

Effective March 24, 2025

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Updates

Effective March 24, 2025, the EDGAR Filer Manual, Volume I, is amended to reflect the rule and form changes adopted by the U.S. Securities and Exchange Commission and the implementation of technical changes in EDGAR Filer Access and Account Management, Release No. 33-11313, September 27, 2024, and other minor edits.

Table of Contents

1.	Introductory Information for Filers and Prospective Filers	1
2.	Filing Times	2
	Apply for EDGAR Access	
	(a) Individual Account Credentials through Login.gov	
	(b) Completing and Submitting Form ID	
	(c) Submission of Documents to SEC Staff in Support of Form ID	
	(d) SEC Staff Review	
	(e) Notification After Staff Review	
	(f) Access Process for Asset-Backed Securities (ABS) Issuing Entities	
4.	Securely Maintain All EDGAR Access Codes	
	(a) Password	
	(b) Passphrase	
	(c) CIK Confirmation Code (CCC)	
	(d) Password Modification Authorization Code (PMAC)	
5	Maintain Accurate Company Information	
6.		
	Pay Relevant Filing Fees	
	Do Not Include Sensitive Personally Identifiable Information (Sensitive PII) Such as	0
ο.	Social Security Numbers (SSNs) in Submissions on EDGAR	9
9.	Optional Application Programming Interfaces	

1. Introductory Information for Filers and Prospective Filers

This Volume I of the EDGAR Filer Manual provides general information regarding electronic submissions to the U.S. Securities and Exchange Commission (the "SEC") on its Electronic Data Gathering, Analysis, and Retrieval system ("EDGAR"), including the requirements for becoming an EDGAR filer.¹

All those making submissions on EDGAR must comply with <u>Regulation S-T</u>, 17 CFR Part 232,² including but not limited to the EDGAR Filer Manual, incorporated by reference in the Code of Federal Regulations by Rule 301 of Regulation S-T, 17 CFR 232.301. The EDGAR Filer Manual includes both this Volume I, "General Information," and <u>Volume II</u>, "EDGAR Filing."

Filer Support & Resources Homepage

The SEC encourages all current and prospective EDGAR filers to visit the "Filer Support & Resources" webpage on SEC.gov. This webpage provides helpful introductory information, including How Do I guides with step-by-step instructions for getting started on EDGAR, applying for access, and other matters.

Filer Support

Filers may contact <u>Filer Support</u> at (202) 551-8900, Monday through Friday, except federal holidays, from 9 a.m. to 5:30 p.m. Eastern Time.

Legal Consequences of Misstatements or Omissions of Fact in Submissions

Be aware that misstatements or omissions of fact in a submission to the SEC on EDGAR may constitute:

- A criminal violation under 18 U.S.C. Section 1001; and/or
- A violation of other criminal or civil laws.

EDGAR Access Consequences of Potentially Misleading or Manipulative Submissions and Unauthorized Submissions

Be aware that, pursuant to <u>Rule 15</u> of Regulation S-T, 17 CFR 232.15, the SEC may, among other actions:

• Prevent acceptance or dissemination of an attempted submission on EDGAR if the SEC has reason to believe that an attempted submission may be misleading or manipulative unless,

¹ Refer to Rule 101 of Regulation S-T, 17 CFR 232.101, for a list of submissions the SEC requires/permits to be made on EDGAR.

² Citations to specific rules in Regulation S-T are provided for informational purposes; EDGAR filers must comply with all provisions of Regulation S-T.

- after evaluating the circumstances surrounding the submission, the SEC's concerns are satisfactorily addressed; and
- Prevent submissions by a filer or otherwise remove a filer's access to EDGAR if the SEC has
 reason to believe that a filer has made an unauthorized submission or attempted to make an
 unauthorized submission.

2. Filing Times

The SEC accepts electronic submissions on EDGAR Monday through Friday, except federal holidays, from 6 a.m. to 10 p.m. Eastern Time. See also <u>Rule 12</u> of Regulation S-T, 17 CFR 232.12.

<u>Rule 13</u> of Regulation S-T, 17 CFR 232.13, governs the date upon which electronic submissions are deemed filed with the SEC.

