#### **MEMORANDUM**

April 13, 2018

**TO:** File No. S7-08-15

**FROM:** J. Matthew DeLesDernier

Division of Investment Management

**RE:** Investment Company Reporting Modernization — Release No.

IC-31610

On April 4, 2018, Dalia Blass, Director, Paul Cellupica, Deputy Director, Diane Blizzard, Associate Director, Brian M. Johnson, Assistant Director, David Bartels, Senior Special Counsel, Michael Pawluk, Senior Special Counsel, Raymond Be, Attorney-Adviser, J. Matthew DeLesDernier, Senior Counsel, and John Lee, Senior Counsel of the Division of Investment Management; Jonathan Ingram, Deputy Chief Counsel, and Carolyn Sherman, Special Counsel of the Division of Corporation Finance; and Sharon Lawson, Senior Special Counsel, and Eugene Hsia, Special Counsel of the Division of Trading and Markets met with Naadia Burrows, Vice President, Mutual Fund Client Services, Charles Callan, Senior Vice President, Regulatory Affairs, Lyell Dampeer, President of Investor Communications Services U.S., Michael Liberatore, Corporate Vice President for Investor Communication Solutions, Mutual Funds, and Swatika Rajaram, Vice President, Strategy of Broadridge Financial Solutions, Inc. and Roel C. Campos, Partner, and Nicole Sarrine, Associate of Hughes Hubbard & Reed LLP in two meetings.

The purpose of the meetings was to discuss proposed rule 30e-3 under the Investment Company Act of 1940.

Attachments

## **Annual and Semiannual Investment Company Reports**

**Enhanced Notice Approach** 

Discussion with the SEC, Division of Investment

Management

**April 4, 2018** 





## Significant and Growing Progress in Eliminating Printing & Postage... Under SEC Guidance for E-delivery and NYSE Fees for Preference Management and "EBIPs\*"

The need to mail paper is being eliminated by technologies and processing for investor preferences (inclusive of householding, e-delivery, and consolidations).

Percentage of mailings eliminated for proxy and interim communications for accounts held in street name

|                      | FY 2008 | FY 2009 | FY 2010 | FY 2011 | FY 2012 | FY 2013 | FY 2014 | FY 2015 | FY 2016 | FY 2017 |
|----------------------|---------|---------|---------|---------|---------|---------|---------|---------|---------|---------|
| Equity Proxy         | 54%     | 54%     | 55%     | 57%     | 60%     | 62%     | 64%     | 67%     | 69%     | 70%     |
| Mutual Fund Interims | 26%     | 29%     | 32%     | 37%     | 42%     | 49%     | 55%     | 58%     | 61%     | 65%     |

Notes: based on Broardridge's processing data. Totals by fiscal year (ending June 30). "Interims" include direct-held positions for funds with combined distributions.

#### FY17 estimated total savings on printing and postage, e.g.:

- Over \$2 billion on proxy (based on NIRI's estimate of the cost of printing an annual report and proxy statement and actual postage rates)
- Over \$450 million on interim communications including annual reports, semiannual reports, prospectuses and other investment company communications.

The system is eliminating over 2/3 of the physical mailings consistent with investor preferences.

<sup>\*</sup> Enhanced Brokerage Internet Platforms provide a direct connection to proxies, fund reports, and shareholder communications. Currently, 24 broker-dealers provide access to EBIPs for shareholders who as a group own 55%+ of all street positions.



## **Enhanced Notice of Fund Report Availability Background**

- SEC Chair White was receptive to ideas from Broadridge to "tweak" the original 30e-3 proposal in order to make the disclosure more effective for investors and to create the same or greater cost savings for investment companies. We reached out to fund companies, brokers, investor advocates, and individual investors.
  - We tested concepts with individual investors. They showed a strong preference for an 'enhanced notice' over the 'no-content notice' that 30e-3 originally proposed, and they indicated that they would be more likely to enroll in e-delivery if they could receive enhanced notice information.
  - Results were provided to staff, the Office of the Investor Advocate, and the Investor Advisory Committee.
- The enhanced notice design reflects key elements of effective disclosure as outlined by academics and behavioral scientists in the SEC's Evidence Summit (March 10, 2017), including: key content provided in charts, tables, and graphs; standardized formats (reflecting differences in Annual and Semiannual Reports); and an easy means to enroll in e-delivery.
- The Investor Advisory Committee ("IAC") voiced strong support for a layered approach. December 7, 2017, recommended continued exploration of a "brief summary of key information..." "...along with prominent notice regarding how to obtain a copy of the full report."
  - The IAC recommended that the Commission "seek public comment on the appropriate content and format."
- Commissioner Stein stated at ICI's Securities Law Developments Conference on December 7, 2017: "I do see a potential path forward here. Investors could benefit enormously from a compact and timely disclosure document that they actually look at and understand."
- Commissioner Peirce stated at ICI's conference on March 19, 2018, "For me, it is about more than saving fund investors money—although that is important. It is about facilitating a larger effort of harnessing technology to provide investors with information in a way that they can better understand and analyze." "The Commission should... devise creative approaches for getting investors the information they need in a format they want to use."



