8. PREPARING AND TRANSMITTING ONLINE SUBMISSIONS

This chapter discusses the process of preparing and transmitting online submissions to the EDGAR system. This is done using two separate EDGAR websites:

1. EDGAR OnlineForms Management website: This website is used for preparing and submitting:
   - Ownership Reports (Forms 3, 3/A, 4, 4/A, 5, and 5/A)
   - Forms 144 and 144/A
   - Forms D and D/A
   - Schedule 13D
   - Schedule 13G
2. EDGAR Filing Website: This website is used for preparing and submitting the following forms and submissions:
   - EDGARLink Online Forms
   - Regulation A Forms
   - Regulation Crowdfunding Forms

[Effective March 2, 2027, the following bullet will be added to the EDGAR Filer Manual, pursuant to Extension of Compliance Dates for Electronic Submission of Certain Materials Under the Securities Exchange Act of 1934; Amendments Regarding the FOCUS Report, Securities Act Release No. 33-11386 (Dec. 8, 2025).]

- Form 1 (1, 1AA, 1AC, 1/A, 1/A-A, 1/A-T, 1/S-M, 1/S-R, and 1W) Form 13H variants (13H, 13H-A, 13H-Q, 13H-I, 13H-T, and 13H-R)

  Form 13F variants (13F-HR, 13F-HR/A, 13F-NT, 13F-NT/A, 13F-CTR, and 13F-CTR/A)
- Form ATS-N (ATS-N, ATS-N/MA, ATS-N/UA, ATS-N/CA, ATS-N/OFA, ATS-N-C, and ATS-N-W)
- Form SDR variants (SDR, SDR/A, SDR-A, and SDR-W)
- SBS Entity Forms (SBSE, SBSE/A, SBSE-A, SBSE-A/A, SBSE-BD, SBSE-BD/A, SBSE-C, SBSE-W, SBSE-CCO-RPT, and SBSE-CCO-RPT/A)
- Form X-17A-5 Part III variants (X-17A-5 and X-17A-5/A)
- Form 17-H variants (17HACON, 17HACON/A, 17HQCON, and 17HQCON/A)
- Municipal Advisor Forms (MA, MA-A, MA/A, MA-I, MA-I/A, and MA-W)
- Transfer Agent Forms (TA-1, TA-1/A, TA-2, TA-2/A, and TA-W)
- Form N-CEN (N-CEN and N-CEN/A)
- Form N-CR (N-CR, N-CR/A)

- Form 24F-2 (24F-2NT and 24F-2NT/A)
- Form N-PX (N-PX, N-PX/A, N-PX CTR, and N-PX CTR/A)
- Form SBSEF variants (SBSEF, SBSEF/A, SBSEF-W, SBSEF-V)
- Forms SBSEF-CCO-RPT, SBSEF-FIN-QTR, and SBSEF-FIN-REQ variants (SBSEF-CCO-RPT, SBSEF-CCO-RPT/A, SBSEF-FIN-QTR, SBSEF-FIN-QTR/A, SBSEF-FIN-REQ, and SBSEF-FIN-REQ/A)
- ANE Exception Notice variants (ANE EXCEP NOTICE and ANE EXCEP NOTICE-W)

The following sections provide detailed information on the use of these websites for filing online submissions.

8.1 EDGAR OnlineForms Management Website – Online Filing Preparation

It is easy to create and submit your filings through the EDGAR OnlineForms Management website. Submission form types 3, 3/A, 4, 4/A, 5, 5/A, 144, 144/A, D, D/A, Schedule 13D, and Schedule 13G are available for online preparation. The EDGAR OnlineForms Management website software uses filer-provided information to prepare an XML tagged primary document that can be verified and printed by the filer and then transmitted to EDGAR for processing. Once EDGAR has accepted the submission it will disseminate the header in tagged SGML and the primary document in tagged XML.

Note: Ownership Forms Only: You may create and submit only one form submission at a time. If you are filing on behalf of a company's officers and directors you must create a separate form for EACH officer and director.

8.1.1 Online Forms Data Gathering Model

Online submissions follow a basic model, with some distinctions dependent upon the submission form type being filed.

8.1.1.1 Data Gathering Common to EDGAR OnlineForms Management

The EDGAR OnlineForms Management website will:

- Allow you to choose the type of submission to prepare, (i.e., File Ownership Forms, Form 144, Form D, Schedule 13D, or Schedule 13G)
- Allow you to provide general submission information (i.e., contact name, phone number, e-mail address)
- Allow you to provide additional e-mail addresses to receive Filer Notification messages
- Allow you to provide all of the necessary information required by the SEC rules on an appropriate data gathering form
- Allow you to provide your signature and signature date
- Allow you to verify the information on the form

- Allow you to review and confirm your information in the context of the form you are filing and then print the submission for your records
- Allow you to transmit the reviewed submission to EDGAR for processing

The following are important notes to consider when preparing a submission using the EDGAR OnlineForms Management website:

- There is no capability to save work in progress so it is important for you to have all of the information necessary to complete the form before you begin to assemble your submission online.
- You can exit the window at any time to discard your work in progress and start over.
- All filings that you prepare and submit online are considered to be live EDGAR submissions; once you transmit an online prepared submission it will be automatically processed by EDGAR and, if accepted by EDGAR, immediately disseminated to the public.
- The maximum size of your submission must not exceed 200 MB.
- Once you select the [Submit] button, EDGAR will transmit your submission and you will see an indicator of the submission progress.

8.1.1.2 Ownership

In support of filing ownership reports, the EDGAR OnlineForms Management website will:

- Allow you to select the specific ownership form type that you want to assemble and submit to the SEC, (Forms 3, 3/A, 4, 4/A, 5, and 5/A).
- Allow you to edit reporting owner address on the form where necessary.
- Allow you to upload attachments (i.e., cover letters, exhibits, or correspondence)

8.1.1.3 Form 144

In support of filing Form 144, the EDGAR OnlineForms Management website will:

- Allow you to submit a new Form 144 filing or an amendment to a previous Form 144 filing.

8.1.1.4 Form D

In support of filing Form D, the EDGAR OnlineForms Management website will:

- Allow you to submit a new Form D filing, a new Form D filing using previous electronically filed Form D data or an amendment to a previous Form D filing.

8.1.2 Navigating EDGAR – Logging into EDGAR OnlineForms Management Website

To access any of the EDGAR OnlineForms Management website functions, you will need to log in to EDGAR OnlineForms Management website:

1. Go to the EDGAR OnlineForms Management website Login page.
2. Enter your individual account credentials.

Note: You must obtain individual account credentials from Login.gov to log in to the EDGAR Filing Website. For more information, please refer to Volume I of the Filer Manual, at Section 3(a).

If your individual account credentials are valid, the Welcome page appears.

3. If you are already logged into EDGAR with a concurrent session, a message will appear indicating the number of concurrent session(s).
4. You will be able to choose your login CIK, which is the CIK that will be reflected in the accession number for each of your EDGAR submissions. You may change your login CIK at any time to any other CIK for which you are authorized to make filings.
5. After logging into the EDGAR Online Forms Management website, you may see one of the following messages: "Account Confirmation Due Soon" or "Account Confirmation Missed." If your account confirmation is due soon or if your missed confirmation deadline was within the last three months, EDGAR allows you to perform an account confirmation in the EDGAR Filer Management dashboard. For more details, please refer to the "How Do I Complete Annual Confirmation for an EDGAR Account" webpage on SEC.gov (https://www.sec.gov/submit-filings/filer-support-resources/how-do-i-guides/complete-annual-confirmation-edgar-account). If it has been more than three months since the missed confirmation deadline, you will need to submit a new Form ID to regain access to the account. If you need assistance, contact our Filer Support Staff at (202) 551-8900 for help.

8.1.3 EDGAR OnlineForms Management Menu Options

Once you log in to the Online Forms Website, a menu of options appears on the left-hand side of the browser window. This menu allows you to navigate easily without having to return to a menu page.

- Home
- Information Exchange
- Support

Two additional functions will help you use the EDGAR OnlineForms Management website. The [Logoff] button ends your EDGAR session. Clicking 'Home' brings you to the EDGAR OnlineForms Management website welcome page. From this menu you can move back and forth between pages, find news, or get additional assistance.

8.1.3.1 Information Exchange

In the Information Exchange section, there are four main action options:

- Make a Filing
  - File Ownership Forms
  - File Form 144
  - Schedule 13D
  - Schedule 13G

- File Form D
- Transmit XML Submission

- Retrieve/Edit Data

By clicking the 'File Ownership Forms' link, you can prepare, assemble, validate, and transmit online ownership submissions to EDGAR for processing. For more details, please refer to Section 8.1.4, "Creating an Online Section 16 Ownership Submission."

By clicking the 'File Form 144' link, filers can create, validate and submit Form 144 filings using the Online Forms Website. Once submitted, these Form 144 filings are processed by EDGAR. For more details, please refer to Section 8.1.5, "File Form 144 Submission."

By clicking the 'Schedule 13D' link, filers can create, validate and submit Schedule 13D filings using the Online Forms Website. Once submitted, these Schedule 13D filings are processed by EDGAR. For more details, please refer to Section 8.1.10, "File Schedule 13D."

By clicking the 'Schedule 13G' link, filers can create, validate and submit Schedule 13G filings using the Online Forms Website. Once submitted, these Schedule 13G filings are processed by EDGAR. For more details, please refer to Section 8.1.12, "File Schedule 13G."

By clicking the 'File Form D' link, filers can create, validate and submit Form D filings using the Online Forms Website. Once submitted, these Form D filings are processed by EDGAR. For more details, please refer to Section 8.1.7, "File Form D Submission."

By clicking the 'Transmit XML Submission' link, you can transmit any filer-constructed submissions to EDGAR for processing. For more details, please refer to Section 9.1, "Filer-Constructed XML Technical Specifications."

By clicking the 'Retrieve/Edit Data' link, you can update company information maintained in EDGAR (e.g., address, contact information, e-mail address), or query company or filing information. For more details, please refer to Section 7.1.1.1, "Information Exchange."

8.1.3.2 Support

In the Support section there are four links:

- General Help
- Frequently Asked Questions
- SEC Rule Making
- Company Search

8.1.3.2.1 General Web Help

If you need help while using the EDGAR OnlineForms Management website on the Internet, click 'General Help' from the menu to bring up the General Support Menu page that displays a list of help topics. When you click a topic, you are shown information or additional links to specify the type of assistance you need.

8.1.3.2.2 Frequently Asked Questions

Click the 'Frequently Asked Questions' link to open the EDGAR OnlineForms Management website Frequently Asked Questions (FAQ) page. The FAQ page includes different questions that have been asked most often. You may find the answers helpful while using the EDGAR OnlineForms Management website. Click the hyperlink topic to display the answer in the lower portion of the window.

8.1.3.2.3 SEC Rule Making

Click the 'SEC Rule Making' link to go to the SEC's Public Website that gives you up-to-date rule information. You will get information about rules that have been proposed or adopted, as well as other bulletins and notices.

8.1.3.2.4 Company Search

The EDGAR OnlineForms Management website restricts you to retrieving company information only for your CIK. To search for information about other companies, click the 'Company Search' link to redirect your browser to the EDGAR Company Database. From this website you can perform company searches through the EDGAR database that is updated daily.

8.1.4 Creating an Online Section 16 Ownership Submission

This section describes the general process for preparing a Section 16 ownership submission using the EDGAR OnlineForms Management website and then transmitting the submission to EDGAR for processing.

Before beginning, gather the following information:

- Determine the proper form type you need to file.
- Have your CIK and CCC handy.
- Determine the Issuer CIK and the ticker symbol of the transactions you need to report. You can use the EDGAR Company Database for assistance.
- Make sure you are authorized in the EDGAR Filer Management dashboard as a user, account administrator, delegated user, or delegated administrator for each reporting owner to be included in the submission.
- Make sure you have the proper address for each reporting owner to be included in the submission.
- Make sure you have the E-Mail address for each additional addressee to receive filer notification messages.
- Make sure you have all necessary transaction and holding details.
- Prepare any attachments, such as a Cover Letter or Exhibit, save them in the correct format, and have the file names identified.

8.1.4.1 Select Ownership Submission Form Type

The first step for preparing an ownership submission using the EDGAR OnlineForms Management website is to select the proper ownership submission form type by:

1. Logging in to the EDGAR OnlineForms Management website.

2. Click ‘File Ownership Forms’ in the menu bar.
3. The Select Ownership Form Type page will appear.
4. Using the drop-down list, select the form type you wish to prepare, and click the [Assemble Ownership Submission] button.
5. A new browser window will open and the data entry page for the selected submission form type should appear.

8.1.4.2 Assemble Ownership Submission - Filing in the Top of the Form

The following are some basic EDGAR OnlineForms Management website data entry conventions:

- Disabled fields are made read-only and are colored gray.
- Required fields are indicated by an asterisk to the right of the label name (for example, CIK* and Date* are some of the required fields)
- Certain fields are indicated by a double asterisk to the right of the label name to indicate that a footnote is required if you are unable to provide the required data in the space provided (for example: Date Exercisable** and Conversion or Exercise Price of Derivative Security** are fields that require a footnote if the field is left blank)
- Press the [Tab] key to move from field to field
- Field level help is available by clicking the label
- The [Exit Window] button will close the current data entry session and return to the Select Ownership Form Type Page. Any data entered or attachments uploaded will be discarded.

Once the Assemble Ownership Submission data entry screen is displayed, you can begin completing your ownership submission for each of the entry sections:

Submission Contact

- Provide a point of contact for the submission in the name, phone, and E-Mail address fields.

Notification Information

- Enter additional E-Mail addresses to receive filer notification messages.
- Click the [Add Entry] button to add additional notifications.
- To remove a notification, select the radio button to the left of the notification and click the [Delete Entry] button.

Issuer Information

- Enter the CIK and trading symbol for the Issuer company.

Date Information

- Enter the date of the event that triggered this submission, such as the earliest transaction date to be reported in a Form 4.
- The Date Original Filed is only available for amendments and refers to the date when the original submission that is being amended was filed.

Reporting Owner Information

- Enter the CIK, CCC, and relationship fields for each reporting owner.
- Click the [Add Entry] button to add additional reporting owners.
- To remove a reporting owner, select the radio button to the left of the reporting owner and click the [Delete Entry] button.

8.1.4.3 Assemble Ownership Submission - Filling in the Middle of the Form

The middle part of the Assemble Ownership Submission data entry form indicates where Table I and Table II data are displayed. The following are some additional data entry conventions for the Assemble Ownership Submission data entry form:

- Fields in Table I and II appear as read-only. You can enter data by clicking the [Add Entry] button.
- Once [Add Entry] has been clicked, the Add Holding data entry screen is displayed for Table I or Table II. You can begin entering your holding information for your ownership submission. See Section 8.1.4.3.1 below.
- To modify a row, select the radio button to the left of the entry you wish to modify and click the [Edit Entry] button.
- To delete a row, select the radio button to the left of the entry you wish to delete and click the [Delete Entry] button.
- Footnote references are represented by a superscript to the right of the field. The referenced footnote appears at the bottom of the page.
- Date format is MM/DD/YYYY.

The following sections illustrate how to enter the required information for Table I and Table II and provide footnotes where necessary.

8.1.4.3.1 Adding a Holding (Form 3 Non-Derivative Security)

The Add Holding page appears when the [Add Entry] button is clicked in Form 3 Table I. You use this data entry form to enter all of your Form 3 non-derivative securities that appear in Table I. You must provide the title of the security, the amount of securities beneficially owned, and indicate if the security is owned directly or indirectly. If the security is owned indirectly, you must indicate the nature of indirect beneficial ownership.

The following are some data entry conventions for this page:

- Default unit for Amount of Securities Owned is Shares.
- Default setting for Ownership Form is Direct.
- Footnotes can be added on a per field basis by clicking the corresponding [Footnote] button.

Note: The total number of rows in the Non-Derivative Table (Table 1 on the printed form) cannot exceed 30.

- [OK] button adds information entered to the Ownership Form

- [Cancel] button when clicked does not save the entered information and returns you to the "Assemble Ownership Submission" data entry form.
- [Help] button opens the General Instructions for the Ownership Submission form in a new browser window.
- [Exit Window] button exits the form, discards all entered information and returns you to the EDGAR OnlineForms Management website.

8.1.4.3.2 Edit Holding (Form 3 Non-Derivative Security)

The Edit Holding page appears when the [Edit Entry] button is clicked for Form 3 Table I. The Edit Holding page is similar to the Add Holding page in Table I and has the same data entry conventions.