3. Apply for EDGAR Access

All applicants seeking access to make submissions on EDGAR must complete and submit Form ID, the application for EDGAR access, on the EDGAR Filer Management website dashboard (the "dashboard"), including applicants who seek to:

- Open a new EDGAR account (with a new Central Index Key ("CIK"));
- Access an existing EDGAR account (existing CIK) to which the filer has lost access because, for example, the filer failed timely to perform annual confirmation, as required by Rule 10(d)(4) of Regulation S-T, 17 CFR 232.10(d)(4);
- Access an existing CIK where the applicant is the legal successor of the filer named on the existing CIK but did not receive EDGAR access from that filer;³ or
- Access an existing CIK in which no filer has previously made electronic filings (formerly "paper filer" EDGAR accounts).
- Filers must submit Form ID for SEC staff review well in advance of planned submissions on EDGAR. See the Note to <u>Rule 10</u> of Regulation S-T, 17 CFR 232.10. <u>Refer also to How Do I Prepare and Submit my Form ID Application</u> on SEC.gov for information about the current minimum time for staff review of Form ID.

(a) Individual Account Credentials through Login.gov

Each applicant or filer may only authorize to act on its behalf on EDGAR those individuals who have obtained individual account credentials through Login.gov, a sign-in service of the U.S. General Services Administration.

• To obtain Login.gov individual account credentials, the individual should select "Sign in with Login.gov" on any EDGAR website and, when redirected to Login.gov, follow the steps to create an account.

³ The former "manual passphrase update" process has been discontinued and application for access in these circumstances must be made through Form ID.

- When Login.gov prompts the individual for an email address, the individual must provide an email address that matches the email address the individual will use in connection with EDGAR. The email address will become the individual's username for Login.gov individual account credentials and will be used for identification and notification purposes on EDGAR. Consequently, individuals should obtain Login.gov individual account credentials using the same email address they provide on Form ID, during enrollment on the dashboard and/or to account administrators for a filer.
 - Email addresses provided to Login.gov will appear on the dashboard alongside individuals' names for identification and communication purposes. Further, individuals will receive invitations and notifications at the email addresses provided to Login.gov.
 - Because email addresses provided to Login.gov to create individual account credentials may be visible on the dashboard to other individuals, individuals should provide an email address that they intend to use for EDGAR and other business purposes, which may be different from the email address that they use for personal purposes.
 - O Individuals with Login.gov accounts created with personal email addresses who are concerned about their personal email addresses being visible on the dashboard, or for other reasons do not wish their emails to be used in connection with EDGAR matters, should create new Login.gov individual account credentials with the email addresses they wish to use in connection with EDGAR.
- Individual account credentials are for the use of the individual who obtained them, and identify the individual taking action on EDGAR. Individual account credentials must not be shared with other individuals.

(b) Completing and Submitting Form ID

Applicants must accurately complete and submit Form ID on the dashboard, following all instructions. The individual authorized by the applicant to complete and submit Form ID must log into the dashboard with her Login.gov individual account credentials.

Account administrator authorization: In accord with Form ID, the entry of individual names in the Form ID fields for account administrators constitutes the applicant's authorization of those individuals as its account administrators.

- Exception: A power of attorney ("POA") from an authorized individual, as that term is defined in this Volume I, of the filer is needed to authorize an account administrator when:
 - (1) The applicant is an individual or single-member company who seeks to authorize another individual as account administrator; or
 - (2) The applicant is a company that seeks to authorize an individual who is not employed by the applicant or its affiliates as account administrator.
 - o In these circumstances, the applicant must submit a POA signed by an authorized individual of the filer, as that term is defined in this Volume I, authorizing an account

administrator to act on the applicant's behalf to manage its EDGAR account, together with Form ID. The signature of the authorized individual of the filer on the POA authorizing the account administrator in these circumstances must be notarized, as notarization is required in this Volume I.

Applicants must follow the instructions on Form ID to, among other things:

- (1) Print the online Form ID after they have completed the form on the dashboard;
- (2) Obtain the notarized signature of an authorized individual of the applicant, as that term is defined below, on the printed copy of the completed Form ID; and
- (3) Submit that Form ID authenticating document through the dashboard.

Form ID authenticating document: A "Form ID authenticating document" is a copy of the Form ID completed on the dashboard and signed by an "authorized individual" of the applicant, as that term is defined in this Volume I, with the signature notarized. The signature of the authorized individual must be notarized in the manner set forth in this Volume I.