## **Enhanced Notice of Fund Report Availability Background - continued**

### A Mutual Fund and Broker-Dealer Working Group is exploring ways to accelerate e-adoption.

- Consists of 25 individuals from mutual funds and broker-dealers, under the leadership of Michael Woodall, Chief of Operations, Putnam Investments. Fund participants include, among others: AllianceBernstein, Blackrock, Fidelity, Guggenheim, Invesco, Neuberger Berman, New York Life, Hartford, JPM Funds, Oppenheimer, MFS, Delaware Investments, Voya, Nationwide, and PIMCO.
- The objectives are to:
  - Drive significant value and cost savings among both direct-held and beneficial accounts -- by helping to improve the e-delivery experience and by sharing best practices to increase eadoption.
  - Help Mutual Funds and Brokers better engage with their investors/shareholders on a regular basis to support their brand awareness.
- The Working Group has conducted pilots that tested the effectiveness of "reimagined" emails. Five pilots were completed to date (of which four used reimagined emails that are akin to Enhanced Notices).

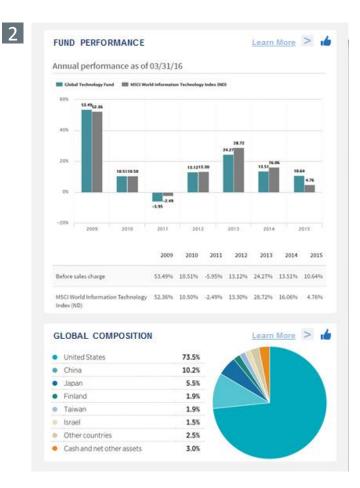


### Reimagined Emails Were Piloted with Segments of Direct-Held Accounts (illustrative)











\_ \_\_\_

## **Enhanced Notice: A Better Way to Drive More E-Delivery**

- Key content provided in charts, tables, and graphs
- Standardized formats reflect differences in **Annual and Semiannual Reports**
- Easy sign-up for e-delivery
- Mobile-enabled version (scrollable) has similar information



Your shareholder report contains important information about your investments, including performance, expenses and portfolio holdings. Your fund has filed a new shareholder report, which is now available online and in print by request. You can:













Request a mailed copy at

no charge by calling



#### Growth of \$10k Class A at NAV Dow Jones U.S. Select Real Estate (HYPOTHETICAL) Class A with Maximum Sales Charge S&P 500 Index \$20,000 \$15,000 \$10,000 \$5,000 4/28/07 12/08 12/09 12/10 12/11 12/12 12/13 12/14 12/15 12/16

#### HISTORICAL RETURNS (%)

| %Average Annual Total<br>Returns                      | Class<br>Inception Date | Performance<br>Inception Date | Six<br>Months | One<br>Year | Five<br>Years | Ten<br>Years |
|---|-------------------------|-------------------------------|---------------|-------------|---------------|--------------|
| Class A at NAV  | 06/09/2010              | 04/28/2006                    | 8.78%         | 21.53%      | 11.69%        | 7.63%        |
| Class A with 5.75%<br>Maximum Sales Charge            |                         | -                             | 2.54          | 14.55       | 10.38         | 7.00         |
| Class I at NAV  | 04/28/2006              | 04/28/2006                    | 8.84          | 21.83       | 11.98         | 7.78         |
| Dow Jones U.S. Select Real<br>Estate Securities Index |                         |                               | 10.79%        | 22.72%      | 12.16%        | 6.75%        |
| S&P 500 Index   |                         |                               | 3.84          | 3.99        | 12.09         | 7.42         |