8.1.4.3.3 Add Holding (Form 3 Derivative Security)

The Add Holding (Form 3 Derivative Security) page appears when the [Add Entry] button is clicked for Table II. You use this data entry form to enter all of your Form 3 derivative securities that appear in Table II. You must provide the title of the security, date exercisable, expiration date, title of securities underlying derivative security, amount or number of shares of securities underlying the derivative security, conversion or exercise price of the derivative security, and mark whether the security is owned directly or indirectly. If the security is owned indirectly, you must indicate the nature of indirect beneficial ownership. If you are unable to provide any of the following information in the space provided you must provide an explanation footnote for each situation:

- A date for the Date Exercisable
- A date for the Expiration Date
- The Amount or Number of Shares of Underlying Derivative Securities
- The Conversion or Exercise Price of Derivative Security

  Note: The total number of rows in the Derivative Table (Table 2 on the printed form) cannot exceed 30.

The following are some data entry conventions for this page:

- Default unit for Amount of Securities Owned is Shares
- Default setting for Ownership Form is Direct
- Footnotes can be added on a per field basis

8.1.4.3.4 Edit Holding (Form 3 Derivative Security)

The Edit Holding page appears when the [Edit Entry] button is clicked for Table II. The Edit Holding page is similar to the Add Holding page for Table II and has the same data entry conventions.

8.1.4.3.5 Footnotes

The Footnotes page appears when you click the [Footnote] button from Table I or Table II entry

page. You use this page to add, edit, or delete footnotes associated with your submission. In addition, you use this page to associate selected footnotes with a specific data entry field from Table I and Table II.

The following are some data entry conventions for this page:

- This page contains the master list of all of the footnotes for this submission.
- To apply a footnote to a field, select the "Apply To Field" check box for that footnote.
- To add a new footnote, click the [Add Footnote] button.
- To modify a footnote, select the radio button to the left of the entry you wish to modify and click the [Edit Footnote] button.
- To delete a footnote, select the radio button to the left of the entry you wish to delete and click the [Delete Entry] button.

8.1.4.3.5.1 Add Footnote

The Add Footnote page appears when the [Add Footnote] button is clicked.

The following are some data entry conventions for this page:

- You can enter up to 1000 characters for a footnote. If you need to add more than 1000 characters, split your footnote in multiple pieces and associate the pieces with the appropriate fields using the Footnote page.
- EDGAR will automatically create the footnote number.
- Click the [OK] button to save the footnote entry.
- Click the [Cancel] button to cancel the footnote entry.

8.1.4.3.5.2 Edit Footnote

The Edit Footnote page appears when the [Edit Footnote] button is clicked. You can modify the existing text of the footnote.

The following are some data entry conventions for this page:

- Click the [OK] button to save the footnote changes.
- Click the [Cancel] button to cancel the footnote changes.

8.1.4.4 Filling in the Bottom of the Form

The bottom part of the Assemble Ownership Submission data entry form illustrates where the Explanation of Responses and Signature data is displayed.

The following are some additional data entry conventions for this page:

Explanation of Responses

- Each form type has some specific responses that are indicated by checking the box. Some of these check boxes are automatically filled in based on your responses in Table I and Table II, while others you must complete if appropriate. For example, on Form 3 there is a response

"No securities are beneficially owned" along with a check box that is auto-filled. When the page first appears, it will be checked. If you add an entry to Table I or Table II, the checkmark will be removed.

- Footnotes are listed here as read-only. You can enter additional footnotes or modify an existing footnote by returning to the Table I or Table II entry portion of the form.
- Remarks can be used to supply additional commentary on the submission. This field also should be used to provide a list of exhibits and other attachments, if any. Remarks exceeding the 2000 character limit should be included in an attached document.

Signature Data

- Enter the name of each reporting person in the signature field along with the date signed. Click the [Add Entry] button to add more signature entry lines.
- To delete a signature, select the radio button to the left of the entry you wish to delete and click the [Delete Entry] button.

8.1.4.5 Verify Form and Correct Errors

Once you have completed entering all of the information for the submission, you will need to verify the form information. Click the [Verify Form] button. One of two screens will appear, either the Assemble Ownership Error screen or the Insider Confirmation/Correction page. The Insider Confirmation/Correction page appears when there are no errors on the form. If your information passes the validation, refer to Section 8.1.4.6, "Insider Confirmation/Correction," to continue. The Assemble Ownership Error screen will appear if the system detects errors in the format and syntax of your information. See instructions below to resolve your errors.

If there were any errors on the form, the form will be re-displayed with the error fields clearly marked with a red circle in front of the field. This will occur if a required field is missing or if the data that you filled in does not meet the formatting criteria. These checks are built into the system to help you avoid errors. You should follow the instructions on the page to correct the errors.

Note: EDGAR will validate ONLY the format and syntax of the information provided, and that the Issuer CIK and Reporting Owner CIK and CCC combination are valid. YOU ARE RESPONSIBLE for confirming the accuracy of all transactional and ownership information submitted in the form.

If there are errors in Table I or Table II, select the field entry or field value that needs to be revised and click the [Edit Entry] button. The detailed form will appear with the fields in error marked.

8.1.4.6 Insider Confirmation/Correction

If your submission was successfully verified, the Insider Confirmation/Correction page will appear. As part of verification, EDGAR retrieves the company name for the Issuer CIK and the name and address information for each reporting owner you entered. Before continuing, you need to confirm that the name and address information that was retrieved from EDGAR based on the issuer CIK and reporting owner CIK and CCCs are correct and update where necessary.

The following are some data entry conventions for this page:

- If you need to modify a reporting owner's mailing address, select the desired reporting owner row and click the [Edit Mailing Address] button.

  Note: These address changes apply only to the addresses contained within this form and do not update the CIK's address of record. To update the address of record, you must use the 'Retrieve/Edit Data' link in the main EDGAR OnlineForms Management window.

8.1.4.7 Edit Mailing Address

The Edit Mailing Address page appears when the [Edit Mailing Address] button is clicked. This screen allows you to modify the mailing address for addresses contained within this form and do not update the CIK's address of record. To update the address of record, you must use the 'Retrieve/Edit Data' link in the main EDGAR OnlineForms Management window.

The following are some data entry conventions for this page:

- Click the [OK] button to change the information for this submission
- Click the [Cancel] button to return to the Insider Confirmation/Correction screen without making changes.

8.1.4.8 Upload/Delete Attachment(s)

The Upload/Delete Attachment(s) page appears when the [Upload/Delete Attachment(s)] button is clicked. This page allows you to manage the attachments associated with your submission.

The following are some data entry conventions for this page:

- Click the [Upload Attachment] button to upload an attachment.
- If you need to delete an attachment, select the radio button to the left of the attachment you wish to delete and click the [Delete Attachment] button.
- Click the [Edit Ownership Form] button to return to the Assemble Ownership Submission data entry form.
- Click the [Transmit Submission] button to proceed to transmit your submission.

8.1.4.9 Upload Attachment

The Upload Attachment page appears when the [Upload Attachment] button is clicked.

Note: Any attachments you plan to include should already have been prepared and saved in the appropriate format prior to assembling your online submission.

The following are some data entry conventions for this page:

- To upload an attachment, enter the attachment information in the fields, and then click the [Upload] button.
- To return to the Upload/Delete Attachment(s) screen without uploading an attachment, click the [Cancel] button.

8.1.4.10 Transmit Submission Confirmation

The Transmit Submission Confirmation page appears when the [Transmit Submission] button is

clicked.

The following are some data entry conventions for this page:

- Click the [Cancel Transmission] button to return to the Assemble Ownership Submission data entry form.
- Click the [View/Print Submission] button to view the submission document in HTML format.
- Click the [Transmit Submission] button to proceed to transmit the submission to EDGAR for processing.

8.1.4.10.1 View/Print Submission

The View/Print Submission page appears when the [View/Print Submission] button is clicked. Use this to print a copy of your form for your records.

The following are some data entry conventions for this page:

- To view your submission in HTML format, click the [Continue] button. This will display your submission. From the screen, you can print your document by selecting the [Print Page] button.
- To close this window and continue your submission processing, click the [Close] button.

8.1.4.11 Transmit Submission Acknowledgment

When the [Transmit Submission] button is clicked the Transmit Submission Confirmation page, the Transmit Submission Acknowledgment page appears. This page provides acknowledgment of the transmission, along with the submission accession number.

Record your accession number so you can later identify your submission and retrieve the acceptance messages from the website.

8.1.4.12 Transmit Submission Cancelled

The Transmit Submission Cancelled page appears when the [Cancel Transmission] button is clicked.

The following are some data entry conventions for this page:

- Click the [Edit Ownership Form] button to return to the Assemble Ownership Submission data entry form.
- Click the [Upload/Delete Attachment(s)] button to return to the Upload/Delete Attachment(s) page.

8.1.5 File Form 144 Submission

This section describes the general process for preparing, transmitting and submitting Form 144 to EDGAR for processing. Before beginning, gather the following information:

- Have your CIK and CCC handy.
- Determine the CIK of the Issuer. You can use the EDGAR Company Database for assistance.

- Prepare any attachments, such as a Cover Letter or Exhibit, save them in the correct format, and have the file names identified.

Form 144 has the following variants (submission form types):

- Notice of Proposed Sale of Securities: Submission Form Type 144
- Amendment of Notice of Proposed Sale of Securities: Submission Form Type 144/A

8.1.6 Completing a Form 144 Submission

To aid you in completing a Form 144 or 144/A, the primary screens are described below.

File Form 144

The File Form 144 screen allows you to specify the type of Form 144 filing.

- If you are filing a Form 144 submission, select "Notice of Proposed Sale of Securities (144)"
- If you are filing an amendment, select "Amendment to Notices of Proposed Sale of Securities (144/A)" and enter in the Previous Accession Number.

Filer Information

The Filer Information screen allows you to enter Form 144 filer information.

Note: It is necessary to provide a valid filer CIK and CCC on the Filer Information screen before entering any other data or navigating to other screens. Based on the CIK/CCC entered, certain fields on the Issuer Information screen are pre-populated with information maintained in EDGAR.

The following are the data entry conventions for the Filer Information screen:

- **Filer CIK and CCC**: Enter the CIK and CCC of the filer.
- **Issuer CIK:** Enter the CIK of the issuer.
- **Is this a LIVE or TEST Filing?**: Select the radio button to mark the submission as a LIVE or TEST filing. The default selection for this button is LIVE. Select the "TEST" radio button if you want to submit a test filing and EDGAR will treat the submission as a test and it will not be disseminated.
- **Submission Contact Information**: Enter the name, phone number, and e-mail address of the person you would like the SEC to contact for any questions concerning the submission.
- **Notify via Filing Website only?**: Select the "Yes" check box to download the filing status notification from the EDGAR Filing Website. Selecting this option restricts EDGAR from sending e-mail notifications of filing status.
- **Notification E-mail Address**: To notify others about the status of the filing, enter their e-mail addresses. A maximum of three addresses may be added by clicking the [Add] button. After the applicant submits the filing, EDGAR will automatically send notification messages to these e-mail addresses informing them of the filing status, i.e., the filing was accepted or suspended.

Issuer Information

The Issuer Information screen allows you to enter information about the issuer. The Name of Issuer and the Address of Issuer are pulled from EDGAR but the filer can change the information. The SEC File Number is also pulled from EDGAR if available.

The following are the data entry conventions for the Issuer Information screen:

- **Name of Issuer**
- **SEC File Number:** This information is pre-populated from EDGAR based upon the Reporting File Number if it has a prefix of "000," "001," "002," "033," "333," or "811" or, if a relevant match is not found, the Issuer's most recent File Number with a prefix of "000," "001," "002," "033," "333," or "811."
- **Address of Issuer**
- **Telephone Number**
- **Name of Person for whose Account the Securities are to be sold:** This information is pre-populated from EDGAR based upon the Filer CIK.
- **Relationship to Issuer**
  - Officer
  - Director
  - 10% Owner
  - Member of immediate family of any of the foregoing
  - Other (Specify)*

Securities Information

The Securities Information screen for submission form type 144 allows you to enter information about the securities.

The following are the data entry conventions for the Securities Information screen:

- **Title of the Class of Securities To Be Sold**
- **Name and Address of the Broker**
- **Number of Shares or Other Units To Be Sold:** Cannot be a negative number.
- **Aggregate Market Value:** Cannot be a negative number.
- **Number of Shares or Other Units Outstanding:** Cannot be a negative number.
- **Approximate Date of Sale:** Should not be greater than today's date + 10 business day, should not be less than today's date – 1 calendar year.
- **Name of the Securities Exchange**

Securities To Be Sold

The Securities To Be Sold screen for submission form type 144 allows you to enter information about the securities to be sold.

The following are the data entry conventions for the Securities To Be Sold screen:

- **Title of the Class**
- **Date you Acquired:** Should not be greater than today's date + 10 business days, should not be less than 1/1/1933.
- **Nature of Acquisition Transaction**
- **Name of Person from Whom Acquired**
- **Is this a gift?**
- **The Date Donor Acquired (if the "Is this a gift" checkbox is selected):** Should not be greater than today's date, should not be less than 1/1/1933.
- **Amount of Securities you Acquired:** Cannot be a negative number.
- **Date of Payment:** Should not be greater than today's date + 10 business day, should not be less than 1/1/1933.
- **Nature of Payment**

Securities Sold In the Past Three Months

The Securities Sold In the Past Three Months screen for submission form type 144 allows you to enter information about the securities sold in the past three months. If no securities have been sold in the past three months, click the "Nothing to Report" checkbox.

The following are the data entry conventions for the Securities Sold In the Past Three Months screen:

- **Name and Address of the Seller**
- **Title of Securities Sold**
- **Date of Sale:** Should not be greater than today's date + 10 business day, should not be less than today's date – 9 calendar months.
- **Amount of Securities Sold:** Cannot be a negative number.
- **Gross Proceeds:** Cannot be a negative number.

Signature & Remarks

The Signature screen allows the registrant to provide remarks and the signature of the duly authorized representative of the filer who certifies that the information provided in this submission is true and correct.

The following are the data entry conventions for this screen:

- **Date of Notice**: Enter the "as of" date. Date formats entered will be converted to the EDGAR preferred format mm-dd-yyyy. Future dates greater than ten business days after the filing date will be flagged as errors.
- **Date of Plan Adoption:** Enter the date of plan adoption or giving of instruction, if relying on rule 10B5-1. Date formats entered will be converted to the EDGAR preferred format mm-dd-yyyy. Future dates greater than one business day after the filing date will be flagged as errors.
- **Signature:** Enter the name of the person for whose account the securities are to be sold. Type the name in full (i.e., first name, middle name, and last name) in the Signature field. Initials are not acceptable, unless they are part of the individual's legal name.

Documents

The Attach Documents List screen enables you to upload the attachments necessary for submission form types 144 and 144/A. For details on how to add, delete or validate a document, refer to the analogous instructions for Regulation A documents "Attach Documents List" in Section 8.2.4.6.

8.1.7 File Form D Submission

This section describes the general process for preparing, transmitting and submitting Form D to EDGAR for processing.

Before starting the Form D submission process, gather the following information:

- The primary issuer's CIK and CCC.
- The e-mail address for each additional addressee to receive filer notification messages.
- The name and address for each related person (executive officer, director, and promoter).
- The name and address for each recipient and that you have the CRD numbers for each recipient of sales compensation and their associated broker-dealer.
- All necessary transaction and offering details.
- The CIK and CCC for each additional issuer making the submission.

8.1.8 Basic Information for Form D Submission

This section discusses the basic information you need to know to file a Form D. Throughout the filing process, you will have the ability to view the filing instructions, view and print the form, save the form to your computer, and exit the process. The 'FORM D INSTRUCTIONS' link will display the filing instructions in a new browser window. The 'Print' link will allow you to view/print Form D. Selecting the 'Print' link will display the following menu items:

- Print Blank Form: This option will display a blank Form D in a PDF format.
- Print Form D: This option will display a partially or fully completed Form D in a PDF format.

The ‘Save’ link will enable you to save a partially completed Form D on your computer. (Refer to Section 2.3.3 for details on how to set up the Google Chrome browser's save/download preferences.)

When you save the partial Form D, the system will display the following message:

- “This file can be used at a later date to resume this session. However, please note that any tampering with this file may result in its corruption and render it unusable.”

Once saved, you will have the option of retrieving the Form D on the “File Form D” screen. When you return to the Form D screen, you will be given the option of continuing with a saved Form D (stored on your computer) or creating a new Form D.

The ‘Exit’ link will prompt you to confirm and then close the current Form D filing and return to Online Forms Website. Any data entered will be discarded.

You must complete all required field(s). “Clarification of Response (if necessary)” is an optional field. Enter a description in this field if you consider the information to be relevant to the question being answered.

If you are amending a previously filed electronic Form D or creating a new submission based on a previous Form D, some fields will be pre-populated.