Authorized individual: An "authorized individual" is an individual with the authority to legally bind an entity or individual for purposes of Form ID, or an individual with a POA from an individual with the authority to legally bind an entity or individual for purposes of Form ID, where the POA clearly states that the individual receiving the POA has either general legal authority to bind the entity or individual or specific legal authority to bind the entity or individual for purposes of Form ID. The signature on the POA must be notarized, as required in this Volume I.

Notarization of the Signature of the Authorized Individual: The notarized signature of the authorized individual must be obtained by manual, electronic, or remote online notarization recognized by the law of any state or territory of the United States or the District of Columbia and must include a manual or electronic signature of the authorized individual, as required by the notary public for the type of notarization at issue.

Foreign filers who do not have access to a United States notary public must use the foreign local equivalent of a notary public or obtain notarization by a remote online notary public recognized by the law of any state or territory of the United States or the District of Columbia.

Authorized Individual Title/Position Field: When completing the title/position field for the authorized individual, applicants must comply with the following:

- For entity applicants, the authorized individual's specific title or position at the applicant entity or its affiliate must be specified in the title/position field. Do not enter generic terms such as "authorized individual" or "officer" in the title/position field; staff will reject applications where the authorized individual title/position is listed in generic terms.
- Individual applicants (applying for EDGAR access individually/in the individual's own name) should indicate a title of "applicant."
- A Form ID signed pursuant to a POA must indicate in the title/position field:

- For entity applicants: "By POA from [name and title/position of the authorized individual signing the POA]." For example, a filing agent signing Form ID pursuant to a POA from Aa Beta, the Chief Executive Officer of the applicant, would enter in the title/position field: "By POA from Aa Beta, CEO."
- o For individual applicants: "By POA from [name of individual seeking EDGAR access for herself individually/in her own name]." For example, an attorney, broker-dealer representative, paralegal, or other similar representative of the individual applicant Cc Delta authorized to sign Form ID pursuant to a POA from Cc Delta would enter in the title/position field: "By POA from Cc Delta, individual applicant."

(c) Submission of Documents to SEC Staff in Support of Form ID

If SEC staff request documents related to staff's review of the Form ID application, applicants must promptly provide those documents to staff.

Applicants seeking access to an existing EDGAR account that assert they assumed legal control of the filer listed on the existing account but did not receive EDGAR access information from the filer must provide the following documents when they submit the Form ID authenticating document:

- A cover letter explaining why the request is being made and a timeline, if relevant, of company mergers or similar corporate actions or name changes leading to the request. If the applicant is a company, the cover letter must be submitted on official company letterhead.
- Official documents from the relevant Secretary of State or financial institution registry, or a federal or state court order.
- If a foreign entity, official documents from the applicable Register of Corporations for the relevant country.
- If neither official Secretary of State, nor financial institution registry, nor Registrar of Corporations documents, nor a court order are available, then an official signed and dated merger and acquisition document and/or other documents requested by SEC staff.

(d) SEC Staff Review

It is neither automatic nor assured that SEC staff will grant the Form ID application. SEC staff will review the Form ID as well as any relevant supporting documents. See the Note to Rule 10 of Regulation S-T, 17 CFR 232.10. Refer to How Do I Prepare and Submit my Form ID Application on SEC.gov for information about the current minimum time for staff review of Form ID.

Staff may request documents from applicants to assist in staff's review of Form ID, and the review process may take several business days. Applicants should plan accordingly.

(e) Notification After Staff Review

If the SEC staff grants the Form ID application, the account administrators listed on Form ID will receive an email from EDGAR and a dashboard notification confirming that they are authorized

account administrators for the filer. If the filer did not previously have a CIK, the email and notification would also inform the account administrators of the filer's new CIK.

If the SEC staff rejects the Form ID application, the individual who submitted the Form ID application will receive an email from EDGAR with a suspense notification message.

(f) Access Process for Asset-Backed Securities (ABS) Issuing Entities

Only an ABS depositor or sponsor that has a CIK and a CIK Confirmation Code (CCC) may request the creation of related ABS issuing entities in EDGAR. The ABS depositor or sponsor may request the creation of up to 100 related issuing entities through the dashboard by choosing "My Accounts," selecting the relevant EDGAR account, selecting "Manage ABS Issuer Activity," and finally selecting "Add New ABS Issuing Entity."

