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Filer Manual – Volume I

General Information

VERSION 4041

~~March-December~~ 2022

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Notice

This is a DRAFT of the EDGAR® Filer Manual, Volume I: “General Information” (Version 41). The Securities and Exchange Commission (“SEC” or “Commission”) has not approved, may approve or disapprove, and may revise any of the changes noted in this document. This draft Volume I of the EDGAR Filer Manual is being provided to the filing community to solicit input and assist filers in preparing for the potential changes to the EDGAR system that are outlined in the draft and which are scheduled to be announced in EDGAR Release 22.4 on December 19, 2022. The posting of the draft EDGAR Filer Manual does not indicate Commission approval of any proposed changes relating to the EDGAR system as reflected in the draft.

The final version of the EDGAR Filer Manual will be made available, if approved by the Commission, on or about December 19, 2022, at www.sec.gov.

Updates

On ~~February 22~~December 19, 2022, EDGAR Release 22.~~0.24~~ will introduced the following change:

- ~~The “Update Passphrase Confirmation” page on the EDGAR Filer Management Website was revised to display the textual information that filers type into the now-required “Reason for Update” field on the “Update Passphrase Information” screen~~The EDGAR Filer Manual, Volume I, will be amended to clarify:
 - the definition of “authorized individual” in Section 3(a) of this Volume I; and
 - when a notarized power of attorney would be required to accompany a manual passphrase update request pursuant to Section 4(b) of this Volume I.

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~~On March 21, 2022, EDGAR Release 22.1 will introduce the following change:~~

- ~~• The EDGAR Filer Manual, Volume I, will be amended to add a link to the Glossary of Commonly Used Terms, Acronyms and Abbreviations.~~

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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 (SEC) on its Electronic Data Gathering, Analysis, and Retrieval system (EDGAR), including the requirements for becoming an EDGAR filer.¹

All those making submissions to EDGAR must comply with [Regulation S-T](#), 17 CFR Part 232,² including but not limited to the EDGAR Filer Manual, incorporated into 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 ~~Volume I~~ [Volume II](#), “EDGAR Filing.”

EDGAR - Information for Filers Homepage

The SEC encourages all current and prospective EDGAR filers to visit the “[EDGAR - Information for Filers](#)” webpage on SEC.gov. This webpage provides helpful introductory information, including a “[How Do I?](#)” guide with step-by-step instructions concerning filing on EDGAR and a [Glossary of Commonly Used Terms, Acronyms and Abbreviations](#).

Filer Support

Filers may also contact [Filer Support](#) 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

Please 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

Please be aware that, pursuant to [Rule 15](#) of Regulation S-T, 17 CFR 232.15, the SEC may, among other things:

- prevent acceptance or dissemination of an attempted submission on EDGAR if the Commission has reason to believe that an attempted submission may be misleading or manipulative unless, after evaluating the circumstances surrounding the submission, the Commission’s concerns are satisfactorily addressed; and

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.

- 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 Rule 12 of Regulation S-T, 17 CFR 232.12.

[Rule 13](#) 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

Filers must apply for EDGAR access well in advance of planned submissions on EDGAR. The SEC staff requires at least two (2) business days (excluding federal holidays) to process an application for EDGAR access.³

(a) Form ID Application for EDGAR Access and Form ID Authenticating Document

Applicants must apply for access to EDGAR using Form ID: Application for EDGAR Access.⁴ Applicants without a CIK will be issued a CIK during this process. Applicants who have a CIK when they apply for EDGAR access will retain that CIK.⁵

- Applicants must accurately complete the Form ID application online.
- Applicants must obtain the notarized signature of an authorized individual on a copy of the completed Form ID. This is the Form ID authenticating document.
 - The notarized signature of an 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 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 recognized by the law of any state or territory of the United States or the District of Columbia.

³ See Note to [Rule 10 of Regulation S-T](#), 17 CFR 232.10.

⁴ See Rule 10 of Regulation S-T; and 17 CFR 239.63, 249.446, 269.7 and 274.402. An exception exists for filers who are asset-backed securities (ABS) issuing entities; see Section 3(b) below.

⁵ The prior “Convert Paper Only Filer to Electronic Filer” process has been discontinued and all filers, except ABS issuing-entities, must apply for EDGAR access using Form ID.