Note: In cases where “Securities Act Section 4(5)” and “Rule 506” were selected on Item 6, in a previously filed Form D submission or a saved Form D submission, these values will not be restored as they are no longer operative and available as options on Item 6.

8.1.8.1 Help Functions

The following help functions will provide you with more information during your Form D filing process:

- **Field Help:** Help text will be available for selected fields by placing your mouse over the field labels.
- **Information Icon:** The current Form D item help will appear when you click this icon.
- **FORM D INSTRUCTIONS link:** This link will display filing instructions in a new browser window.

8.1.8.2 Navigating Form D Items

There are several ways to navigate within Form D. To navigate from item to item, you may perform one of the following (excluding the first item, Issuer’s Information, and the last item, Signature and Submission):

- Click [Previous] located at the bottom left of the screen, to return to the previous screen.
- Click [Next] located at the bottom right of the screen, to navigate to the next item.
- Select the appropriate Form D Item from the navigation menu located on the left side of the screen.

8.1.8.3 Validating Form D Submission

There are several ways EDGAR will validate the information that you have entered for Form D.

EDGAR will validate Form D at an individual screen level and the entire Form D on the last screen, "Signature and Submission," when you click the [Submit] button. EDGAR will check to ensure that each screen is completed appropriately before you can proceed to the next Form D screen or submit your Form D.

At the individual screen level, you will receive error messages if EDGAR detects invalid information for the field. The error messages for this validation will be shown in red in the active Form D screen and display a "red x" icon next to the associated field. You must correct the errors before you can proceed to the next Form D screen.

When you have completed the entire Form D and clicked the [Submit] button on the "Signature and Submission" screen, EDGAR will automatically validate your Form D information. If there are errors, EDGAR will take you to the Form D screen that contains the first occurrence of invalid information. The list of error messages for this validation will also be shown in red, and display a "red x" icon next to the screen names in the navigation menu to indicate which screens contain invalid information.

You must correct the errors for each Form D screen. For best results, it is recommended that you correct the errors in sequence, starting with the first screen that has invalid information.

8.1.8.4 Preparing to File Form D

When you are ready to prepare a Form D filing, click the 'File Form D' link, which is provided on the navigation menu of the Online Forms Website. The "File Form D" screen appears.

The following are the data entry conventions for the screen:

- If you want to file a new Form D submission, select the option "New Form D Submission."
- If you want to file a new Form D submission based on a previous electronically filed Form D submission, select the option "New Form D Submission (using previous electronically filed Form D data)." The Accession Number field will appear and you will be required to supply the accession number for the previous electronically filed Form D submission.
- If you want to file an amendment to a previously filed Form D submission, select the option "Amendment to a previous Form D Filing." The Accession Number field will appear and you will be required to supply the accession number for the previously filed Form D submission.

The "Form D Issuer's Information" screen will appear in a new browser window after you select the Form D type.

8.1.9 Completing an Online Form D Submission

After you have made a selection to complete a new Form D submission, a new Form D submission using previous electronically filed Form D data or an amendment to a previous Form D, you will be presented with the "Form D Issuer's Information" screen.

8.1.9.1 Form D Issuer's Information

The following are the data entry conventions for the "Form D Issuer's Information" screen:

- Primary Filing Issuer's Information: Enter the CIK (Filer ID Number) and CCC (CIK Confirmation Code). If there is more than one issuer, enter the CIK for the primary issuer.

- Submission Contact Information: Enter the contact information for the issuer.

  Note: If there is a problem with the filing, EDGAR will contact the person you have provided here.

- Notification Information: Enter the e-mail address of anyone else that you want to be notified of the status of your filing (e.g., submission was accepted or suspended). A maximum of three additional e-mail addresses are allowed. After you submit the filing, EDGAR will automatically send notification messages to the e-mail addresses associated with the Login CIK, Submission Contact and Primary Issuer. The automated submission notification e-mails will include the web address of the Electronic Filing Depository (*https://nasaaefd.org*) to enable you to fulfill your state filing obligations for Form D.

  - Adding or Removing Additional E-mail Addresses

    - You may add additional e-mail addresses by clicking the [Add] button. You may add up to three additional e-mail addresses.
    - An e-mail address must be in the standard e-mail format and include one "@" and at least one "." after the "@".
    - You may remove one or more additional e-mail addresses by checking the box to the left of the e-mail address and then clicking the [Remove] button.

Making Changes to Issuer/Company Information

If you wish to make changes to the issuer/company information maintained in EDGAR (e.g., address, contact information, e-mail address), click the hyperlinked word "here" within "Changes to company information may be made here." You will be directed to the Online Forms Website's "Retrieve/Edit Data" function where you may modify EDGAR company information.

Any changes made to the issuer/company information on your Form D filing will ONLY be saved as part of the filing data.

8.1.9.2 Issuer's Identity

The following are the data entry conventions for the "Issuer's Identity" screen:

- CIK (Filer ID Number), CCC (CIK Confirmation Code), Name of Issuer, Jurisdiction of Incorporation/Organization, and Previous Names will be pre-populated, based on the CIK entered on "Form D Issuer's Information" screen, and will be disabled.
- Year of Incorporation/Organization: Enter a year if you select "Within Last Five Years (specify year)" (enter a four digit year).

Adding or Removing Additional Issuers

To add additional issuers, select the [Add Issuer] button.

Note: You will receive an error message if you enter an invalid CIK/CCC combination.

- You must select Year of Incorporation/Organization as required for the primary issuer. Previous Name(s) for additional issuers will be pre-populated and disabled.

  Note: You may add up to 99 additional issuers. You will need to indicate if the

number of additional issuers exceeds 99.

The following is an action you may perform:

- You may remove one or more additional issuers by checking the box to the left of the issuer's CIK, and then clicking the [Remove Issuer] button. You cannot remove the primary issuer.

Adding or Removing Additional Previous Names

- You may add up to three "previous names" used by your company that were not previously recorded in EDGAR, by clicking the [Add Name] button. Any previous names recorded in EDGAR will be displayed and disabled. Those names cannot be edited or removed. However, you will be able to edit the most recent three "previous names" added via the online Form D submission process.
- You can also remove any additional previous names added via the online Form D submission process by checking the box to the left of the name, and then clicking the [Remove Name] button.

Making Changes to Issuer/Company Information

If you wish to make changes to the issuer/company information maintained in EDGAR (e.g., address, contact information, e-mail address), click the hyperlinked word "here" within "Changes to company information may be made here." You will be directed to the Online Forms Website's "Retrieve/Edit Data" function where you may modify EDGAR company information.

Any changes made to the issuer/company information on your Form D filing will ONLY be saved as part of the filing data.

8.1.9.3 Principal Place of Business and Contact Information

The following are the data entry conventions for the "Principal Place of Business and Contact Information" screen:

- The information in this item will be pre-populated based on the Business Address on file in EDGAR for each CIK entered in the "Issuer's Identity" screen.
- If your address on file in EDGAR contains a P.O. Box, it will not be valid for a Form D filing. You will have to enter a new valid address that will be associated with the current Form D filing only. To change the address on file in EDGAR, you must use "Changes to company information may be made here" option or the Online Forms Website's "Retrieve/Edit Data" option.

Making Changes to Issuer/Company Information

If you wish to make changes to the issuer/company information maintained in EDGAR (e.g., address, contact information, e-mail address), click the hyperlinked word "here" within "Changes to company information may be made here." You will be directed to the Online Forms Website's "Retrieve/Edit Data" function where you may modify EDGAR company information.

Any changes made to the issuer/company information on your Form D filing will ONLY be saved as part of the filing data.

8.1.9.4 Related Persons

The following are the data entry conventions for the "Related Persons" screen:

- Complete the required field(s): Last Name, First Name, Street Address 1, City, State/Province/Country, Zip/Postal Code and Relationship. Middle Name, Street Address 2, and "Clarification of Response" fields are optional.

Adding or Removing Additional Related Persons

- You may add additional related persons by clicking the [Add Person] button. You may add up to 99 additional related persons.
- You may remove additional related persons by checking the box to the left of the related persons, and then clicking the [Remove Person] button.
    - Last Name allows up to 200 characters.

8.1.9.5 Industry Group

The following are the data entry conventions for the "Industry Group" screen:

- Select the applicable Industry Group option. Some selections require additional choices.
- If you selected "Pooled Investment Fund" from the "Banking and Financial Services" industry option, you will be required to further select an "Investment Fund Type," and will need to answer the question that appears.
- Address whether or not the issuer is registered as an investment company under the Investment Company Act of 1940.

8.1.9.6 Issuer Size

The following are the data entry conventions for the "Issuer Size – Revenue Range" screen:

- The issuer size option on this screen will depend on what you selected in the previous Form D item, Industry Group.
- The Revenue Range will be the default list that appears.
- The Aggregate Net Asset value range will appear if you selected "Hedge Fund" or "Other Investment Fund" for the "Industry Group" item.

8.1.9.7 Federal Exemption(s) and Exclusion(s) Claimed

The following are the data entry conventions for the "Federal Exemption(s) and Exclusion(s) Claimed" screen:

- Select as many exemptions and exclusions claimed that apply.

Notes:

(1) You cannot select both "Rule 506(b)" and "Rule 506(c)" in a single submission.

(2) Each rule option is hyperlinked to provide more information about the rule.

- If you select "Investment Company Act Section 3(c)," you will need to further select one or more of the Section 3(c) paragraphs from the Section 3(c) list.

8.1.9.8 Type of Filing

The following are the data entry conventions for the "Type of Filing" screen:

- Entry for this screen will depend on the type of Form D that was selected in preparation for the Form D submission process. Refer to Section 8.1.8.4, "Preparing to File Form D," for more information.
- If you are amending a previous electronic Form D, the "Amendment" option will be pre-populated, and disabled.
- If you are creating a new Submission based on a previous Form D, the New Notice field in this item will be pre-populated, and disable the other fields.

Note: You may either select the "Date of First Sale" or "First Sale Yet to Occur."

8.1.9.9 Duration of Offering

The following are the data entry conventions for the "Duration of Offering" screen:

- Does the issuer intend this offering to last more than one year?: Select "Yes" or "No."

8.1.9.10 Type(s) of Securities Offered

The following are data entry conventions for the "Type(s) of Securities Offered" screen:

- Select one or more type(s) of securities.
- If you select "Other (describe)," you will need to enter a description.
- "Pooled Investment Fund Interests" will be pre-populated if you selected "Investment Company Act Section 3(c)" in the "Federal Exemption(s) and Exclusion(s) Claimed" screen. You will be able to unselect "Pooled Investment Fund Interests" without affecting the Investment Company Act Section 3(c) field.

8.1.9.11 Business Combination Transaction

The following are data entry conventions for the "Business Combination Transaction" screen:

- **Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?:** Select "Yes" or "No."
- **Clarification of Response (if Necessary):** This field allows a maximum of 255 characters.

8.1.9.12 Minimum Investment

The following is the data entry convention for the "Minimum Investment" screen:

- **Minimum investment accepted from any outside investor:** You may only enter whole US dollars.

8.1.9.13 Sales Compensation

The following are the data entry conventions for the "Sales Compensation" screen:

- You must enter data for all of the fields, with the exception of "Street Address 2," which is an optional field.
- You may select one or more "State(s) of Solicitation."
- You may either provide the "Recipient CRD Number" or select "None."
- You may either identify the "(Associated) Broker or Dealer" or select "None."
- You may either identify the "(Associated) Broker or Dealer CRD Number" or select "None."
- You may add or remove recipients.
- "(Associated) Broker or Dealer" and "Recipient" both allow up to 200 characters.

Adding or Removing Additional Recipients

- To add additional recipients, select the [Add] button.
- You may add up to 99 additional recipients. You will need to indicate if the number of additional recipients exceeds 99. You must follow the same instructions that apply to the initial recipient for which you listed, and enter in all the required fields.
- You may remove additional recipients by checking the box to the left of the "Recipient," and then clicking the [Remove] button.

8.1.9.14 Offering and Sales Amount

The following are the data entry conventions on the "Offering and Sales Amount" screen:

- Enter either the "Total Offering Amount" or check "Indefinite."

Note the following restrictions:

- If Rule 504 in Item 6 (Federal Exemption(s) and Exclusion(s) Claimed) is selected and the "Total Offering Amount" entered exceeds $10 million, you will receive the following warning: "Only $10 million of securities is permitted to be offered within a 12-month period under Rule 504."
- "Total Offering Amount" must always be greater than $0.
- If necessary, you can provide clarification in the Clarification of Response field. Clarifications should not exceed 255 characters.
- If you are creating a new submission based on an existing Form D or amending a previously filed one, offering and sales amounts of the original Form D will be automatically populated on this page.
- Enter the "Total Amount Sold."
- The amount must be provided as a whole US dollar.

Note: "Total Remaining to be Sold" is a disabled field.

8.1.9.15 Investors

The following are the data entry conventions for the "Investors" screen:

- Select the check box and enter the number of non-accredited investors, if applicable.
- Enter the total number of investors.
- If you selected Rule 506(b) in the "Federal Exemption(s) and Exclusion(s) Claimed" item of Form D and enter more than 35 non-accredited investors on this screen, you will receive the following warning: "You have selected Rule 506(b) in Item 6, Federal Exemption(s) and Exclusion(s) Claimed. No more than 35 non-accredited investors are permitted in Rule 506(b) offerings."

Note: 'accredited investors' is a link, which will provide more information.

8.1.9.16 Sales Commissions and Finder's Fee Expenses

The following are the data entry conventions for the "Sales Commissions and Finders' Fee Expenses" screen:

- Enter a value for the "Sales Commissions" and "Finders' Fees."
- The default value is $0 for the "Sales Commissions" and "Finders' Fees." Check "Estimate" if the amount is uncertain.
- You may enter only whole US dollars.

8.1.9.17 Use of Proceeds

The following are the data entry conventions for the "Use of Proceeds" screen:

- The default value is $0 for the amount of gross proceeds. Check "Estimate" if the amount is uncertain.
- You may enter only whole US dollars.

8.1.9.18 Signature and Submission

Once you have completed all of the Form D items, the "Signature and Submission" screen appears,. For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature. Carefully read through the Terms of Submission agreement. You may print the Terms of Submission.

Note: 'Rule 504(b)(3)' and 'Rule 506(d)' are links, which provide more information.

The following are the data entry conventions for this screen:

- Complete the required field(s). The check box for the duly authorized representative is an optional field.
- Each issuer will be pre-populated to correspond with the issuer names which were provided in the "Issuer's Identity" item and disabled.
- Select the date by clicking the Calendar icon.
- Click [Submit] button when you have completed the form and are ready to submit the filing. The system will take you to the confirmation screen.
- If there are two or more issuers, you may sign on behalf of the additional issuers which you have provided in the Issuer's Identity item. Select the check box that indicates you are an authorized representative. On the printed form, "All Issuers" shall be displayed in the Issuers Identity section of the form.
- Each issuer must retain the manually signed document signed on its behalf for five years.

8.1.9.19 Form D Confirmation/Correction

After your Form D filing has been submitted and verified, the "Form D Confirmation/Correction" screen appears.

The following are actions you may perform:

- [Edit Form D] button: Allows you to modify your form.
- [View/Print Submission] button: Displays your completed filing in a new browser window in a PDF format.
- [Transmit Submission] button: Passes your submission to the "Transmit Submission Confirmation" screen. It does not immediately transmit your submission.

8.1.9.20 Transmit Submission Confirmation

Once you click 'Transmit Submission', the "Transmit Submission Confirmation" screen appears.

The following are actions you may perform:

- [Cancel Transmission] button: Returns you to the "Form D Confirmation/Correction" screen.
- [View/Print Submission] button: Allows you to view your Form D filing in a PDF format.
- [Transmit Submission] button: Allows you to submit Form D filing to EDGAR. The "Transmit Submission Acknowledgment" screen will appear and display your accession number for the submission.

After you have confirmed your transmission, the "Transmit Submission Acknowledgment" screen will appear and display your accession number for the submission.

8.1.9.21 Transmit Submission Acknowledgement

The "Transmit Submission Acknowledgment" screen provides acknowledgment of your Form D submission transmission.

Note: You should write down your accession number for your records.

8.1.10 File Schedule 13D

This section describes the general process for preparing, transmitting and submitting Schedule 13D.

The new structured data (XML) implementation of SCHEDULE 13D/A is not required for a combination filing with SC TO-I, SC TO-I/A, SC TO-T or SC TO-T/A. EDGAR does not currently support combined SC TO-I, SC TO-I/A, SC TO-T, or SC TO-T/A with SC 13D/A in XML format. At this time, if needed, please continue to submit SC 13D/A in a non-structured data format when combined with SC TO-I, SC TO-I/A, SC TO-T, or SC TO-T/A..