#### Fund Expense Example

ILLUSTRATION OF \$1,000 INVESTMENT

|  | Beginning<br>Account Value<br>(7/1/16) | Ending<br>Account Value<br>(12/31/16) | Expenses Paid<br>During Period*<br>(7/1/16-12/31/16) | Annualized<br>Expense Ratio |
|--|--|---------------------------------------|--|-----------------------------|
| Actual   |  |                                       |  |                             |
| Class A  | \$1,000.00                             | \$1,117.20                            | \$6.67**   | 1.25%                       |
| Class I  | \$1,000.00                             | \$1,119.30                            | \$5.34**   | 1.00%                       |
| Hypothetical<br>(5% return per year before expenses) |  |                                       | 24102 222 24122                                      |                             |
| Class A  | \$1,000.00                             | \$1,018.90                            | \$6.36**   | 1.25%                       |
| Class I  | \$1,000.00                             | \$1,020.20                            | \$5.09**   | 1.00%                       |

<sup>\*</sup>Expenses are equal to the Fund's annualized expense ratio for the indicated Class, multiplied by the average account value over the period, multiplied by 1827366 (to reflect the one-half year period). The Example assumes that the \$1,000 was invested at the net asset value per share determined at the close of business on December 31, 2016.

\*\* Absent an allocation of certain expenses to an affiliate, expenses would be higher.

Past performance is no guarantee of future results. Returns are historical and are calculated by determining the percentage change in net asset value (NAV) or offering price (as applicable) with all distributions reinvested, investment return and principal cost. Performance is so that one year is cumulative. Performance is for the stated time period only; due to market volatility, the Fund's current performance may be lower or higher than quoted. Returns are before taxes unless otherwise noted.

#### Notice of Availability of **Annual Shareholder Report**

**DECEMBER 31, 2016** 

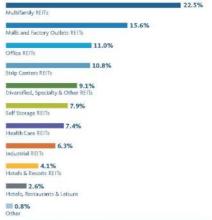


Learn how to read a mutual fund shareholder report here: www.sec.gov/investor/alerts/ib\_readmfreport.pdf

#### Top 10 Holdings (% OF NET ASSETS)

| Holding                         | % of Net Assets |  |  |
|---------------------------------|-----------------|--|--|
| Simon Property Group Inc        | 11.21%          |  |  |
| Public Storage                  | 8.42%           |  |  |
| Equity Residential              | 7.13%           |  |  |
| Avaion Bay Communities Inc      | 5.90%           |  |  |
| EV Cash Reserves Fund           | 5.06%           |  |  |
| Essex Property Trust Inc        | 4.01%           |  |  |
| Federal Realty Investment Trust | 3.90%           |  |  |
| Boston Properties Inc           | 3.75%           |  |  |
| Ventas Inc                      | 2.91%           |  |  |
| Welltower Inc                   | 2.80%           |  |  |

#### Portfolio Composition SECTOR ALLOCATION (%)





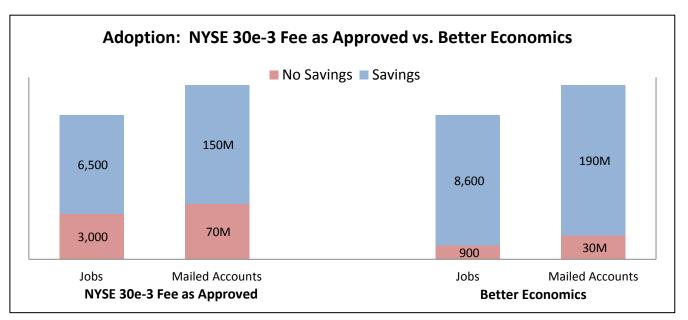


## **Enhanced Notice method:** Improved Cost Savings and Investor Benefits in Comparison to the Original 30e-3 Proposal

- Layered disclosure: provides notification of the internet-availability of annual and semiannual reports along with key information -- including performance, expenses, portfolio, and other information. Some differences for annual and semiannual reports.
- No change in the default for receiving key information: important information is provided without investors' having to request it or to take extra steps to view it.
- **E-delivery:** several means to enroll, tied to the investor's brokerage account for funds held in street name. Will lead to higher levels of e-delivery.
- **Better economics of the Enhanced Notice method:** 
  - With enhanced information in hand, the SEC could choose to eliminate the "implied consent" aspect of 30e-3, saving \$60 million on "initial statement" mailings and \$10 million annually on reply forms.
  - Utilizes a standard print-on-demand ("POD") format, with fund and broker branding, that creates processing efficiencies, e.g., it reduces costs of handling hard copies.
  - Eliminates insertions of forms and envelopes.
  - Utilizes a self-mailer (for over 40% of distributions), creating further efficiencies.
  - Potential to leverage some of the technology/infrastructure of proxy notice & access.
  - With these changes, we can develop and implement enhanced notices at a lower fee for 30e-3.
- **Greater adoption:** With a lower fee for 30e-3, over 2,000 additional fund "jobs" would save money.