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- An authorized individual for purposes of the Form ID authenticating document is:- includes, for example:
 - ~~For companies, the Chief Executive Officer (CEO), Chief Financial Officer (CFO), partner, corporate secretary, officer, director, or treasurer.~~
 - ~~For individual filers, the individual filer or a person with a power of attorney from the individual filer.~~
 - an individual with the authority to legally bind the applicant, or
 - an individual with a power of attorney from an individual with the authority to legally bind the applicant.
 - The power of attorney document must clearly state that the individual receiving the power of attorney has general legal authority to bind the applicant or specific legal authority to bind the applicant for purposes of opening an account in the applicant’s name on EDGAR.
- On Form ID, next to the authorized individual’s signature, the “title/position” field must indicate the authorized individual’s specific title or position at the applicant entity.
 - Individuals applying to open an individual account on EDGAR in their name only should list their title as “applicant.”
 - For Form IDs signed in connection with a power of attorney document, the person should indicate in the title/position field: “By POA from [(a) name of the authorized individual signing the power of attorney (if opening an account for a natural person); or (b) name and title/position of the authorized individual signing the power of attorney (if opening an account for a company)].” For example, a filing agent signing Form ID pursuant to a power of attorney from Roger Smith, the Chief Executive Officer of the applicant, could provide in the title/position field: “By POA from Roger Smith, CEO.”
- Filers must electronically submit the Form ID authenticating document to EDGAR for review.
- If the SEC accepts the application, the filer will receive an email containing its new CIK, if it did not previously have a CIK, and information about how to generate EDGAR access codes. If the filer previously had a CIK, it will only receive information about how to generate EDGAR access codes.
- Note: A filer must indicate on Form ID in what capacity or “applicant type” the filer will make submissions. For information about applicant types, filers should consult the [Understand and utilize EDGAR applicant types section](#) of the How Do I guide.

For step-by-step instructions, filers should consult the [Prepare and submit my Form ID application section](#) of the How Do I guide.

(b) Exception for filers that are 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 [EDGAR Filing website](#) by choosing “Retrieve/Edit Data” and then “Request Asset-Backed Securities (ABS) Issuing Entities Creation.”

For step-by-step instructions, ABS depositors and sponsors should consult the [Create and obtain EDGAR access for asset-backed securities \(ABS\) issuing entities section](#) of the How Do I guide.

Only ABS depositors and sponsors may generate CIKs and serial company file numbers for a new ABS issuing entity at the time of filing a preliminary prospectus under Rule 424(h) under the Securities Act of 1933, 17 CFR 230.424, by checking a box on Form 424H that asks if the filing relates to a serial company.

- If the filer checks this box, EDGAR will create a new CIK for the issuing entity and a file number that appends the next available suffix to the depositor’s file number.
- Once the issuing entity’s CIK has been generated, EDGAR access codes can be generated through the [EDGAR Filer Management website](#) by choosing “EDGAR Access Codes for New Serial Companies.”
- A copy of the “EDGAR Access for New Serial Companies Confirmation” page must be signed by an authorized individual of the entity applying for EDGAR access and notarized. This is the authenticating document for ABS filers.
- The signed, notarized authenticating document for ABS filers must be electronically submitted to the SEC for review.
- EDGAR access codes must be generated for each ABS issuing entity before it can make submissions to EDGAR

For step-by-step instructions, ABS filers should consult the [Create and obtain EDGAR access for asset-backed securities \(ABS\) issuing entities section](#) of the How Do I guide.

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 should consult the [Understand and utilize EDGAR CIKs, passphrases, and access codes section](#) of the How Do I guide.

(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 [EDGAR Filing](#) website or [EDGAR OnlineForms Management](#) website.)

- A filer must have a valid PMAC to change its password.

A filer should **not** 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.

Manual Passphrase Update Request

A manual passphrase update request must be submitted when a purported filer is not able to update its passphrase via security token, because the filer:

- (i) Has not securely maintained all access codes, including the passphrase (as required by Section 4 of this Volume I), and has failed to maintain accurate company information on EDGAR, including a current contact email address (as required by Section 5 of this Volume I); or
- (ii) Has assumed control of an EDGAR filing entity and did not obtain an active EDGAR passphrase from the EDGAR filing entity.