The following instructions in this section pertain to submitting Schedule 13D or its corresponding amendments in structured data format using an online web form to EDGAR, per the Final Rule Modernization of Beneficial Ownership Reporting, effective February 5, 2024. Submission of Schedule 13D in structured data format is submitted via the EDGAR OnlineForms Management website interface.

Before beginning, gather the following information:

- Have your Filer CIK and CCC handy.
- Determine the CIK of the Issuer. You can use the EDGAR Company Database for assistance.
- Prepare any attachments, such as exhibits to the schedules, save them in the correct format, and have the file names identified.

The submission types applicable to Schedule 13D are:

- A schedule filed to report acquisition of beneficial ownership of more than 5% of certain classes of equity securities: SCHEDULE 13D
- Amendment to Schedule 13D: SCHEDULE 13D/A
    - NOTE: NEW structured data (XML) implementation of SCHEDULE 13D/A is not required for combination filing with SC TO-I, SC TO-I/A, SC TO-T or SC TO-T/A. EDGAR does not currently support submitting a combined SC TO-I, SC TO-I/A, SC TO-T, SC TO-T/A with SC 13D/A in XML format. At this time, if needed, please continue to submit SC 13D/A in a non-structured data format with SC TO-I, SC TO-I/A, SC TO-T, or SC TO-T/A

8.1.11 Completing a Schedule 13D

To assist you in completing a Schedule 13D or Schedule 13D/A, descriptions of the primary screens are included in this section.

The first step to filing a Schedule 13D is to select the required submission type on the File Schedule 13D screen. To navigate to this screen, select the 'Schedule 13D' link on the EDGAR menu of the Online Forms Management Website. The File Schedule 13D screen is displayed and allows you to select the type of form you are filing.

Select the type of filing from this screen:

- If you are filing a Schedule 13D, select "Schedule 13D"
- If you are filing an amendment, select "Amendment to Schedule 13D"
- If you want to continue working on a previously saved Schedule 13D filing, select the "Continue with any saved File Schedule 13D (Stored on your computer)" radio button.

Once you select a submission type on the File Schedule 13D screen, click [Next]. You will be directed to the Filer Information screen specific to the selected submission type.

Below is a list of conventions used throughout the online web form:

- Each field has a help message that provides information on how to complete a field. Some of these messages will include information on permitted formats. To view a help message, hover over the field name or question.
- Asterisks identify fields that are required.
- Unless otherwise specified, dates should be reported in the format MM/DD/YYYY. You may either type the date or choose a date from the calendar widget. Certain fields will be pre-populated based on your responses to the Filer Information screen. These fields cannot be edited (they will be grayed out).
- Certain items request a State or Country. If a State is entered, the country defaults to United States.

- Certain questions permit multiple entries. Below are instructions for adding entries:

    1. Complete the first entry.

    2. Select the [Save] button to save the entry.

    3. Select the [Add] button to add more entries.

    4. To delete an entry, click the [Delete] button adjacent to the entry. A dialog box prompts you for confirmation prior to deleting the entry. Click [Yes] to delete the entry. The Confirmation dialog box closes and the deleted entry is removed from the list.

To edit an entry, click the [Edit] button adjacent to the entry. Make the required changes and save the entry.

- Throughout the filing process, you will have the ability to view the filing instructions, view and print your form, save your form to your computer, or exit the filing process. For more information on menu buttons (Save, Print, Instructions, etc.) available on the submission refer to Section 8.2.2, "General Information on Online Forms."

Filer Information

The Filer Information screen allows you to enter Schedule 13D filer information.

Note: The Filer CIK belongs to one of the Reporting Persons or Reporting Entity in the Schedule 13D or Schedule 13D Amendment. It is necessary to provide a valid filer CIK and CCC on the Filer Information screen before entering any other data or navigating to other screens.

The Filer CIK information will pre-populate the CIK and Name of the first Reporting Person in the section "Cover Page Reporting Person Information."

The following are the data entry conventions for the Filer Information screen:

- **Filer CIK and CCC:** Enter the CIK and CCC of the filer.
- **Is this a LIVE or TEST Filing?:** Select the radio button to mark the submission as a LIVE or TEST filing. The default selection for this button is LIVE. Select the "TEST" radio button if you want to submit a test filing and EDGAR will treat the submission as a test and it will not be disseminated.
- **Submission Contact Information:** Enter the name, phone number, and e-mail address of the person you would like the SEC to contact for any questions concerning the submission.
- **Notify via Filing Website only?:** Select the "Yes" check box to download the filing status notification from the EDGAR Filing Website only. Selecting this option restricts EDGAR from sending e-mail notifications of filing status.
- **Notification E-mail Address:** If you want to notify others about the status of the filing, then enter their e-mail addresses. After you submit the filing, EDGAR will automatically send notification messages to these email addresses informing them of the filing status, i.e., whether the filing was accepted or suspended.

To add a Notification E-mail Address:

1. Enter the e-mail address.

2. Select the [Save Notification Email] button to save the email address. The record is saved.

3. If you need to add more email addresses, repeat steps 1 to 2.

Note: If you need to delete an address, click the [Delete] button adjacent to the email address. A dialog box prompts you for confirmation prior to deleting the email address. Click [Yes] to delete the email address. The Confirmation dialog box closes and the deleted email address is removed from the list box.

Cover Page Header

The Cover Page Header screen for Schedule 13D requires the Issuer CIK and CUSIP to be entered. The Name of Issuer and Address of Issuer's Principal Executive Offices are pulled from EDGAR based on the Issuer CIK entered. You may update the Address of Issuer's Principal Executive Offices or leave it as is. However, if EDGAR does not pre-populate the Issuer Address, the information will have to be entered manually. Information about the person authorized to receive notices and communications will also have to be entered manually.

The following are the data entry conventions for the Cover Page Header screen:

- **Title of Class of Securities:** Enter the Title of Class of Securities using alphanumeric text.
- **Date of Event Which Requires Filing of this Statement:** Enter the Date of Event Which Requires Filing of this Statement. Should not be greater than today's date plus 1 business day.
- **If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box as applicable.**
- **Issuer CIK:** Enter the Issuer CIK. This is a required entry.
- **CUSIP Number:** Enter up to 20 CUSIP numbers. At least one CUSIP entry is required.
- **Name of Issuer –** This information is pre-populated from EDGAR based on the Issuer CIK
- **Address of Issuer's Principal Executive Offices -** This information is pre-populated from EDGAR based on the Issuer CIK
- **Notification Information**
    - **Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications:** Enter the Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications

Cover Page Reporting Person Information

The Cover Page: Reporting Person Information screen for Schedule 13D allows you to enter information for the Reporting Person.

The following are the data entry conventions for the Cover Page: Reporting Persons Information

screen:

- **Reporting Person CIK:** The Reporting Person CIK will pre-populate with the Filer CIK for the first reporting person. If there is more than one reporting person, enter the CIK of each additional reporting person, if a CIK is available. .
- **Reporting Person does not have an EDGAR CIK:** If a CIK is not available for the additional Reporting person, check this box. This box will not be applicable for the first reporting person entry OR if the schedule is being filed only for one individual or entity.
- **(Optional) Click link to go to Company Database:** Select this link to search the EDGAR Company Database to determine if a CIK exists for a Reporting Person CIK.
- **Name of Reporting Person –** This information is pre-populated from EDGAR based on the Reporting Person CIK, if a CIK is provided. For additional reporting persons where a CIK is not provided, Name of Reporting Person must be entered manually.
- **Check the appropriate box if a member of a Group (see instructions):** Check one box if applicable. Please see Schedule 13D instructions, as needed, for more information on (a) or (b). If any of the shares beneficially owned by a reporting person are held as a member of the group and the membership is expressly affirmed, please check row 2(a). If the reporting person disclaims membership in a group or describes a relationship with other person but does not affirm the existence of a group, please check row 2(b) (unless it is a joint filing pursuant to Rule 13d–1(k)(1) in which case it may not be necessary to check row 2(b)).
- **SEC Use Only – Not Applicable**
- **Source of Funds:** Check one or more sources, as applicable. At least one source must be checked..
    - Subject Company (Company whose securities are being acquired) (SC)
    - Bank (BK)
    - Affiliate (of reporting person) (AF)
    - Working Capital (of reporting person) (WC)
    - Personal Funds (of reporting person) (PF)
    - OO - Other (OO)
- **Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e):** Check the box if applicable.
- **Citizenship or Place of Organization:** Select one country or state from the dropdown list, as applicable.
- **Sole Voting Power:** Enter a numeric value.This cannot be a negative number.
- **Shared Voting Power:** Enter a numeric value. This cannot be a negative number.
- **Sole Dispositive Power**: Enter a numeric value. This cannot be a negative number.
- **Shared Dispositive Power**: Enter a numeric value. This cannot be a negative number.
- **Aggregate Amount Beneficially Owned by Each Reporting Person:** Enter a numeric value. This cannot be a negative number.
- **Check box if the aggregate amount in row (11) excludes certain shares (See Instructions):** Check the box if applicable.
- **Percent of class represented by amount in row (11):** Enter a numeric value.. Round to the nearest tenth.
- **Type of reporting person:** Select at least one type of reporting person.
    - Broker Dealer (BD)

    - Bank (BK)
    - Church Plan (CP)
    - Corporation (CO)
    - Employee Benefit Plan or Endowment Fund (EP)
    - Individual (IN)
    - Insurance Company (IC)
    - Investment Adviser (IA)
    - Investment Company (IV)
    - Parent Holding Company/Control Person (HC)
    - Partnership (PN)
    - Savings Association (SA)
    - Other (OO)
- **Comments (optional):** Enter any comments, if applicable.

Select "Save Reporting Person" to save the information. If there is more than one Reporting Person, please repeat this process for each Reporting Person.

Items 1 through 7

The Items 1 through 7 screens for Schedule 13D allow you to enter detailed information about Items 1 through 7 in Schedule 13D or its amendment.

The following are the data entry conventions for the Items 1 through 7 screen:

- **Item 1: Security and Issuer –** State the title of the class of equity securities to which this statement relates and the name and address of the principal executive offices of the issuer of such securities.
    - **Title of Class of Securities –** This information is pre-populated from information provided in the Cover Page: Header page.
    - **Name of Issuer –** This information is pre-populated from EDGAR based on the Issuer CIK.
    - **Address –** This information is pre-populated from EDGAR based on the Issuer CIK.
    - **Comments (optional):** Enter comments, if applicable.
- **Item 2: Identity and Background –** Identity and Background: If the person filing this statement or any person enumerated in Instruction C of this statement is a corporation, general partnership, limited partnership, syndicate or other group of persons, state its name, the state or other place of its organization, its principal business, the address of its principal office and the information required by (d) and (e) of this Item. If the person filing this statement or any person enumerated in Instruction C is a natural person, provide the information specified in (a)(A) through (f) of this Item with respect to such person(s).
    - **Enter the requested information for Item 2, (a) through (f):**
        - **Name**
        - **Residence or business address**
        - **Present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted;**
        - **Whether or not, during the last five years, such person has been convicted in a criminal proceeding (excluding traffic violations or similar**

misdemeanors) and, if so, give the dates, nature of conviction, name and location of court, any penalty imposed, or other disposition of the case;
        - **Whether or not, during the last five years, such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws; and, if so, identify and describe such proceedings and summarize the terms of such judgment, decree or final or**
        - **Citizenship**
- **Item 3: Source and Amount of Funds or Other Consideration**
    - This is an alphanumeric data entry field that allows entry up to 20,000 characters.
- **Item 4: Purpose of Transaction**
    - This is an alphanumeric data entry field that allows entry up to 20,000 characters.
- **Item 5: Interest in Securities of the Issuer:** Enter the requested information for Item 5, (a) through (e):
    - **Aggregate Number and Percentage of the Class of Securities Identified**
    - **Number of Shares**
    - **Transaction Description**
    - **Statement and Listing of Shareholders**
    - **State the date on which the reporting person ceased to be the beneficial owner of more than five percent of the class of securities.**
- **Item 6: Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.**
    - This is an alphanumeric data entry field that allows entry up to 20,000 characters.
- **Material to be Filed as Exhibits** – Click the link to be directed to the Documents tab to upload exhibits or enter in exhibit description or static URL to incorporate filings by reference in the comment box.

Documents

The Attach Documents List screen enables you to upload the attachments necessary for Schedule 13D and Schedule 13D/A.

For detailed information on EDGAR acceptable document formats, naming conventions, validations and restrictions on attached documents, please refer to Section 5 CONSTRUCTING ATTACHED DOCUMENTS AND DOCUMENT TYPES.

Adding and Deleting a Document:

To add a document, follow the steps given below:

1. Click the [Add Document] button on the Attach Documents List screen. The Select File window is displayed.
2. Select the file you want to attach and click the [Open] button. The name of the attached file is displayed in the File Name field.

Note: The file name must follow the EDGAR file naming standards described in Section 5.1.1, "File Naming Standards."

3. Select the document type from the values displayed in the Type field.
4. Enter a description for the attached document in the Description field. This field is optional and allows you to include up to 255 characters.
5. If you want to add multiple attachments, repeat steps 1 through 4.

To delete a document, follow the steps given below:

1. Select the check box adjacent to the document you want to delete and click the [Delete Document] button. A window prompts you to confirm that you want to delete the document.
2. Click the [Yes] button to confirm deletion. EDGAR removes the document from the submission.
3. Click the [Yes] button to confirm deletion. EDGAR removes the document from the submission.

Moving a Document Up and Down

To move a document up, follow the steps given below:

1. Select the check box adjacent to the document that you wish to move up on the screen.
2. Click the [Move Doc Up] button to move the selected document up one row.

To move a document down, follow the steps given below:

1. Select the check box adjacent to the document that you wish to move down on the screen.
2. Click the [Move Doc Down] button to move the selected document down one row.

Before you transmit your submission, we recommend that you validate your document attachments.

Validating a Document

You can validate the document for errors by using the Doc Validation function.

1. Attach your documents to the EDGAR submission as described above.
2. Select the check box for the document you want to validate.
3. Click the [Validate Document] button.

   If there are no errors in the document, then the Errors field displays a value of zero. Proceed to step 6.

   If there are errors in the document, then the Errors field displays a value that corresponds to the number of errors in the document. Proceed to step 4.

4. Click the value in the Errors field for the document that contains errors. A Document Validation window opens and lists the errors in the document.

5. Correct any document errors using the tool that you used to create the document.

6. Transmit your submission once your submission has been compiled and validated.

   Note: Clicking the check box next to the File Name field will automatically select all attachments for this submission. Clicking the check box next to the File Name field again will automatically de-select all selected attachments for this submission.

   The system validates the form to ensure that you have completed all Items. If there are errors in the form, a 'red x' icon is displayed on the tabs that contain incomplete or invalid information. You must complete any missing information and correct any errors before re-submitting your form to EDGAR. If there are no errors in the form, the system displays a Confirmation/Warning screen. This screen prompts you for confirmation prior to transmitting your submission.

Signature

The Signature section must be completed for each reporting person identified in the Cover Page Reporting Person Information section.

The Reporting Person/Group Name of each Reporting Person entered in the Cover Page Reporting Person Information will populate on the Signature page. To add the signatures, perform the following steps:

1. Select 'View/Modify' next to the Reporting Person/Group Name entry you wish to add a signature.
2. Select 'Add Signature'
3. Enter the information for the following:
   a. By (Signature)
   b. By (Name/Title)
   c. Date
4. Select 'Save Signature.'
5. Repeat the steps for each entry.

- Select 'Click here to be directed to the Documents tab' to upload power of attorney.
- If you need to incorporate by reference your power of attorney, specify the information in the comment box.

Schedule 13D Submission

When you have completed and saved the information and are ready to submit the filing, click the [Submit] button at the top of the screen. The system validates the information provided to ensure that you have appropriately supplied the necessary information. If there are errors in the

submission, a ‘red x’ icon is displayed on the tabs that contain incomplete or invalid information. You must complete any missing information and correct any errors before re-submitting your filing on EDGAR. If there are no errors in the submission, the system displays a Confirmation/Warning screen.

Confirmation Screen

The Schedule 13D screen prompts you for confirmation prior to transmitting your submission.

Submission Acknowledgment

The Acknowledgment screen provides acknowledgment of your Schedule 13D or Schedule 13D/A submission transmission. Note the accession number for your records. The accession number only confirms receipt of the submission, not that it was actually accepted by EDGAR.

8.1.12 Completing a Schedule 13G Submission

To assist you in completing a Schedule 13G or Schedule 13G/A, descriptions of the primary screens are included in this section.

The first step to filing a Schedule 13G is to select the required submission type on the File Schedule 13G screen. To navigate to this screen, select the ‘Schedule 13G’ link on the EDGAR menu of the Online Forms Management Website. The File Schedule 13G screen is displayed and allows you to select the type of submission you are filing.