Broadridge is committed to working with investment companies and broker-dealers to streamline the enhanced notice method and to create cost savings for fund investors.

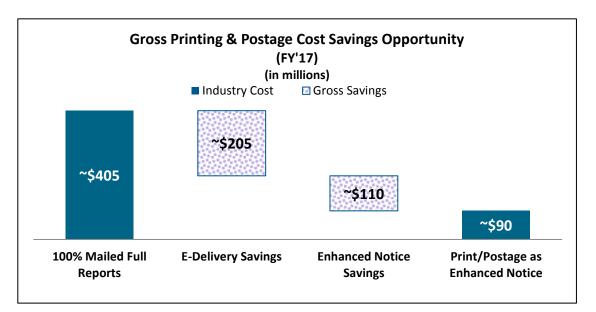
## Better Economics with Certain Distributions Would Encourage Greater Adoption. Will Drive Additional Efficiencies and Cost Savings on Printing, Postage & Forms.

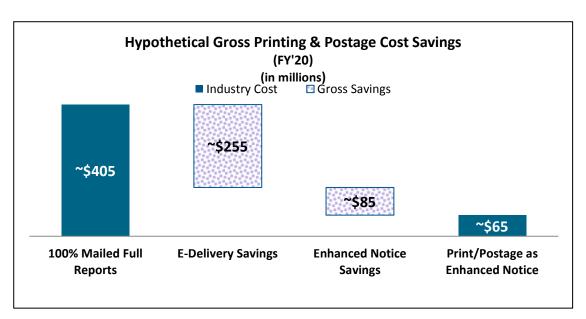


- Because the unit cost to print many reports is low, the cost savings of mailing notices is limited in certain distributions. Under the NYSE's regulated fee for 30e-3, as approved, approximately 68% of the jobs (6,500) would see some savings, others would see no cost savings.
- With better economics for enhanced notices, approximately 90% of the jobs (8,600) would have cost savings. As a group, these jobs cover 86% of the volume of reports sent by mail (190 million). For many fund families, the savings would be substantial.
- Greater engagement with enhanced notices will lead to greater levels of participation in true e-delivery (i.e., no physical mailings), and greater future savings.
- All funds, including those not using Notice & Access, will benefit from increased e-adoption on the street side through network benefits.

Note: based on CY16 data

## The SEC's current guidance for e-delivery AND an Enhanced Notice option reduce printing & postage costs by over 80% in comparison to the use of full reports for all mailings. (From \$405m down to \$65m, FY20)





- The enhanced notice would eliminate implied consents, business return envelops, and insertions. It utilizes POD and a self-mailer document for many distributions.
- With these functional changes, Broadridge and its broker-dealer clients could execute at a lower fee for 30e-3 notices.
- With a lower fee for 30e-3, more funds will save money.
  - With better economics, the maximum that could be billed would be approximately \$20 million, assuming full adoption.
  - Under the SEC's original proposal and method for 30e-3, the maximum that could be billed would be \$40 million, assuming full adoption.
  - Better economics provide an additional savings of \$20 million to fund investors.
- The enhanced notice approach will drive greater growth in e-delivery. As true e-delivery grows, the notice fee declines (notice fees are charged only on notices that are mailed).
- E-delivery savings are before the NYSE preference management fee of \$0.10.
- Assumes constant volume and constant costs for printing & postage. Figures are rounded.