A manual passphrase update request must be accompanied by the following documents:

- A document signed by an authorized individual, as defined in Section 3(a) of Volume I, of the entity or individual seeking access to the EDGAR account, and notarized (the “manual passphrase authenticating document”), that includes
 - An explanation of why the request is being made;
 - The CIK of the account to which access is sought;
 - The filer name on the CIK account; and
 - The contact information, including telephone number and email address, of the entity purporting to have current control over the filer associated with the CIK.
 - An entity request must be on the entity’s letterhead. An individual request may be made on a copy of the EDGAR Update Passphrase Confirmation Page.
- If the authorized individual signing the manual passphrase authenticating document is an officer or director of the requesting entity, official corporate documents that confirm the authorized individual’s title/position at the requesting entity.
- A notarized power of attorney document must be provided to SEC staff if:
 - The individual who signs the manual passphrase authenticating document is not the individual filer or an officer or director of the requesting entity, or
 - The person to whom EDGAR access codes will be sent is not the individual filer or employed by the requesting entity

The notarized power of attorney must be signed by an authorized individual of the filer (as defined in Section 3(a) of Volume I).

- ~~If the person signing the manual passphrase authenticating document is not an officer or director of the requesting entity, or the person requesting the manual passphrase update is not employed by the requesting entity, a power of attorney for that person signed by an authorized individual of the entity (as defined in Section 3(a) of Volume I) and notarized.~~

- In addition, if the entity requesting access represents that it acquired or otherwise assumed control of the filer listed on the existing EDGAR account, the following documents must accompany the manual passphrase authenticating document, establishing the legal transition from the filer on record in EDGAR to the entity claiming authority to file in the existing account:
 - Official documents from the relevant Secretary of State [or financial institution registry](#), or a federal or state court order.
 - If neither official Secretary of State [or financial institution registry](#) documents nor a court order are available, then an official signed and dated merger and acquisition document and/or other documents requested by the SEC staff.
 - If a foreign entity, official documents from the applicable Register of Corporations for the country.

The manual passphrase authenticating document and all accompanying documents required, as specified herein, must be electronically submitted to EDGAR for review.

Filers must allow at least five (5) business days for review of the manual passphrase update request, and must provide additional information and documents requested by SEC staff.

(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 has 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

Filers must maintain accurate company information on EDGAR, including but not limited to a filer's current name, business mailing address, and business email address. For step-by-step instructions, filers should consult the [Maintain and update company information section](#) of the How Do I guide.

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 made.

SEC staff may request supporting documentation before approving changes to the company name. The SEC may reject any name change if it is deemed unacceptable. For example, the SEC

will reject a proposed name that is a duplicate of a company name already in EDGAR. If the SEC rejects the proposed name change, the filer will receive a suspense notification message.

Registered broker-dealers – Filers registered as broker-dealers cannot update company information on EDGAR (except for the contact email address on record with EDGAR).

- Broker-dealers must instead submit a Form BD/A (Amendment) to the FINRA Web CRD system to update company information.
- The Form BD/A filing will automatically update the company information on EDGAR. Thereafter, a new company address will be pre-populated on the applicable address fields on EDGAR submissions.
- 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, 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.⁶

- S/C Funds are filers whose last registration statement (excluding registrations on Form N-14) 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 [EDGAR Filing](#) website.

Detailed information about this page is available on the [EDGAR—Information for Filers](#) page, including instructions on how to modify the Investment Company type, series, and class.

Additional information can be found on the [Series and Class \(Contract\) Identifiers information page](#) 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.

⁶ The [adopting release for Rule 313](#) 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.”

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.

Please refer to paragraph (a)(1)(iii) of [Rule 13](#) of Regulation S-T for information regarding the date of filing and Rule 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 [Filing Fees Branch homepage](#) contains extensive information about filing fees.

8. Do Not Include Social Security Numbers (SSNs) in Submissions on EDGAR

Filers must not include 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 is included in a submission on EDGAR. In addition, the SEC may immediately remove SSNs from EDGAR without first consulting with the filer, if necessary.