Select the type of filing from this screen:

- If you are filing a Schedule 13G, select “Schedule 13G.”
- If you are filing an amendment, select “Amendment to Schedule 13G.”
- If you want to continue working on a previously saved Schedule 13G filing, select the “Continue with any saved File Schedule 13G (Stored on your computer)” radio button.

Once you select a form type on the File Schedule 13G screen, click [Next]. You will be directed to the Filer Information screen specific to the selected form type.

Below is a list of conventions used throughout the online web form:

- Each field has a help message that provides information on how to complete a field. Some of these messages will include information on permitted formats. To view a help message, hover over the field name or question.

- Asterisks identify fields that are required.

- Unless otherwise specified, dates should be reported in the format MM/DD/YYYY. You may either type the date or choose a date from the calendar widget. Certain fields will be pre-populated based on your responses to the Filer Information screen. These fields

cannot be edited (they will be grayed out).

- Certain items request a State or Country. If a State is entered, the country defaults to United States.

- Certain questions permit multiple entries. Below are instructions for adding entries:

  5. Complete the first entry.
  6. Select the [Save] button to save the entry.
  7. Select the [Add] button to add more entries.
  8. To delete an entry, click the [Delete] button adjacent to the entry. A dialog box prompts you for confirmation prior to deleting the entry. Click [Yes] to delete the entry. The Confirmation dialog box closes and the deleted entry is removed from the list.

To edit an entry, click the [Edit] button adjacent to the entry. Make the required changes and save the entry.

- Throughout the filing process, you will have the ability to view the filing instructions, view and print your form, save your form to your computer, or exit the filing process. For more information on menu buttons (Save, Print, Instructions, etc.) available on the submission refer to Section 8.2.2, "General Information on Online Forms."

Filer Information

The Filer Information screen allows you to enter Schedule 13G filer information.

Note: It is necessary to provide a valid filer CIK and CCC on the Filer Information screen before entering any other data or navigating to other screens. Based on the Filer CIK entered, the first Reporting Person CIK and Name are pre-populated with information maintained in EDGAR.

The following are the data entry conventions for the Filer Information screen:

- **Filer CIK and CCC:** Enter the CIK and CCC of the filer. The Filer CIK will be used to pre-populate the first Reporting Person CIK and name.
- **Is this a LIVE or TEST Filing?:** Select the radio button to mark the submission as a LIVE or TEST filing. The default selection for this button is LIVE. Select the "TEST" radio button if you want to submit a test filing and EDGAR will treat the submission as a test and it will not be disseminated.
- **Submission Contact Information:** Enter the name, phone number, and e-mail address of the person you would like the SEC to contact for any questions concerning the submission.
- **Notify via Filing Website only?:** Select the "Yes" check box to download the filing status notification from the EDGAR Filing Website only. Selecting this option restricts EDGAR from sending e-mail notifications of filing status.
- **Notification E-mail Address:** To notify others about the status of the filing, enter their e-mail addresses. A maximum of three addresses may be added by clicking the [Add] button. After the applicant submits the filing, EDGAR will automatically send notification messages

to these e-mail addresses informing them of the filing status, i.e., the filing was accepted or suspended.

Cover Page Header

The Cover Page Header screen for Schedule 13G allows you to enter information about the issuer. The Issuer Name and Address of Issuer's Principal Executive Offices are pulled from EDGAR based on the Issuer CIK. The filer may change the Address of Issuer's Principal Executive Offices.

The following are the data entry conventions for the Cover Page Header screen:

- **Title of Class of Securities:** This is an alphanumeric data entry field.
- **Date of Event Which Requires Filing of this Statement:** Enter the Date of Event Which Requires Filing of this Statement. Should not be greater than today's date plus 1 business day.
- **Issuer CIK:** This must be a valid EDGAR CIK. You may use the Company Database lookup link to determine the Issuer CIK.
- **CUSIP:** Enter up to 20 CUSIP numbers. At least one CUSIP entry is required.
- **Issuer Name –** This information is pre-populated from EDGAR based on the Issuer CIK.
- **Address of Issuer's Principal Executive Offices -** This information is pre-populated from EDGAR based on the Issuer CIK. This information may be edited by the filer when completing the submission.
- **Check the appropriate box to designate the rule pursuant to which this Schedule is filed:** One or more rules may be selected, as applicable.
    - Rule 13d-1(b)
    - Rule 13d-1(c)
    - Rule 13d-1(d)

Cover Page Reporting Person Information

The Cover Page Reporting Person Information screen for Schedule 13G allows you to enter information for the Reporting Person.

The following are the data entry conventions for the Cover Page: Reporting Persons Information screen:

- **Reporting Person CIK:** The Reporting Person CIK will pre-populate with the Filer CIK for the first reporting person. If there is more than one Reporting Person, enter the CIK of each additional reporting person, if a CIK is available.
- **Reporting Person does not have an EDGAR CIK** If a CIK is not available for the additional Reporting person, check this box This box will not be applicable for the first reporting person entry OR if the schedule is being filed only for one individual or entity.
- **(Optional) Click link to go to Company Database:** Select this link to search the EDGAR Company Database to determine if a CIK exists for a Reporting Person.
- **Name of Reporting Person:** This information is pre-populated from EDGAR based on the

Reporting Person CIK, if a CIK is provided. For additional reporting persons where a CIK is not provided, Name of Reporting Person must be entered manually.

- **Check the appropriate box if a member of a Group (see instructions):** Check one box if applicable. Please see Schedule 13G instructions, as needed, for more information on (a) or (b). If any of the shares beneficially owned by a reporting person are held as a member of a group and that membership is expressly affirmed, please check row 2(a). If the reporting person disclaims membership in a group or describes a relationship with other person but does not affirm the existence of a group, please check row 2(b) [unless it is a joint filing pursuant to Rule 13d-1(k)(1) in which case it may not be necessary to check row 2(b)].
- **SEC Use Only – Not Applicable**.
- **Citizenship or Place of Organization:** Select one country or state from the dropdown list, as applicable.
- **Sole Voting Power**: Enter a numeric value. This cannotbe a negative number.
- **Shared Voting Power:** Enter a numeric value. This cannot be a negative number.
- **Sole Dispositive Power**: Enter a numeric value. This cannot be a negative number.
- **Shared Dispositive Power:** Enter a numeric value. This cannot be a negative number.
- **Aggregate Amount Beneficially Owned by Each Reporting Person:** Enter a numeric value. This cannot be a negative number.
- **Check box if the aggregate amount in row (9) excludes certain shares (See Instructions):** Check the box if applicable.
- **Percent of class represented by amount in row (9):** Enter a numeric value rounded to the nearest tenth.
- **Type of reporting person:** Select at least one type of reporting person.
    - Broker Dealer (BD)
    - Bank (BK)
    - Church Plan (CP)
    - Corporation (CO)
    - Employee Benefit Plan or Endowment Fund (EP)
    - Individual (IN)
    - Insurance Company (IC)
    - Investment Adviser (IA)
    - Investment Company (IV)
    - Non-U.S. Institution (FI)
    - Parent Holding Company/Control Person (HC)
    - Partnership (PN)
    - Savings Association (SA)
    - Other (OO)
- **Comments (optional):** Enter any comments, if applicable.

Items 1 through 9

The Items 1 through 9 screen for Schedule 13G allows you to enter detailed information about Items 1 through 9.

The following are the data entry conventions for the Items 1 through 9 screen:

- **Item 1**
    - **Name of issuer -** This information is pre-populated from EDGAR based on the Issuer CIK.
    - **Address of issuer's principal executive offices -** This information is pre-populated from information provided in the Cover Page Header page and is not editable.
- **Item 2**
    - **Name of person filing:** Enter name of person filing.
    - **Address of principal business office, or, if none, residence:** Enter Address of principal business office, or, if none, residence.
    - **Citizenship:** Enter Citizenship.
    - **Title and class of securities:** This information is pre-populated from information provided in the Cover Page Header page.
    - **CUSIP No.:** This information is pre-populated from information provided in the Cover Page Header page.
- **Item 3**
    - **Not Applicable:** Select this if Rule 13d-1(d) was selected in the Cover Page Header tab. Note: This field will be deactivated if Rule 13d-1(d) was not selected in the Cover Page Header tab.
    - **If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:** Select at least one of the following if 'Not Applicable" was not selected.
        - **Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);**
        - **Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);**
        - **Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);**
        - **Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);**
        - **An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);**
        - **An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);**
        - **A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);**
        - **A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);**
        - **A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);**
        - **A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution;:** If (j) is selected, please specify the type of institution.
        - **Group, in accordance with § 240.13d-1(b)(1)(ii)(K).**
- **Note:** Items 4 to 6 allow you to enter not just numeric information but also details and narratives, as applicable.
- **Item 4: Ownership:** Enter the requested information for Item 4, (a) through (c):
    - **(a) Amount beneficially owned**

    - **(b) Percent of class**
    - **(c) Number of shares as to which the person has**
        - **(i) Sole power to vote or to direct the vote**
        - **(ii) Shared power to vote or to direct the vote**
        - **(iii) Sole power to dispose or to direct the disposition of**
        - **(iv) Shared power to dispose or to direct the disposition of**
- **Item 5. Ownership of 5 Percent or Less of a Class**
    - **Not Applicable:** Select if Item 5 is not applicable.
    - **Ownership of five percent or less of a class:** Select if Ownership of 5 Percent or Less of a Class.
    - **Note:** Dissolution of a Group requires response to this item.
- **Item 6. Ownership of More than 5 Percent on Behalf of Another Person.**
    - **Not Applicable:** Select if Item 6 is not applicable.
    - **If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.:** Enter information if Item 6 is applicable.
- **Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**
    - **Not Applicable:** Select if Item 7 is not applicable.
    - **If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.:** Enter information if Item 7 is applicable.
- **Item 8. Identification and Classification of Members of the Group**
    - **Not Applicable:** Select if Item 8 is not applicable.
    - **If a group has filed this schedule pursuant to § 240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identity of each member of the group.:** Enter information if Item 8 is applicable.
- **Item 9. Notice of Dissolution of Group.**
    - **Not Applicable:** Select if Item 9 is not applicable.
    - **Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.:** Enter information if Item 9 is applicable.

Item 10 and Exhibit Information

The Item 10 and Exhibit Information screen for Schedule 13G allows you to provide applicable

certification(s) and exhibit information for the Schedule 13G.

The following are the data entry conventions for the Certifications and Exhibit Information screen:

- **Item 10: Certifications:**
    - **Not Applicable (if reporting pursuant to Rule 13d-1(d)):** Select "Not Applicable (if reporting pursuant to Rule 13d-1(d))" if Rule 13d-1(d) was selected in the Cover Page Header tab. Note: if Rule 13d-1(d) was not selected in the Cover Page Header tab, this field will be deactivated.
    - **(a) The following certification shall be included if the statement is filed pursuant to § 240.13d-1(b):**
        - **By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.:**
            - Select if Rule 13d-1(b) was selected in the Cover Page Header tab. The certification statement will then populate in the Applicable Certification(s) section. Note: if Rule 13d-1(b) was not selected in the Cover Page Header tab, this field will be deactivated.
    - **b) The following certification shall be included if the statement is filed pursuant to § 240.13d-1(b)(1)(ii)(J), or if the statement is filed pursuant to § 240.13d-1(b)(1)(ii)(K) and a member of the group is a non-U.S. institution eligible to file pursuant to § 240.13d-1(b)(1)(ii)(J):**
        - **By signing below I certify that, to the best of my knowledge and belief, the foreign regulatory scheme applicable to [insert particular category of institutional investor] is substantially comparable to the regulatory scheme applicable to the functionally equivalent U.S. institution(s). I also undertake to furnish to the Commission staff, upon request, information that would otherwise be disclosed in a Schedule 13D.**
            - To select this option, you must first, provide the 'Particular category of institutional investor' in the text box provided. The certification statement will then populate in the Applicable Certification(s) section and the data entered for the 'Particular category of institutional investor' will populate within the certification.
    - **c) The following certification shall be included if the statement is filed pursuant to § 240.13d-1(c):**
        - **By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that**

purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

- Select if Rule 13d-1(c) was selected in the Cover Page Header tab. The certification statement will then populate in the Applicable Certification(s) section. Note: if Rule 13d-1(c) was not selected in the Cover Page Header tab, this field will be deactivated.

- **Material to be Filed as Exhibit** - Click the link to be directed to the Documents tab to upload exhibits or enter in exhibit description.
- Use the text box to type in a description or details about the exhibit(s) or provide a static URL to incorporate filings by reference.

Documents

The Attach Documents List screen enables you to upload the applicable exhibit attachments for Schedule 13G or Schedule 13G/A.

For detailed information on EDGAR acceptable document formats, naming conventions, validations and restrictions on attached documents, please refer to Section 5 CONSTRUCTING ATTACHED DOCUMENTS AND DOCUMENT TYPES.

Adding and Deleting a Document:

To add a document, follow the steps given below:

1. Click the [Add Document] button on the Attach Documents List screen. The Select File window is displayed. Select the file you want to attach and click the [Open] button. The name of the attached file is displayed in the File Name field. **Note**: The file name must follow the EDGAR file naming standards described in Section 5.1.1, "File Naming Standards."
2. Select the document type from the values displayed in the Type field.
3. Enter a description for the attached document in the Description field. This field is optional and allows you to include up to 255 characters.
4. If you want to add multiple attachments, repeat steps 1 through 4.

To delete a document, follow the steps given below:

1. Select the check box adjacent to the document you want to delete and click the [Delete Document] button. A window prompts you to confirm that you want to delete the document.
2. Click the [Yes] button to confirm deletion. EDGAR removes the document from the submission.

Moving a Document Up and Down

To move a document up, follow the steps given below:

1. Select the check box adjacent to the document that you wish to move up on the screen.
2. Click the [Move Doc Up] button to move the selected document up one row.

To move a document down, follow the steps given below:

1. Select the check box adjacent to the document that you wish to move down on the screen.
2. Click the [Move Doc Down] button to move the selected document down one row.

Before you transmit your submission, we recommend that you validate your document attachments.

Validating a Document

You can validate the document for errors by using the Doc Validation function.

1. Attach your documents to the EDGAR submission as described above.
2. Select the check box for the document you want to validate.
3. Click the [Validate Document] button.

   If there are no errors in the document, then the Errors field displays a value of zero. Proceed to step 6.

   If there are errors in the document, then the Errors field displays a value that corresponds to the number of errors in the document. Proceed to step 4.

   Click the value in the Errors field for the document that contains errors. A Document Validation window opens and lists the errors in the document.

   Correct any document errors using the tool that you used to create the document.
4. Transmit your submission once your submission has been compiled and validated.

   Note: Clicking the check box next to the File Name field will automatically select all attachments for this submission. Clicking the check box next to the File Name field again will automatically de-select all selected attachments for this submission.

   The system validates the form to ensure that you have completed all Items. If there are errors in the form, a 'red x' icon is displayed on the tabs that contain incomplete or invalid information. You must complete any missing information and correct any errors before re-submitting your form to EDGAR. If there are no errors in the form, the system displays a Confirmation/Warning screen. This screen prompts you for confirmation prior to transmitting your submission.

Signature

The Signature section must be completed for each reporting person identified in the Cover Page Reporting Person Information section.

The Reporting Person/Group Name of each Reporting Person entered in the Cover Page Reporting Person Information will populate on the Signature page. To add the signatures, perform the following steps:

6. Select 'View/Modify' next to the Reporting Person/Group Name entry you wish to add a signature.
7. Select 'Add Signature'
8. Enter the information for the following:
    a. By (Signature)
    b. By (Name/Title)
    c. Date
9. Select 'Save Signature.'
10. Repeat the steps for each entry.

- Select 'Click here to be directed to the Documents tab' to upload power of attorney.
- If you need to incorporate by reference your power of attorney, specify the information in the comment box.

Schedule 13G Submission

When you have completed and saved the information, and are ready to submit the filing, click the [Submit] button at the top of the screen. The system validates the information to ensure that you have appropriately supplied all necessary information. If there are errors in the submission, a 'red x' icon is displayed on the tabs that contain incomplete or invalid information. You must complete any missing information and correct any errors before re-submitting your filing on EDGAR. If there are no errors in the submission, the system displays a Confirmation/Warning screen.

Confirmation Screen

The Schedule 13G screen prompts you for confirmation prior to transmitting your submission.

Submission Acknowledgment

The Acknowledgment screen provides acknowledgment of your Schedule 13G or Schedule 13G/A submission transmission. Note the accession number for your records. The accession number only confirms receipt of the submission, not that it was actually accepted by EDGAR.