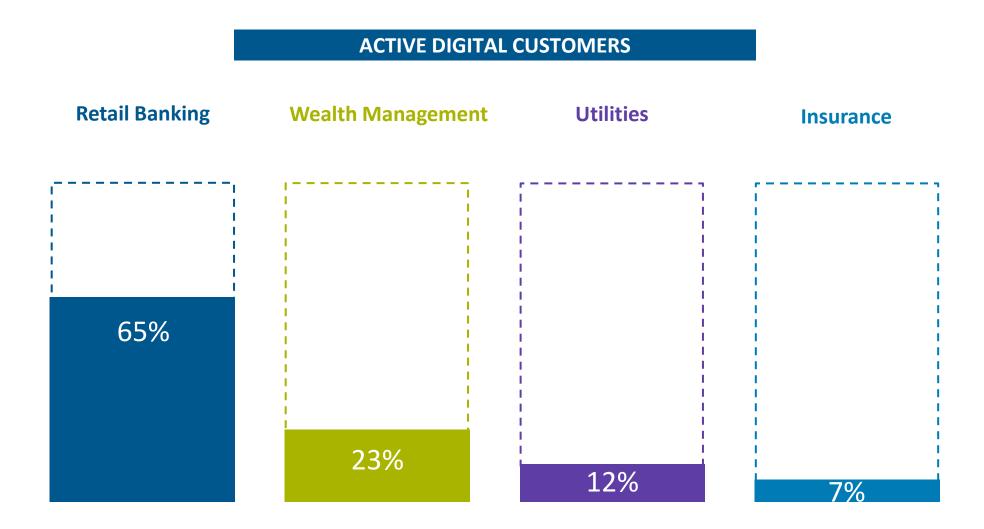
## **Appendix**

**Background on E-Delivery and Survey of Reimagined Emails** 



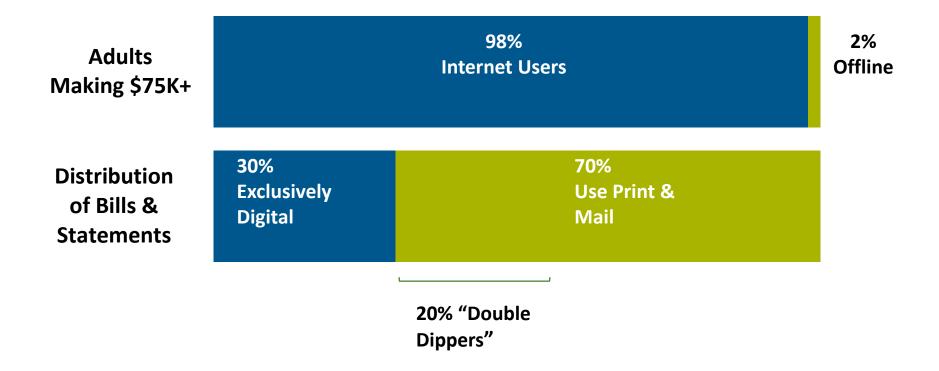


## Most industries have made limited progress in getting their customers to choose to use digital solutions.



Sources: Broadridge Data Analysis and Quantcast

## Individuals use the Internet for some types of communications but not others.



The key is to improve the user's experience with fund report disclosures.

Sources: Pew Research Center, 2016; Aite Group, 2017; InfoTrends, 2017; Dalbar, 2016; and, Broadridge data analysis.

## The "No-Content" Notice Originally Proposed by Rule 30e-3 (illustration\*) Would Not Be Effective in Driving Individuals to Use Technology

### A single sheet of paper (illustrative)

## Front Page

#### IMPORTANT NOTICE REGARDING THE INTERNET AVAILABILITY OF SHAREHOLDER REPORTS <ISSNAME1>

#### **FUND NAME**

ONE MAIN STREET ANY TOWN, NY 12345 Information enclosed regarding your investment

A/C 00000123456789ABC01

JOHN DOE

123 CENTRAL AVENUE ANY TOWN, NY 12345

F 1234 2678 9012

You are receiving this notice because you consented to receive notifications of the availability of shareholder reports on the Internet. Shareholder reports contain important information about your mutual funds and exchange traded funds investments, including performance information and portfolio holdings.

A new shareholder report is now available on the Internet for your review.

See the reverse side for instructions on how to access shareholder report.

## Back Page

#### How to Access the Shareholder Report

#### Materials available to view:

ANNUAL REPORT

#### How to view online:

You may now access the <issname1> shareholder report online at www.materialnotice.com\*

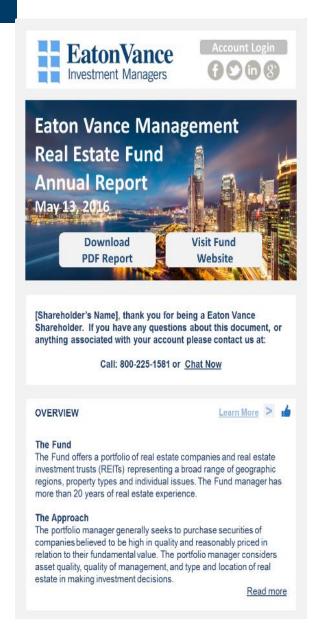
As an alternative, if you would like to further reduce your fund's printing costs, you can consent to receive all future investor communications including shareholder reports electronically via email. To sign up for electronic delivery, please follow the instructions on the following website.