For step-by-step instructions, ABS depositors and sponsors may consult the <u>Create and obtain EDGAR access for asset-backed securities (ABS) issuing entities section</u> of the How Do I guides on SEC.gov.

[Effective December 22, 2025, section 4 of this Volume I will be removed and current sections 5 through 9 will be renumbered as sections 4 through 8, pursuant to EDGAR Filer Access and Account Management, Securities Act Release No. 33-11313 (Sept. 27, 2024).]

4. Securely Maintain All EDGAR Access Codes

Filers must securely maintain all EDGAR access codes and limit the number of persons who possess the codes. EDGAR access codes include the password, passphrase, CCC, and password modification authorization code (PMAC).

For step-by-step instructions regarding maintenance of EDGAR access codes, including how to proceed in any of the scenarios outlined below, filers may consult the <u>Understand and utilize</u> EDGAR CIKs, passphrases, and access codes section of the How Do I guides on SEC.gov.

(a) Password

The password **expires twelve (12) months after it was created or last changed**, and therefore, the filer must change its password at least annually. (The expiration date of a filer's password is visible in red at the top of the screen when accessing the <u>EDGAR Filing</u> website or <u>EDGAR OnlineForms Management</u> website.) A filer must have a valid PMAC to change its password.

A filer should <u>not</u> provide its password to a filing agent. (A filing agent does not need the filer's password to make a submission on the filer's behalf.)

(b) Passphrase

If a filer loses or must update its passphrase, it must request a security token be sent to the contact email address on record with EDGAR.

(c) CIK Confirmation Code (CCC)

The CCC never expires but should periodically be changed by the filer for security reasons.

- A filer may provide the CCC to its filing agent, but the filer should change the CCC after the filing agent or any other third party used it to make a submission on the filer's behalf.
- A filer should also change the CCC if an employee of the filer who held the CCC is no longer employed by the filer.

(d) Password Modification Authorization Code (PMAC)

The PMAC is required to change the password. Filers should strictly limit sharing of the PMAC.

5. Maintain Accurate Company Information

As required by Rule 10(d)(5) of Regulation S-T, 17 C.F.R. 232.10(d)(5), filers must maintain accurate and current information on EDGAR concerning the filer's account, including but not limited to accurate contact information and corporate information, if relevant. For step-by-step instructions, filers may consult the Maintain and update company information section of the How Do I guides on SEC.gov.

Filers must plan for the timing associated with company information changes in EDGAR. All changes to company information are made immediately in the EDGAR system except for changes to the company name; and changes to company information are not disseminated until a live filing is accepted and disseminated.

SEC staff may request supporting documentation before approving changes to the company name. SEC staff may reject any name change if it is deemed unacceptable. For example, SEC staff will reject a proposed name that is a duplicate of a company name already in EDGAR. If SEC staff rejects the proposed name change, the filer will receive an email from EDGAR with a suspense notification message.

<u>Registered broker-dealers</u> – Filers registered as broker-dealers cannot update company information on EDGAR (except for the EDGAR point of contact).

- Broker-dealers must instead submit a Form BD/A (Amendment) to the FINRA Web CRD system to update company information.
- All subsequent EDGAR submissions will be automatically pre-populated with the updated address for the company and any applicable address fields.
- The company's address on public EDGAR will be updated following the company's next publicly disseminated EDGAR filing. If a broker-dealer's address on EDGAR is not updated within a week after submitting a Form BD/A to the FINRA Web CRD system, and making a publicly disseminated EDGAR filing, the broker-dealer should contact TradingandMarkets@sec.gov for assistance.

6. Maintain Accurate Series and Class (Contract) Information

Pursuant to Rule 313 of Regulation S-T, 17 CFR 232.313, Series and Class (S/C) Funds must maintain accurate series and class (contract) identifiers on EDGAR.⁴ S/C Funds are filers whose last registration statement (excluding registrations on Form N14) and/or post-effective amendment was filed on:

- Form N-1A (Mutual Fund);
- Form N-3 (Separate Account Registered as Open-End Management Investment Company);
- Form N-4 (Variable Annuity UIT Separate Account); or
- Form N-6 (Variable Life UIT Separate Account).

S/C Funds should maintain information on the Series and Classes (Contracts) Information page on the Retrieve/Edit Company and Submission Data page on the <u>EDGAR Filing</u> website.