8.1.13 Common Ownership Problems

The EDGAR OnlineForms Management website helps the Ownership filer avoid most common mistakes when constructing their primary document. For filers using this site to submit ownership forms, the most common errors will occur with their attached documents. To prevent these errors, filers can use EDGARLink Online to validate the document content. The error messages listed below reflect issues with attached documents.

Problem	Description
Illegal tags in HTML filings	For security reasons, EDGAR does not support all valid HTML tags. Be sure to restrict your tags to those listed in this manual.
Invalid ASCII characters	The ASCII character set is limited and including characters in your documents that are not specified in this manual will cause your filing to be suspended. This is especially true of binary characters.
Illegal External References	If you include references in HTML documents that are external to your References filing, your filing will be suspended. The only legal reference is to the SEC's Public Website.

8.2 EDGAR Filing Website

The EDGAR Filing Website (https://www.edgarfiling.sec.gov) is used for preparing and submitting the following forms and submissions:

- EDGARLink Online Forms
- Regulation A Forms
- Form 1 (1, 1AA, 1AC, 1/A, 1/A-A, 1/A-T, 1/S-M, 1/S-R, and 1W)
- Form 13H variants (13H, 13H-A, 13H-Q, 13H-I, 13H-T, and 13H-R)
- Form 13F variants (13F-HR, 13F-HR/A, 13F-NT, 13F-NT/A, 13F-CTR, and 13F-CTR/A)
- Form ATS-N (ATS-N, ATS-N/MA, ATS-N/UA, ATS-N/CA, ATS-N/OFA, ATS-N-C, and ATS-N-W)
- Form SDR variants (SDR, SDR/A, SDR-A, and SDR-W)
- SBS Entity Forms (SBSE, SBSE/A, SBSE-A, SBSE-A/A, SBSE-BD, SBSE-BD/A, SBSE-C, SBSE-W, SBSE-CCO-RPT, and SBSE-CCO-RPT/A)
- Form SBSEF variants (SBSEF, SBSEF/A, SBSEF-W, SBSEF-V)
- Forms SBSEF-CCO-RPT, SBSEF-FIN-QTR, and SBSEF-FIN-REQ variants (SBSEF-CCO-RPT/A, SBSEF-FIN-QTR/A, SBSEF-FIN-REQ/A)
- Municipal Advisor Forms (MA, MA-A, MA/A, MA-I, MA-I/A, and MA-W)
- Form X-17A-5 Part III variants (X-17A-5 and X-17A-5/A)
- Form 17-H variants (17HACON, 17HACON/A, 17HQCON, and 17HQCON/A)
- TA Forms (TA-1, TA-1/A, TA-2, TA-2/A, and TA-W)
- Form N-CEN (N-CEN, N-CEN/A)
- Form N-CR (N-CR, N-CR/A)
- Form 24F-2 (24F-2NT and 24F-2NT/A)
- Form N-PX variants (N-PX, N-PX/A, N-PX CTR, and N-PX CTR/A)
- ANE Exception Notice variants (ANE EXCEP NOTICE and ANE EXCEP NOTICE-W)

To access any of the EDGAR Filing Website functions, you will need to log in to the EDGAR Filing Website. Follow the directions described in Section 7.1.1 for details on how to obtain access and use the EDGAR Filing Website.

8.2.1 EDGAR Filing Website Menu Options

Once you log in to EDGAR, an option menu appears on the left-hand side of the browser window. This menu allows you to navigate easily through EDGAR without having to return to a menu page.

This menu is broken down into six different sections: Information Exchange, Draft Submissions,

Regulation A, Regulation Crowdfunding, Online Forms, and Support. To access the Online forms, go to the 'Online Forms' section on the EDGAR menu. For more information on the six sections of the EDGAR menu, refer to Section 7.1.1, "Using the EDGAR Filing Website."

8.2.2 General Information on Online Forms

This section discusses the basic information you need to know to file Online Forms. Throughout the filing process, you will have the ability to view the filing instructions, view and print the form, save the form to your computer, and exit the process. The following menu items display on the right hand corner of the Online Forms window:

- The 'Submit' function will allow you to submit the completed form to EDGAR. Selecting this function will transmit your submission and you will see an indicator of the submission progress.
- The 'Save' function will enable you to save a partially completed form on your computer. To resume working on the form at a later time, log in again and select the 'Continue with Saved <Form>' option available on the Type of Filing selection screen of each form. If you use Google Chrome as your web browser, refer to Section 2.3.3 for details on how to set up the Google Chrome browser's save/download preferences.
- The 'Print' function allows you to print either a blank form or a current form.
  - Print Blank Form: This option will display a blank form in PDF.
  - Print Current Form: This option will display a partially or fully completed form in HTML format.
- The 'Instructions' function will display the instructions for completing a form.
- The 'Exit' function will prompt you to confirm and then close the current form filing. Any data entered will be discarded unless you first 'Save' the work you have entered.

Note: When entering data in a form, a time-out warning message will be displayed if the form's browser window is left inactive for 55 minutes.

Click the [Keep Alive] button to keep the current session active and prevent a time-out at 60 minutes of inactivity.

8.2.2.1 Help Functions

The following help functions will provide you with more information during the Online Form filing process:

- Field Help: Help text will be available for selected fields by placing your mouse over the field labels.
- 'Instructions' link: This link will display instructions for completing a form.

8.2.2.2 Navigating Online Forms

There are several ways to navigate within Online Forms. To navigate from item to item, you may perform one of the following:

- Click [Previous] located at the bottom left of the screen, to return to the previous screen.

- Click [Next] located at the bottom right of the screen, to navigate to the next screen.
- Select the appropriate form Item from the navigation menu located on the left side of the screen.

8.2.2.3 Validating Online Forms

EDGAR will validate the information that you have entered for Online Forms at different levels. EDGAR will validate forms at an individual screen level and the entire form when you click the [Submit] button. Additionally, EDGAR also provides the option of validating document attachments.

EDGAR will check to ensure that each screen is completed appropriately before you can proceed to the next form screen or submit your form. Required fields are indicated by an asterisk to the right of the label name (for example, Filer CIK* and Filer CCC* are some of the required fields.) If EDGAR detects invalid information for a field at the individual screen level, a red 'x' icon is displayed within the field. Clicking the icon displays a message describing the type of information that belongs in the field to help you correct the errors, before final submission of the form.

When you complete the entire Online Form and click the [Submit] button, EDGAR will automatically validate your form's information. If there are errors, they must be corrected for each form screen. For best results, it is recommended that you correct the errors in sequence, starting with the first screen that has invalid information.

8.2.3 File Regulation A Forms

This section describes the general process for preparing and submitting Regulation A submissions under the Securities Act of 1933 to EDGAR for processing.

Issuers can file the following Regulation A submission form types:

Draft Submissions

- DOS: Non-public draft offering statement under Regulation A
- DOS/A: Non-public draft pre-qualification amendment for offering statement under Regulation A
- DOSLTR: Draft Offering Statement Letter

Regulation A Offering Statements and Circulars

- 1-A: Offering statement under Regulation A
- 1-A/A: Pre-qualification amendment for offering statement under Regulation A
- 1-A POS: Post-qualification amendment to a 1-A offering statement
- 1-A-W: Withdrawal of offering statement under Regulation A
- 1-A-W/A: Amendment to a withdrawal of offering statement under Regulation A
- 253G1: Reflects information previously omitted from the offering circular in reliance on Rule 253(b)

- 253G2: Reflects information that constitutes a substantive change from or addition to the information set forth in the last offering circular
- 253G3: Reflects information covered in both 253G1 and 253G2
- 253G4: Reflects information covered in 253G1, 253G2 or 253G3 that is not being timely filed

Regulation A Ongoing Reports

- 1-K: Annual Report Pursuant to Regulation A
- 1-K/A: Amendment to Annual Report Pursuant to Regulation A
- 1-SA: Semiannual Report Pursuant to Regulation A
- 1-SA/A: Amendment to Semiannual Report Pursuant to Regulation A
- 1-U: Current Report pursuant to Regulation A
- 1-U/A: Amendment to Current Report pursuant to Regulation A
- 1-Z: Exit Report under Regulation A
- 1-Z/A: Amendment to Exit Report under Regulation A
- 1-Z-W: Withdrawal of Exit Report under Regulation A
- 1-Z-W/A: Amendment to a withdrawal of Exit Report under Regulation A

8.2.3.1 General Information for Regulation A Forms

The following section provides general information that is applicable to Regulation A form types:

- You can access Regulation A form types using the:
  - 'Regulation A' or 'Draft Offering Statement' link on the EDGAR menu of the EDGAR Filing Website
  - 'REG A' link on the EDGARLink Online Submission Type Selection screen
- You can submit filer-constructed XML submissions for all Regulation A submission form types (with the exception of DOS, DOS/A, and DOSLTR) via the 'Transmit' link on the EDGAR Menu. For DOS, DOS/A, and DOSLTR no filer-constructed XML submissions will be accepted. Refer to Chapter 9, "Filer-Constructed XML Submissions," for information on filer-constructed submissions.
- You must provide a valid Issuer CIK and CCC on the Filer Information screen for submission form types DOS, DOS/A, 1-A, 1-A/A, 1-K, 1-K/A, 1-Z, and 1-Z/A prior to entering any other data. Based on the CIK and CCC entered, certain fields on the Issuer Information screen are pre-populated with information maintained in EDGAR.
- For submission form types DOS/A, 1-A, 1-A/A, 1-A POS, 1-K/A, and 1-Z/A form data will be pre-populated based on the CIK, CCC, and file number entered, eliminating the need to re-enter this information. The details are as follows:
  - The system will pre-populate submission form type DOS/A with data from the most

recent previously accepted DOS or DOS/A filing with the '367' prefix file number provided by the issuer, with the exception of the fields that are populated from the company database after the issuer has entered a valid CIK/CCC combination.

- The system will pre-populate submission form type 1-A with data from the most recent previously accepted DOS or DOS/A submission, with the exception of the fields that are populated from the company database, if the issuer enters the file number from the most recently accepted DOS or DOS/A filing with a '367' file number prefix and a valid CIK/CCC combination.

  Issuers can edit all fields on submission form type 1-A, except three fields, namely "Exact name of issuer as specified in the issuer's charter," "CIK," and "Total (the sum of the aggregate offering prices in the four preceding paragraphs)."
- The system will pre-populate submission form types 1-A/A with data from the most recent previously accepted 1-A or 1-A/A submission having the same '024' prefix file number as that provided by the issuer, with the exception of the fields that are populated from the company database after the issuer has entered a valid CIK/CCC combination.
- The system will pre-populate submission form type 1-A POS with data from the most recent previously accepted 1-A or 1-A/A submission having the same '024' prefix file number as that provided by the issuer, with the exception of the fields that are populated from the company database after the issuer has entered a valid CIK/CCC combination.
- The system will pre-populate submission form type 1-K/A with data from the most recent previously accepted 1-K or 1-K/A submission having the same '24R' prefix file number as provided by the issuer, with the exception of the fields that are populated from the company database after the issuer has entered a valid CIK/CCC combination.
- The system will pre-populate submission form type 1-Z/A with data from the most recent previously accepted 1-Z or 1-Z/A submission having the same '24R' prefix file number as provided by the issuer, with the exception of the fields that are populated from the company database after the issuer has entered a valid CIK/CCC combination.

- Throughout the filing process, you will have the ability to:
  - save the form to your computer
  - view and print the blank form or current form
  - submit the form
  - view the filing instructions
  - exit the process via the menu buttons displayed on the upper right corner of the screen. For more information, refer to Section 8.2.2, "General Information on Online Forms."
  - You can use the following help functions during your filing process. Place your mouse pointer over a field label to view context-sensitive help message. Or, click the 'Instructions' link to view filing instructions in a new browser window.

8.2.4 Completing a Regulation A Submission

This section guides you in preparing and submitting the following Regulation A form types:

- Form 1-A and its variants

- Form 1-K and its amendment
- Form 1-Z and its amendment

8.2.4.1 Selecting a Regulation A Form Type

The first step to filing a Regulation A form is to select a submission form type on the File Regulation A Forms screen. To navigate to this screen, click the 'Regulation A' link on the navigation menu of the EDGAR Filing Website. The File Regulation A Forms screen is displayed and allows you to select a specific form for filing.

- Select the "DOS: Non-public draft offering statement under Regulation A" option to submit a non-public draft offering statement.Select the "DOS/A: Non-public draft pre-qualification amendment for offering statement under Regulation A" option to amend a previously filed DOS submission.
- Select the "DOSLTR: Draft Offering Statement Letter" option to submit correspondence related to Draft Offering Statement.
- Select the "1-A: Offering statement under Regulation A" option to submit an offering statement under Regulation A.
- Select the "1-A/A: Pre-qualification amendment for offering statement under Regulation A" option to submit a pre-qualification amendment to a previously accepted 1-A submission.
- Select the "1-A POS: Post-qualification amendment to a 1-A offering statement" option to submit a post-qualification amendment to a previously accepted 1-A or 1-A/A submission.
- Select the "1-A-W: Withdrawal of offering statement under Regulation A" option to withdraw a previously accepted offering statement under Regulation A.
- Select the "1-A-W/A: Amendment to a withdrawal of offering statement under Regulation A" option to amend a previously accepted 1-A-W submission.
- Select the "253G1: Reflects information previously omitted from the offering circular in reliance on Rule 253(b)" option to submit information previously omitted from the offering circular in reliance on Rule 253(b).
- Select the "253G2: Reflects information that constitutes a substantive change from or addition to the information set forth in the last offering circular" option to submit information that constitutes a substantive change from or addition to the information set forth in the last offering circular.
- Select the "253G3: Reflects information covered in both 253G1 and 253G2" option to submit information included in both 253G1 and 253G2.
- Select the "253G4: Reflects information covered in 253G1, 253G2 or 253G3 that is not being timely filed" option to submit information covered in 253G1, 253G2 or 253G3 that is not being timely filed.
- Select the "1-K: Annual Report Pursuant to Regulation A" option to submit an annual report pursuant to Regulation A.
- Select the "1-K/A: Amendment to Annual Report Pursuant to Regulation A" option to amend

an annual report pursuant to Regulation A.

- Select the "1-SA: Semiannual Report Pursuant to Regulation A" option to submit a semiannual report pursuant to Regulation A.
- Select the "1-SA/A: Amendment to Semiannual Report Pursuant to Regulation A" option to amend a semiannual report pursuant to Regulation A.
- Select the "1-U: Current Report pursuant to Regulation A" option to submit a current report pursuant to Regulation A.
- Select the "1-U/A: Amendment to Current Report pursuant to Regulation A" option to amend a current report pursuant to Regulation A.
- Select the "1-Z: Exit Report under Regulation A" option to submit an exit report under Regulation A.
- Select "1-Z/A: Amendment to Exit Report under Regulation A" option to amend an exit report under Regulation A.
- Select the "1-Z-W: Withdrawal of Exit Report under Regulation A" option to withdraw a previously accepted exit report under Regulation A.
- Select "1-Z-W/A: Amendment to a withdrawal of Exit Report under Regulation A" option to amend a previously filed withdrawal of exit report under Regulation A.
- Select the "Continue with any saved Regulation A Form (Stored on your computer)" option to continue working on a previously saved Regulation A filing.

  In addition, you can use the "Restore" function within the EDGARLink Online application to continue working on a previously saved EDGARLink Online submission form type (DOSLTR, 1-A-W, 1-A-W/A, 253G1, 253G2, 253G3, 253G4, 1-SA, 1-SA/A, 1-U, 1-U/A, 1-Z-W, and 1-Z-W/A). For more information on the "Restore" function, refer to Section 7.3.1.3, "EDGARLink Online Tool Bar."

If you want to Make Draft Offering Statement Public:

- Click the 'Disseminate Draft Offering Statement' link to disseminate previously accepted draft offering statements (DOS and DOS/A) to the public. Refer to Section 7.7.2, "Disseminating Draft Offering Statements," for instructions on how to disseminate draft offering statements.

Once you select a submission form type on the File Regulation A Forms screen, click the [Next] button. You will be directed to the Filer Information screen specific to the selected form type.

Important: When you select submission form types DOSLTR, 1-A-W, 1-A-W/A, 253G1, 253G2, 253G3, 253G4, 1-SA, 1-SA/A, 1-U, 1-U/A, 1-Z-W, or 1-Z-W/A on the File Regulation A Forms screen, the EDGARLink Online application is displayed and you must use this application to prepare these forms. For instructions on how to complete these EDGARLink Online forms, refer to Section 7.3, "Preparing Your EDGARLink Online Submission."

8.2.4.2 Filer Information

The Filer Information screen allows you to enter issuer information for submission form types

DOS, DOS/A, 1-A, 1-A/A, 1-A POS, 1-K, 1-K/A, 1-Z, and 1-Z/A. The submission form type displays as a screen title and corresponds to the type of submission selected on the File Regulation A Forms screen.