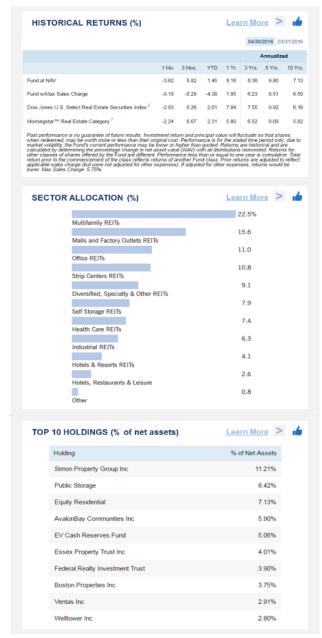
#### www.investordelivery.com

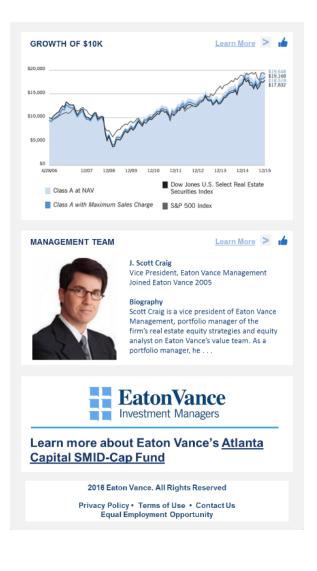
\* NOTE: Fund Notice & Access will necessitate the use of control numbers, or their functional equivalent, for several reasons. For example, control numbers make it easier for recipients of a mailed notice to view a report by typing in a relatively limited number of characters on a familiar centralized site. In a recent sample of fund URLs sent as links contained in email messages, we found that URLs ranged from 20 characters to over 100 characters in length! Under a mailed notice option, these lengthy URLs would need to be typed into a browser. Use of a control number or its functional equivalent would eliminate this practical impediment for many investors.

\* The original proposal did not include a means to enroll in e-delivery.

## "Reimagined" Fund E-mails: a better way to engage investors (mobile enabled).







**Bottom Section** Middle Section **Top Section** 

July 2016 Investor Testing

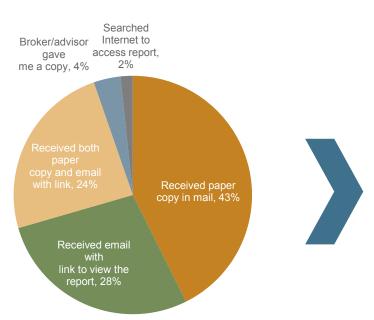


# **Executive Summary**

# Broadridge might be able to transition investors from paper copies to an electronic version with this new email.

Currently, two-thirds receive a paper version of the mutual fund report. When presented with the new version as an option, only one-quarter selected the paper copy, while nearly two-thirds preferred the enhanced email.

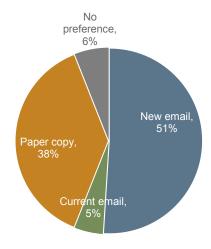
#### **Current Receipt**



Currently, 67% respondents report receiving a paper copy of their mutual fund reports.

### **Preferred Receipt**

(% of Those Currently Receiving only Paper Copy)

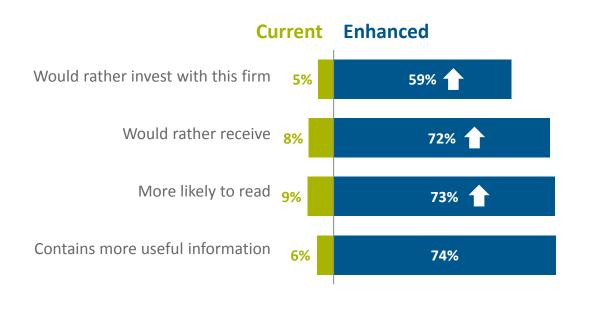


With the current version in the mix, even those currently receiving only a paper copy would prefer (51%) to receive the new email.

14

## What Investors Think of the Enhanced Emailed Fund Report in Comparison to the **Current Emailed Report Executive Summary**

When directly compared, the enhanced email is the clear choice over the current version.



- / Statistically higher / lower than Current at the 90% confidence level.
- More than half of the survey respondents would rather invest with the firm associated with the enhanced email.
- The vast majority of respondents indicated they would rather receive the enhanced email, would be more likely to read it, and feel it contains more useful information.
- Few survey respondents chose the current version of the email over the enhanced email.