Detailed information about this page is available on the "<u>Filer Support & Resources</u>" webpage, including instructions on how to modify the Investment Company type, series, and class. Additional information can be found on the <u>Series and Class (Contract) Identifiers information page</u> on SEC.gov.

Identifier information and status must be updated after specified events, such as name changes, ticker changes, liquidations, mergers, or deregistration of the S/C Fund.

Do not reuse identifiers that were previously assigned to another series, class, or contract. Each new series, class, and contract must receive a new identifier.

Filers will receive an email confirmation at the email address on file in EDGAR summarizing their modifications to existing series and class information. Some changes, such as the reactivation of a class, will not be processed immediately because they are subject to staff review.

7. Pay Relevant Filing Fees

When making a submission on EDGAR that requires the payment of a fee, filers must either pay the fee simultaneously with the submission or ensure that they have funds on account to pay the fee.

Refer to paragraph (a)(1)(iii) of <u>Rule 13</u> of Regulation S-T, 17 C.F.R. 232.13, for information regarding the date of filing and Rule 3a of the SEC's Informal and Other Procedures, 17 C.F.R. 202.3a, for instructions for filing fees.

The Filing Fees Branch, in the SEC's Office of Financial Management, is responsible for validating and collecting fees under various provisions of the federal securities laws. The EDGAR <u>Filing Fees homepage</u> contains extensive information about filing fees.

⁴ The <u>adopting release for Rule 313</u> of Regulation S-T indicates that series and class (contract) identifiers are part of the official filing and stresses the importance of S/C Funds keeping the information updated. *See* Release 33-8590 (July 18, 2005) [70-FR43558], "Rulemaking for EDGAR System."

8. Do Not Include Sensitive Personally Identifiable Information (Sensitive PII) Such as Social Security Numbers (SSNs) in Submissions on EDGAR

Filers must not include sensitive PII such as SSNs in submissions on EDGAR for privacy and security reasons. Filers must immediately notify the SEC and take remedial action in the event that any SSN or similarly sensitive PII is included in a submission on EDGAR. In addition, the SEC may immediately remove SSNs or similarly sensitive PII from EDGAR without first consulting with the filer, if necessary. See also Rule 15 of Regulation S-T, 17 C.F.R. 232.15.

9. Optional Application Programming Interfaces

(a) Filer API Tokens

To connect to an optional EDGAR application programming interface ("API"), the filer must present to the API a filer API token. Filer API tokens are generated by the filer's technical administrators on the dashboard.

Separately, a filer may also connect to an optional API by using the API connections and presenting the filer API tokens of its delegated entity (as defined in Rule 11 of Regulation S-T, 17 C.F.R. 232.11) so long as that delegated entity is in compliance with the requirements of Rule 10(d)(3). See Rule 10(d)(3) of Regulation S-T, 17 C.F.R. 232.10(d)(3).

If a delegated entity connects to optional APIs, the delegated entity's technical administrators must generate filer API tokens on the dashboard to identify the delegated entity's interactions with the APIs. It is not necessary, however, for the delegated entity's technical administrators to generate different filer API tokens for different delegating filers using its API connections.

EDGAR will deactivate each filer API token on an annual basis, and a technical administrator for the filer must log into the dashboard to generate a new filer API token as needed to connect to the APIs.

There is no limit to the number of filer API tokens that a filer may generate and present to APIs.

(b) User API Tokens

Certain optional APIs, listed in <u>The Overview of EDGAR APIs</u> on SEC.gov, additionally require the individual account administrator or user to present a user API token generated by that individual on the dashboard to connect to the APIs. The user API token identifies the individual interacting with the APIs.

If a filer chooses to use the filer API tokens and API connections of its delegated entity, each individual account administrator or user connecting to the API for the filer is still required to present a user API token generated by the user on the dashboard, if the relevant API requires presentation of a user API token.

If a delegated entity chooses to use an optional API to make submissions for its delegating filers, delegated account administrators and delegated users are required to present user APIs tokens they generate on the dashboard.

An individual who presents a user API token to an API must present to the API their own user API token that they generated on their dashboard, as it identifies the individual interacting with the API.

EDGAR will deactivate each user API token every 30 days, and the relevant individual account administrator or user must log into the dashboard to generate a new user API token as needed.