Complete the fields that pertain to the form that you are filing:

- **Issuer CIK and CCC**: Enter the CIK and CCC of the issuer that is submitting the filing.
- **File Number**: The File Number field allows up to 17 characters and only one file number may be included for each registrant. The prefix may contain 1-3 digits, the sequence number may contain 1-8 digits, the optional suffix may contain 1-4 characters, and the fields are separated with a hyphen.
  - **File Number (with 367-prefix)**: This field is optional for submission form type 1-A and mandatory for submission form type DOS/A. Enter the SEC-supplied draft offering statement (DOS) file number. Sample value: 367-00000-1.
    If you submitted a DOS filing, you can provide the SEC-supplied draft offering statement ("DOS") file number to pre-populate certain data in your Form 1-A filing.
  - **File Number (with 024-prefix)**: This field is mandatory for submission form types 1-A/A and 1-A POS. Enter the SEC-supplied file number.
    Sample value: 024-00000-1.
  - **File Number (with 24R-prefix)**: This field is mandatory for submission form types 1-K/A and 1-Z/A. Enter the SEC-supplied file number. Sample value: 24R-00000-1.
    When adding a new issuer, you can enter "NEW" in the File Number field to generate a file number for the New Issuer with the same prefix and sequence number and the next available suffix. Sample value: 24R-00000-2.
- **Co-issuer CIK and CCC**: Enter the CIK and CCC for a registrant associated with this submission. The CCC field is case-sensitive with a length of 8 characters, at least one of which must be a numeral and at least one must be @, #, $, or *.
- **Co-issuer File Number**: Enter the SEC-supplied file number. This field is mandatory if you enter a value in the Co-issuer CIK field for submission form types 1-A/A, 1-A POS, DOS/A, 1-K/A, and 1-Z/A. Similarly, this field is mandatory for submission form types 1-K and 1-Z if you select the "Is this an electronic copy of an official filing submitted in paper format?" check box and enter a value in the Co-issuer CIK field. When adding a new co-issuer, you can enter "NEW" in the Co-issuer File Number field.
- **Is this an electronic copy of an official filing submitted in paper format?**: Select the "Yes" check box if this submission is a confirming electronic copy of an official filing previously submitted in paper format. An electronic confirming copy of a paper filing is not an official filing.
  - For submission form types 1-K and 1-Z, the File Number field is displayed and mandatory if you select the "Yes" check box for "Is this an electronic copy of an official filing submitted in paper format?" Enter the SEC-supplied file number in the File Number field (Sample value: 24R-00000-1). When adding a new issuer, you can enter "NEW" in the File Number field to generate a file number for the New Issuer.
- **Is filer a shell company?**: Select a response to indicate if the filer is a shell company on

submission form types 1-K and 1-K/A.

- **Is this filing by a successor company pursuant to Rule 257(b)(5) resulting from a merger or other business combination?**: Select a response to indicate if this filing is related to a merger in which the successor company is filing.
  - For submission form types 1-K, 1-K/A, 1-Z, and 1-Z/A, the File Number field is displayed and mandatory if you select "Yes" for "Is this filing by a successor company pursuant to Rule 257(b)(5) resulting from a merger or other business combination?" question. Enter the SEC-supplied file number in the File Number field (Sample value: 24R-00000-1).
- **Is this a LIVE or TEST filing?**: Select the radio button to mark the submission as a LIVE or TEST filing. Select the "TEST" radio button if you want to submit a test filing and EDGAR will treat the submission as a test and it will not be disseminated.
- **Period**: Enter or select the end date of report or period of filing for submission form type 1-K and 1-K/A. The date entered must be in MM/DD/YYYY format. A future date is not allowed.
- **Submission Contact Information**: Enter the contact information (name, phone number, and e-mail address) of the issuer.
- **Notify via Filing Website only?**: Select the check box to download the filing status notification (whether a filing is accepted or suspended) from the EDGAR Filing Website. Selecting this option restricts EDGAR from sending e-mail notifications of filing status.
- **Notification E-mail Address**: If you want to notify others about the status of the filing, then enter their e-mail addresses. After you submit the filing, EDGAR will automatically send notification messages to these e-mail addresses informing them of the filing status, i.e., whether the filing was accepted or suspended.
  - Adding or Removing Additional E-Mail Addresses
    - You may add up to three e-mail addresses by clicking the [Add] button. An e-mail address must be in the standard e-mail format and include one "@" and at least one "." after the "@"
    - You may remove an e-mail address by clicking the [Delete] button next to the e-mail address to be removed.
- **Check box if no changes to the information required by Part I have occurred since the last filing of this offering statement**: Select this check box to indicate that no changes to the information required by Part I have occurred since the last filing of this offering statement. Note that if this check box is selected, all remaining fields on all screens of submission form types 1-A/A, DOS/A, and 1-A POS, will become non-editable.

8.2.4.3 Form 1-A

Form 1-A collects basic information about the issuer and the offering, and is composed of eight tabs:

- Filer Information

- Item 1: Issuer Information
- Item 2: Issuer Eligibility
- Item 3: Application of Rule 262
- Item 4: Summary Information Regarding the Offering and Other Current or Proposed Offerings
- Item 5: Jurisdictions in Which Securities are to be Offered
- Item 6: Unregistered Securities Issued or Sold Within One Year
- Documents

To assist you in filing Form 1-A or its variants (1-A/A, 1-A POS, DOS, and DOS/A), a comprehensive description of each screen is given below. You must complete mandatory fields on all relevant tabs and attach required documents when submitting a Form 1-A or a variant submission. For information on the Documents tab, refer to Section 8.2.4.6, "Documents."

Filer Information

This screen allows you to enter issuer information, such as the Issuer CIK and CCC, File Number, and Contact Information. Based on the information provided on this screen, certain fields on other tabs will be pre-populated such as IRS Employer Identification Number and Jurisdiction of Incorporation associated with the CIK entered. For more information, refer to Section 8.2.4.2, "Filer Information."

Item 1: Issuer Information

The Issuer Information screen for Form 1-A enables you to provide information about the issuer, which includes the issuer's identity, industry group, number of employees, contact information, as well as financial statements and capital structure.

The following fields on the Issuer Information screen are pre-populated with information maintained in EDGAR for the issuer's CIK. The pre-populated fields that are non-editable appear dim on the screen.

- **Exact name of issuer as specified in the issuer's charter**: Displays the name of the security issuer on whose behalf the Form 1-A is filed. This field is pre-populated based on the CIK entered on the Filer Information screen, and is not editable.
- **Jurisdiction of incorporation / organization**: Displays the jurisdiction in which the business is registered. This field is pre-populated from the company database if there is a jurisdiction of incorporation associated with the company for the CIK entered on the Filer Information screen. The system will allow you to edit the field, if no 'State of Incorporation' information is stored in the company database. A change to this field will update the 'State of Incorporation' information stored in the company database.
- **I.R.S. Employer Identification Number**: Displays the IRS Employer Identification Number. This field is pre-populated from the company database if there is an I.R.S employee identification number associated with the company for the CIK entered on the Filer Information screen. The system will allow you to edit the field, if EDGAR does not have the IRS Number in the company database.

- **CIK**: Displays the CIK of the primary registrant. This field is pre-populated based on the CIK number entered on the Filer Information screen, and is not editable.
- **Address of Principal Executive Offices**: Displays the address and phone number of the principal or main office where issuer's business is conducted. This field is pre-populated from the company database if there is an address associated with the company for the CIK entered on the Filer Information screen. The system will allow you to edit these fields, if no address is stored in the company database. A change to these fields will update the company information for the Address of Principal Executive Offices.

Making Changes to Issuer/Company Information

If you need to make changes to the issuer/company information, click the hyperlinked word "here" within 'Changes to company information that is auto-populated on this submission, and appears as non-editable, including Company Name, Contact Address, Fiscal Year End, and Jurisdiction of Incorporation may be made here.' You will be directed to the Retrieve/Edit Data screen on a new browser window, where you may modify this information maintained in EDGAR. However, the modified information will only be displayed on the applicable fields in Form 1-A if you exit the current session and restart the filing process.

Complete the remaining fields on the Issuer Information screen. The fields on the Issuer Information screen are grouped under two main sections: Contact Information and Financial Statements.

- **Year of Incorporation**: Enter the year of incorporation for the primary issuer. A response is required in YYYY format. A future date is not allowed.
- **Primary Standard Industrial Classification Code**: Select a valid SIC code from the drop down list.
- **Total number of full-time employees**: Enter the total number of full time employees. A value equal to or greater than zero must be provided.
- **Total number of part-time employees**: Enter the total number of part-time employees. A value equal to or greater than zero must be provided.
- **Provide the following information for the person the Securities and Exchange Commission's staff should call in connection with any pre-qualification review of the offering statement**: Enter the name, mailing address, and phone number of the person that the SEC staff should call in connection with any pre-qualification review of the offering statement.
- **Provide up to two e-mail addresses to which the Securities and Exchange Commission's staff may send any comment letters relating to the offering statement. After qualification of the offering statement, such e-mail addresses are not required to remain active**: Enter at least one e-mail address of the contact person for this filing (up to 80 characters). A maximum of two e-mail addresses may be added.
- **Financial Statements**: This section enables you to provide financial statements of the most recent period contained in this offering statement.
    - Industry Group (select one): Select Banking, Insurance, or Other to indicate your industry group. Based on your selection of the industry group, certain fields under "Balance Sheet

Information" and "Statement of Comprehensive Income Information" will be grayed out and non-editable.

- **Balance Sheet Information**: Enter a value for each editable field under "Balance Sheet Information" for the most recent fiscal period contained in this offering statement. The value entered must be greater than or equal to zero in N,NNN,NNN,NNN,NNN.NN format (up to 13 digits before the decimal and 2 digits after the decimal).

  Note: The value entered in the "Total Liabilities" field must be equal to or greater than the sum of the values entered in the following fields: Accounts Payable and Accrued Liabilities, Policy Liabilities and Accruals, and Long Term Debt. Negative values are permitted for the following fields: Total Assets, Total Stockholders' Equity, and Total Liabilities and Equity. In addition, the value entered in the "Total Liabilities and Equity" field must equal the value entered in the "Total Assets" field.

- **Statement of Comprehensive Income Information**: Enter a value for each editable field under "Statement of Comprehensive Income Information" for the most recent fiscal period contained in this offering statement. The value entered must be greater than or equal to zero in N,NNN,NNN,NNN,NNN.NN format (up to 13 digits before the decimal and 2 digits after the decimal).

  Enter the name of the auditor, if you select Tier 2 in Item 4. You may enter up to 150 characters.

  Note: Negative values are permitted for the following fields: Costs and Expenses Applicable to Revenues, Net Income, Earnings Per Share - Basic, and Earnings Per Share - Diluted.

- **Outstanding Securities**: Enter a value for the Name of Class of securities, Units Outstanding, the CUSIP (Committee on Uniform Securities Identification Procedures), and the Name of Trading Center or Quotation Medium, for the three different types of securities: Common Equity, Preferred Equity, and Debt Securities:

  - You must enter a value for Units Outstanding, and the value entered must be greater than or equal to zero (an integer ranging from 0 to 9,999,999,999,999).
  - If a value of 0 is provided for Units Outstanding, you can optionally enter values for Name of Class, CUSIP, and Name of Trading Center or Quotation Medium.
  - If a value greater than 0 is provided for Units Outstanding, then the following fields are mandatory:
    - Name of Class (if any) (maximum of 50 characters)
    - CUSIP (if any) (9 characters)
    - Name of Trading Center or Quotation Medium (if any) (maximum of 50 characters)
  - You may enter up to ten Outstanding Securities for each type of security (Common Equity, Preferred Equity, and Debt Securities).
  - You may only enter one CUSIP for each type of security (Common Equity, Preferred

Equity, and Debt Securities).

Item 2: Issuer Eligibility

The Issuer Eligibility screen for Form 1-A allows you to certify that the following statements are true for the issuer(s):

- Organized under the laws of the United States or Canada, or any State, Province, Territory or possession thereof, or the District of Columbia.
- Principal place of business is in the United States or Canada.
- Not a development stage company that either (a) has no specific business plan or purpose, or (b) has indicated that its business plan is to merge with an unidentified company or companies.
- Not an investment company registered or required to be registered under the Investment Company Act of 1940.
- Not issuing fractional undivided interests in oil or gas rights, or a similar interest in other mineral rights.
- Not issuing asset-backed securities as defined in Item 1101 (c) of Regulation AB.
- Not, and has not been, subject to any order of the Commission entered pursuant to Section 12(j) of the Exchange Act (15 U.S.C. 78l(j)) within five years before the filing of this offering statement.
- Has filed with the Commission all the reports it was required to file, if any, pursuant to Rule 257 during the two years immediately before the filing of the offering statement (or for such shorter period that the issuer was required to file such reports).

Item 3: Application of Rule 262

The Application of Rule 262 screen enables you to:

- Certify that as of the time of the filing, each person described in Rule 262 of Regulation A is either not disqualified under that rule or is disqualified but has received a waiver of such disqualification. (You will not be permitted to submit the filing, if the corresponding check box is not selected.)
- Indicate whether "bad actor" disclosure under Rule 262(d) is included in Part II of the offering statement (i.e., events that would have been disqualifying but occurred before the effective date of the amendments to Regulation A).

Item 4: Summary Information Regarding the Offering and Other Current or Proposed Offerings

The Summary Information Regarding the Offering and Other Current or Proposed Offerings screen allows you to provide information about the offering, including:

- whether you are conducting a Tier 1 or Tier 2 offering
- whether financial statements have been audited
- the types and number of securities offered

- price per security
- the intent to offer the securities on a delayed or continuous basis pursuant to Rule 251(d)(3)
- proposed sales by selling securityholders and affiliates
- the intent to price this offering after qualification pursuant to Rule 253(b)
- anticipated fees in connection with the offering
- the names of auditors, legal counsel, underwriters, and other entities providing services in connection with the offering

Follow the steps given below to provide information regarding the offering and current or proposed offerings:

1. Indicate whether you are conducting a Tier 1 or Tier 2 offering by selecting the appropriate radio button.

   If you select "Tier 2" offering, then the "Check the appropriate box to indicate whether the financial statements have been audited" field will become non-editable and the "Audited" radio button will be automatically selected. If "Tier 1" offering is selected, you must indicate whether the financial statements are audited.
2. Specify the types of securities offered in this offering statement by selecting all applicable check boxes. If you select the "Other" check box, enter a description of the type of security in the corresponding field.
3. Indicate whether the issuer intends to offer the securities on a delayed or continuous basis pursuant to Rule 251(d)(3), by selecting the appropriate radio button.
4. Indicate whether the issuer intends this offering to last more than one year, by selecting the appropriate radio button.
5. Indicate whether the issuer intends to price this offering after qualification pursuant to Rule 253(b), by selecting the appropriate radio button.
6. Indicate whether the issuer will be conducting a best efforts offering, by selecting the appropriate radio button.
7. Indicate whether the issuer used solicitation of interest communications in connection with the proposed offering, by selecting the appropriate radio button.
8. Indicate whether the proposed offering involves the resale of securities by affiliates of the issuer, by selecting the appropriate radio button.
9. Enter the number of securities offered. The value may range from 1 to 9,999,999,999.
10. Enter the number of securities of that class outstanding. The value may range from 0 to 9,999,999,999.

The information requested in Steps 11 through 15 below may be omitted if undetermined at the time of filing or submission, with the exception that if a price range has been included in the offering statement, the midpoint of that range must be used to respond. You may include zero if a particular item is not applicable to the offering. Refer to Rule 251(a) for the definition of "aggregate offering price" as used in this item.

11. Enter the price per share for the security or leave the field blank if undetermined. If a value is entered, it must be greater than zero and in the

N,NNN,NNN,NNN,NNN.NNNN format.

12. Enter the portion of the aggregate offering price attributable to securities being offered on behalf of the issuer. A value equal to zero or greater must be entered in the N,NNN,NNN,NNN,NNN.NN format.
13. Enter the portion of the aggregate offering price attributable to the securities being offered on behalf of selling securityholders. A value equal to zero or greater must be entered in the N,NNN,NNN,NNN,NNN.NN format.
14. Enter the portion of the aggregate offering price attributable to all the securities of the issuer sold pursuant to a qualified offering statement within the 12 months before the qualification of this offering statement. A value equal to zero or greater must be entered in the N,NNN,NNN,NNN,NNN.NN format.
15. Enter the estimated portion of aggregate sales attributable to securities that may be sold pursuant to any other qualified offering statement concurrently with securities being sold under this offering statement. A value equal to zero or greater must be entered in the N,NNN,NNN,NNN,NNN.NN format.
16. The sum of the aggregate offering prices in the four preceding paragraphs is automatically populated in the "Total" field, and is not editable.