## **Fund Report Information Investors Say They Most Want to See**

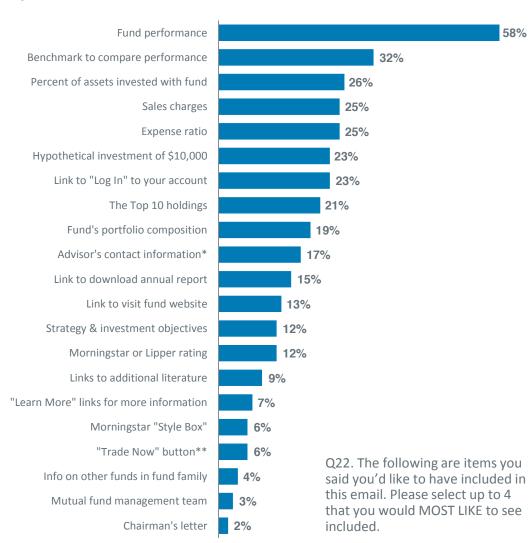
July, 2016 survey of 1,811 mutual fund investors done by True North Market Insights. Tested reaction to current and enhanced version of emails of fund reports.

### **Investors identify performance-related** information as most critical to include in mutual fund emails.

Fund performance was selected as most important (58%), followed by benchmark to compare performance (32%).

Secondarily, percent of assets invested with fund, sales charges, expense ratio, hypothetical investment of \$10,000, and link to "Log In" to account were selected.

Surveys by ICI (2006), SEC (2012), and Forrester (2015) confirm that the majority of fund investors review fund reports some, most, or all of the time.



## Path to the Next Generation of Email/Digital

Improving the User Experience with Annual and Semiannual Reports

July, 2016

**True North Market Insights** 

## **Study Overview**

## Background & Objectives

The purpose of this study was to evaluate edelivery options for mutual fund annual and semiannual shareholder communications in an effort to:

- Determine investor/shareholder opinions on the enhanced email communications concept.
- Identify the extent to which the enhanced communication drives investor engagement.

## Methodology

1,811 consumers completed a 10-minute survey June 8-11, 2016.

 Broadridge was not identified as the sponsor of the study.

## Survey Overview

Two versions of an email message were shown to survey respondents:

- One version is a mock-up of the email message many investors currently receive.
- The other version is a mock-up of a redesigned email concept.

Each version was evaluated on its own and then directly compared.

 The order of presentation was rotated to eliminate order bias.



### **Current Email**

## **EATON VANCE**



Important material is available for your review.

Important Materials

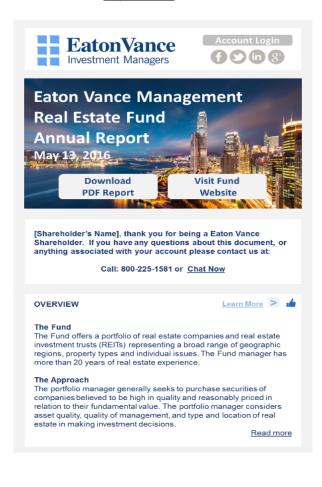
Annual Report

Job Number: K34598

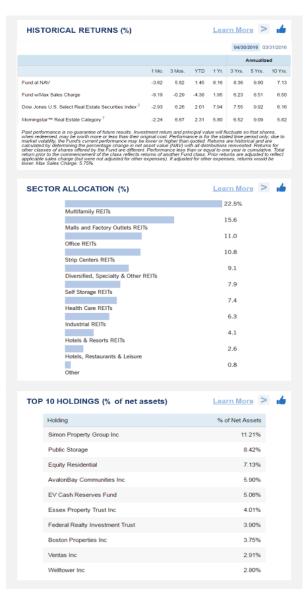
(c)1997 - 2016 Broadridge Financial Solutions, Inc.
ProxyVote and Broadridge are trademarks of Broadridge Financial Solutions, Inc.
CUSIP is a registered trademark of the American Bankers Association.
All other registered marks belong to their respective owners.
Email Settings | Terms and Conditions | Privacy Statement

## "Reimagined" Email Concept

#### **Top Section**



#### **Middle Section**



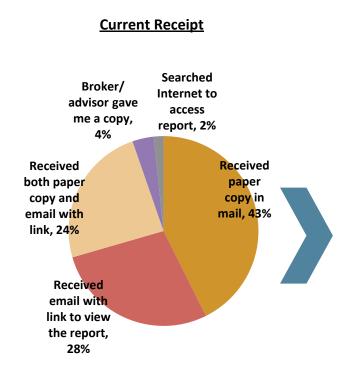
#### **Bottom Section**



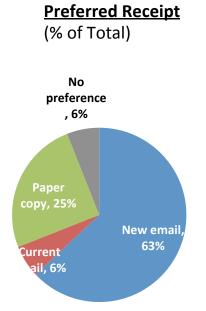
## **Delivery Preference**

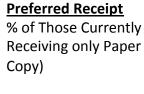
Broadridge might be able to transition investors from paper copies to an electronic version with this new email.

