data/industries/gross-output-by-industry>; Occupational Employment and Wage Statistics, U.S. Bureau of Labor Statistics, <https://www.bls.gov/oes/>. The final product is the occupational hourly rate. See generally Updated Methodology for Calculating Occupational Hourly Rates (Dec. 19, 2025), available at <https://www.sec.gov/files/method-occupational-hourlyrates.pdf>.

13. Estimated Additional Cost Burden

Cost burden is the cost of goods and services purchased to prepare and amend registration statements on Form N 2, such as for the services of independent auditors and outside counsel. The cost burden does not include the hour burden discussed in Item 12 above. Estimates are based on the Commission’s experience with the filing of registration forms. We estimate that the annual cost of outside services associated with Form N-2 as follows:

Table 4. ICR Estimated Additional Cost Burden				
Additional Information Collections (ICs)	Related Supporting Statement Question 12 IC	Requirement Type	Number of Respondents	Total Annual Additional Cost Burden (\$)¹
Form N-2	Form N-2	Reporting	427	\$9,914,940
TOTAL ICs:			ICR TOTAL:	\$9,914,940

Notes:

1. We estimate the total annual external costs burden per response (\$23,220) is based on the 30 hours of outside services at a wage rate of \$774 per hour for an attorney in the securities industry. $774 \times 30 = \$23,220$. $\$23,220 \times 427 = \$9,914,940$

14. Annual Cost to the 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. Reasons for Changes in Burden Estimates

Based on an increase in the number of Form N-2 filers, we estimate an increase in the annual number of responses on Form N-2 from 298 to 427 (an increase of 129 responses). We estimate corresponding increases in annual burden hours and cost burdens. The estimated burden hours would increase from 102,525 to 146,888 (an increase of 44,363 hours). The estimated cost burden would increase from \$6,940,207 to \$9,914,940 (an increase of \$ 2,974,733).

16. Plans for Publishing Results

There is no plan to publish the results of the collection of information.

17. Approval to Omit Display of OMB Expiration Date

The Commission is not seeking approval to not display the expiration date for OMB approval..

18. Exceptions to the Certification for Paperwork Reduction Act Submissions

The following exceptions apply to Form N-2:

- Small entities (see explanation in Item 5): The Commission believes that imposing different requirements on small entities would not be consistent with investor protection.
- Statistical survey methodology: Form N-2 does not employ statistical survey methods.