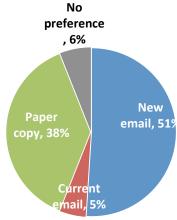
Currently, two-thirds receive a paper version of the mutual fund report. When presented with the new version as an option, only one-quarter selected the paper copy, while nearly two-thirds preferred the enhanced email.



Currently, 67% respondents report receiving a paper copy of their mutual fund reports.







With the current version in the mix, even those currently receiving only a paper copy would prefer (51%) to receive the new email.



## **Direct Comparison of Emails**

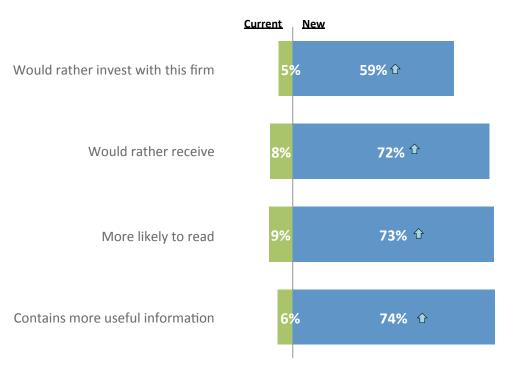
When directly compared, the new email is the clear choice over the current version.

Seven in ten indicate they would rather receive the enhanced version, would be more likely to read it, and feel it contains more useful information.

Over half would rather invest with the firm associated with the new email.

Few respondents selected the current version.

#### **Email Preference**



Base: Respondents Rating First Email (Current n=904; New n=907)

Q16. Which email are you more likely to read?

Q17. Which email contains useful information?

Q18. Which email would you rather receive?

Q19. Assuming these came from different brokerage firms, which would you rather invest with?

↑ / 

Statistically higher / lower than Current at the 90% confidence level.



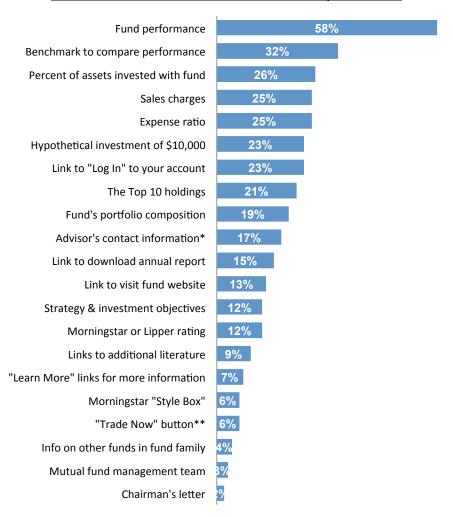
## Information to Include in Mutual Fund Report Emails

#### **Information to Include in Mutual Fund Report Emails**

Investors identify performancerelated information as most critical to include in mutual fund emails.

Fund performance was selected as most important (58%), followed by benchmark to compare performance (32%).

Secondarily, percent of assets invested with fund, sales charges, expense ratio, hypothetical investment of \$10,000, and link to "Log In" to account were selected.



Base: Total Respondents (n=1811) \*Base=Full Service only (n=602) \*\*Base = Registered and Self Service Only (n=1209) Q22. The following are items you said you'd like to have included in this email. Please select up to 4 that you would MOST LIKE to see included. Up to 4 Responses Accepted.



## **User Experience**

Survey respondents indicated that the enhanced email provides them with more valuable information.

- The enhanced email significantly outperforms the current version (9% to 28% rating differential).
- The enhanced email is likely to drive more investor engagement, including higher open rates and readership.

This email is visually appealing

It contains very useful information

It contains the information I value most

This is something I would look forward to receiving

It is easy to read and understand

I would use this information when evaluating my investments

I would appreciate the firm that sends me this information

| Current Email | Enhanced Email | Impact |
|---------------|----------------|--------|
| 40%           | 68%            | +28%   |
| 52%           | 73%            | +21%   |
| 39%           | 60%            | +21%   |
| 31%           | 48%            | +17% 🏠 |
| 54%           | 69%            | +15%   |
| 51%           | 65%            | +14%   |
| 55%           | 64%            | +9%    |