    Note: If the total value is above $20 million, Tier 1 cannot be selected in Step 1 since the "Total" exceeds that allowable for a Tier 1 offering. A Tier 2 offering must be selected in Step 1 for aggregate offering prices that exceed $20 million in total.

17. In the table displayed, enter the names of service providers and the anticipated fees in connection with this offering.

    In the "Name of Service Provider" column, enter the names of the service providers receiving anticipated fees in connection with this offering.

    In the "Fees" column, enter the amount of anticipated fees in connection with this offering for this service provider. The value must be equal to or greater than zero and in NNN,NNN,NNN,NNN.NN format (Up to 13 digits before the decimal and 2 digits after the decimal). If a value is entered in the "Fees" row, a corresponding entry in the "Name of Service Provider" row is required, unless the fee is 0.
18. Enter the valid 9 digit CRD number of any broker or dealer listed.
19. Enter the amount of estimated net proceeds to the issuer. A value equal to zero or greater must be entered in N,NNN,NNN,NNN,NNN.NN format.
20. If necessary, you can provide clarification in the "Clarification of responses (if necessary)" field. Clarifications should not exceed 255 characters.

Item 5: Jurisdictions in Which Securities are to be Offered

The Jurisdictions in Which Securities are to be Offered screen allows you to specify the jurisdictions in which the securities are to be offered.

Follow the steps given below to specify the jurisdictions in which the securities are to be offered:

1. From the "All US States and Jurisdictions" list box, select the jurisdictions in which the issuer intends to offer the securities and use the [Add] button to make your

selection.

- Select the [Add All] button to select all jurisdictions in the list box.

2. From the "All US States and Jurisdictions" list box, select the jurisdictions in which the securities are to be offered by underwriters, dealers or sales persons and use the [Add] button to make your selection.
   - Select the "None" check box or the "Same as the jurisdiction in which the issuer intends to offer the securities," as applicable.

Item 6: Unregistered Securities Issued or Sold Within One Year

The Unregistered Securities Issued or Sold Within One Year screen allows you to provide:

- names of the issuer of unregistered securities that were issued or sold within one year before this filing.
- title of unregistered securities issued.
- total amount of such securities issued.
- amount of securities sold by or for the director, officer, promoter or principal security holder or underwriter.
- aggregate consideration for which the securities were issued and the basis for computing the amount.
- aggregate consideration for which the securities were issued to the director, officer, promoter or principal security holder or underwriter and the basis for computing the amount.

Follow the steps given below to provide information on unregistered securities issued or sold within one year:

1. Select the "None" check box to indicate that no unregistered securities were issued or sold within one year before this filing.

   If the "None" check box is selected, responses for fields (a) through (d) in Item 6 will not be permitted.

   However, if the "None" check box is not selected then fields (a) through (d) in Item 6 are required. Follow steps 2 to 8 to complete fields (a) through (d).
2. In (a), enter the name of the issuer. The field allows up to 150 characters.
3. In (b)(1), enter the title of securities issued. The field allows up to 255 characters.
4. In (2), enter the number of securities issued. The value may range from 1 to 9,999,999,999,999.
5. In (3), enter the number of securities issued to the described persons. The value may range from 0 to 9,999,999,999,999.
6. In (c)(1), enter the aggregate consideration for which the securities were issued and basis for computing the amount. The field allows up to 2000 characters.
7. In (2), enter the aggregate consideration for which the securities were issued to the described persons and the basis for computing the amount. This field allows up to 2000 characters.

8. Enter the section of the Securities Act or Commission rule or regulation relied upon for exemption from the registration requirements of such Act and state briefly the facts relied upon for such exemption. This field allows up to 255 characters.

8.2.4.4 Form 1-K

Issuers must use Form 1-K to file annual reports or special financial reports for the year ended under Regulation A. Form 1-K is composed of four tabs:

- Filer Information
- Tab 1 Notification
- Summary Information Regarding Prior Offering and Proceeds
- Documents

You must complete information on all relevant tabs and attach required documents when submitting a Form 1-K or an amendment submission. To assist you in filing Form 1-K and its amendment, a comprehensive description of each screen is given below. For information on the Documents tab, refer to Section 8.2.4.6, "Documents."

Filer Information

This screen allows you to enter issuer information, such as the Issuer CIK and CCC, File Number, and Contact Information. Based on the information provided on this screen, certain fields such as IRS Employee Identification Number and Jurisdiction of Incorporation associated with the CIK entered will be pre-populated on the Tab 1 Notification screen. For more information, refer to Section 8.2.4.2, "Filer Information."

Tab 1 Notification

The Tab 1 Notification screen for Form 1-K enables you to specify if the form 1-K is an annual report or special financial report for the fiscal year ended. It also allows you to provide the following disclosures including:

- issuer name
- jurisdiction of incorporation
- IRS Employee Identification Number
- principal or main office where issuer's business is conducted
- title of each class of securities issued pursuant to Regulation A

The following fields on the Tab 1 Notification screen are pre-populated with information maintained in EDGAR for the issuer CIK. Pre-populated data that is non-editable appears dim on the screen.

- **Fiscal Year End**: Displays the date entered in the "Period" field in the Filer Information screen
- **Exact name of issuer as specified in the issuer's charter**: Displays the name of the issuer. This field is pre-populated from the entity name associated with CIK number entered on the Filer Information screen, and is not editable

- **Jurisdiction of incorporation / organization**: Displays the jurisdiction in which the business is registered. This field is pre-populated from the EDGAR company information, associated with the CIK number entered on the Filer Information screen. The system allows you to edit the field if the 'Jurisdiction of Incorporation/Organization' information is incorrect in the company database.
- **I.R.S. Employer Identification Number**: Displays the IRS Employer Identification Number. This field is pre-populated based on the CIK number entered on the Filer Information screen when there is an I.R.S employer identification number associated with the CIK/company. If EDGAR does not have a record of the 'IRS Number,' you must enter a valid I.R.S Employer Identification Number (in the format DD-DDDDDDD where D is a digit)'. If you do not have an I.R.S. Employer Identification Number, enter "00-0000000."

Making Changes to Issuer/Company Information

If you need to make changes to the issuer/company information click the hyperlinked word "here" within 'Changes to company information that is auto-populated on this submission, and appears as non-editable, including Company Name, Contact Address, Fiscal Year End, and Jurisdiction of Incorporation may be made here.' You will be directed to the Retrieve/Edit Data screen on a new browser window, where you may modify this information maintained in EDGAR. However, the modified information will only be displayed on the applicable fields on Form 1-K if you exit the current session and restart the filing process.

Complete the remaining fields on the Tab 1 Notification screen.

- Address of Principal Executive Offices: Enter the address of the principal or main office where issuer's business is conducted.
- Phone Number: Enter the phone number of the contact person at the company's principal executive offices. You can include up to 20 alphanumeric characters and hyphens may be included to improve readability.
- Title of each class of securities issued pursuant to Regulation A: Enter the title of each class of securities issued pursuant to Regulation A. You can enter up to 100 responses.

Summary Information Regarding Prior Offering and Proceeds

The Summary Information Regarding Prior Offering and Proceeds screen enables you to provide information regarding offerings and proceeds for any Regulation A offering that has terminated or completed prior to the filing of this Form 1-K.

Follow the steps given below to provide information regarding offerings and proceeds:

1. If the 'Summary Information Regarding Prior Offering and Proceeds' information was previously reported in a manner permissible under Rule 257, then select the corresponding check box and leave the rest of the fields on this screen empty.

   Alternatively, if the 'Summary Information Regarding Prior Offering and Proceeds' information was not previously reported in a manner permissible under Rule 257, then do not select the corresponding check box and complete the remaining fields on this screen.
2. Enter the Commission File Number of the offering statement. The field allows up to 17 characters and only one file number may be included for each issuer. The prefix

may contain 1-3 digits, the sequence number may contain 1-8 digits, the optional suffix may contain 1-4 characters, and the fields are separated with a hyphen. Sample value: 024-00000-1.

3. Enter the date of qualification of the offering statement. The date entered must be in the format MM-DD-YYYY where MM is the 2-digit month of the year, DD is the 2-digit day of the month, and YYYY is the 4-digit year. A sample value is "07-26-2007." A future or same date is not permitted.
4. Enter the date of commencement of the offering. The date entered must be in the format MM-DD-YYYY where MM is the 2-digit month of the year, DD is the 2-digit day of the month, and YYYY is the 4-digit year. A sample value is "07-26-2007." A future date or same date is not permitted.
5. Enter the amount of securities qualified to be sold in the offering. The value may range from 1 to 9,999,999,999,999.
6. Enter the amount of securities sold in the offering. The value may range from 0 to 9,999,999,999,999.
7. Enter the price per security. The value must be greater than or equal to zero and in NNN,NNN,NNN,NNN.NNNN format.
8. Enter the portion of aggregate sales attributable to securities sold on behalf of the issuer in the corresponding field. If no securities were sold on behalf of the issuer, then enter zero. You must provide a value in this field if the check box at the top of the Summary Information Regarding Prior Offering and Proceeds screen was not selected, indicating that information was previously reported in a manner permissible under Rule 257. The value entered must be greater than or equal to zero and in NNN,NNN,NNN,NNN.NN format.
9. Enter the portion of the aggregate sales attributable to securities sold on behalf of selling securityholders in the corresponding field. If no securities were sold on behalf of selling securityholders, then enter zero. You must provide a value in this field if the check box at the top of the Summary Information Regarding Prior Offering and Proceeds screen was not selected, indicating that information was previously reported in a manner permissible under Rule 257. The value entered must be greater than or equal to zero and in NNN,NNN,NNN,NNN.NN format.
10. In the table displayed, enter the names of the service providers and their fees in connection with this offering.

    In the "Name of Service Provider" column, enter the name of the service provider that is receiving fees in connection with this offering.

    In the "Fees" column, enter the amount of fees in connection with this offering for the service provider. The value must be equal to or greater than zero and in NNN,NNN,NNN,NNN.NN format (Up to 13 digits before the decimal and 2 digits after the decimal). If a value is entered in the "Fees" row, a corresponding entry in the "Name of Service Provider" row is required, unless the fee is 0.
11. Enter a valid 9 digit CRD number of any broker or dealer listed.
12. Enter the amount of net proceeds to the issuer in the text box provided. A value equal to zero or greater must be entered in N,NNN,NNN,NNN,NNN.NN format (13 digits

before the decimal and 2 digits after the decimal).

13. If necessary, you can provide clarification in the "Clarification of responses (if necessary)" field. Clarifications should not exceed 255 characters.

8.2.4.5 Form 1-Z

Issuers must use Form 1-Z to file an exit report under Regulation A. Form 1-Z is composed of five tabs:

- Filer Information
- Preliminary Information
- Part I Summary Information Regarding the Offering and Proceeds
- Part II Certification of Suspension of Duty to File Reports
- Signature

To assist you in filing Form 1-Z and its amendment, a comprehensive description of each screen is given below.

Filer Information

This screen allows you to enter issuer information, such as the Issuer CIK and CCC, File Number, and Contact Information. Based on the information provided on this screen, certain fields on the Preliminary Information screen will be pre-populated such as Commission File Number and Jurisdiction of Incorporation associated with the CIK entered. For more information, refer to Section 8.2.4.2, "Filer Information."

Preliminary Information

The Preliminary Information screen allows you to provide the address and phone number of the issuer's Principal Executive Offices and any additional file numbers.

The following are the data entry conventions for the Preliminary Information screen:

- **Exact name of issuer as specified in the issuer's charter**: This field is pre-populated with the name of the issuer, based on the CIK provided in the Filer Information screen and is non-editable.
- **Address of Principal Executive Offices**: Enter the address of the principal executive office.
- **Phone Number**: Enter the phone number of the contact person at the company's principal executive office. This field allows 20 alphanumeric characters.
- **Commission File Number(s)**: This field is pre-populated with the file number provided on the Filer Information screen. Additional file numbers for the issuer can be provided using the [Add] button; a maximum of five file numbers may be added.

Making Changes to Company Information

If you want to make changes to the company information maintained in EDGAR (e.g., Commission File Number), click the hyperlinked word "here" within 'Changes to company information that is auto-populated on this submission, and appears as non-editable, including Company Name, Contact Address, Fiscal Year End, and Jurisdiction of Incorporation may be

made here.' You will be directed to the Retrieve/Edit Data screen on a new browser window where you may modify this information maintained in EDGAR. However, the modified information will only be displayed on the applicable fields on Form 1-Z if you exit the current session and restart the filing process.

Part I Summary Information Regarding the Offering and Proceeds

The Part I: Summary Information Regarding the Offering and Proceeds screen allows you to provide summary information on completed offerings and proceeds.

Note: You can provide details of each security offering (up to five offerings) in Part I. If data is entered for any field on this screen, then all required fields on this screen must be completed prior to submission. Offerings provided on a previously submitted Form 1-K do not need to be added to Part I of Form 1-Z.

Follow the steps given below to provide the summary information regarding the offering and proceeds:

1. Enter the date of qualification of the offering statement. The date entered must be in the format MM-DD-YYYY where MM is the 2-digit month of the year, DD is the 2-digit day of the month, and YYYY is the 4-digit year. A sample value is "07-26-2007." A future date is not permitted.
2. Enter the date of commencement of the offering. The date entered must be in the format MM-DD-YYYY where MM is the 2-digit month of the year, DD is the 2-digit day of the month, and YYYY is the 4-digit year. A sample value is "07-26-2007." A future date is not permitted.
3. Enter a value greater than or equal to zero, up to 13 digits, to specify the amount of securities qualified to be sold in the offering. The value may range from 0 to 9,999,999,999,999.
4. Enter a value greater than or equal to zero, up to 13 digits, to specify the amount of securities sold in the offering. The value may range from 0 to 9,999,999,999,999.
5. Enter the price per security. The value must be greater than or equal to zero and in NNN,NNN,NNN,NNN.NNNN format. Leave the field blank if it is not applicable.
6. Enter the portion of aggregate sales attributable to securities sold on behalf of the issuer. If no securities were sold on behalf of the issuer, then enter zero. The value must be greater than or equal to zero and in NNN,NNN,NNN,NNN.NN format.
7. Enter the portion of aggregate sales attributable to securities sold on behalf of selling securityholders. If no securities were sold on behalf of the selling securityholders, then enter zero. The value must be greater than or equal to zero and in NNN,NNN,NNN,NNN.NN format.
8. In the table displayed, enter the names of the service providers and their fees in connection with this offering. If you provide a value greater than zero in the "Fees" row, then provide the name of the corresponding service provider in the "Name of Service Provider" row.
9. Enter a valid nine-digit CRD number of any broker or dealer listed.
10. Enter the amount of net proceeds to the issuer. The value must be greater than or equal to zero and in N,NNN,NNN,NNN,NNN.NN format.

11. If necessary, you can provide clarification in the "Clarification of responses (if necessary)" field. Clarifications should not exceed 255 characters.

Part II Certification of Suspension of Duty to File Reports

The Part II Certification of Suspension of Duty to File Reports screen allows you to provide a certification of Suspension of Duty to File Reports for an offering.

If data is entered for any field on this screen, then all required fields on this screen must be completed prior to submission. Follow the steps given below to complete the Part II Certification of Suspension of Duty to File Reports screen:

1. Enter the title of each class of securities issued pursuant to Regulation A. You can add up to 100 titles.
2. Enter the SEC-supplied file number in the Commission File Number(s) text box. You can add a maximum of five file numbers for the issuer by using the [Add] button.
3. Enter the approximate number of holders of record as of the certification date in the corresponding field.

Signature

The Signature screen allows an officer of the issuer or any other duly authorized person to provide a signature by typing the name in the Signature field.

The following are the data entry conventions for the Signature screen:

1. **Name of issuer as specified in charter**: This field is pre-populated with the name of the Issuer or Co-issuers, based on the CIK number provided in the Filer Information screen and is non-editable.
2. **By**: Enter the full name (i.e., first name, middle name, and last name) of the individual signing the form. Initials are not acceptable, unless they are part of the individual's legal name.
3. **Date**: Enter a past or the current date. The date entered must be in the MM-DD-YYYY format where MM is the 2-digit month of the year, DD is the 2-digit day of the month, and YYYY is the 4-digit year. A future date is not permitted.
4. **Title**: Enter the title of the person signing the form.

8.2.4.6 Documents

The Attach Documents List screen enables you to upload the attachments necessary for submission form types 1-A, 1-A/A, DOS, DOS/A, 1-A POS, 1-K, and 1-K/A.

The following are important notes to consider when attaching documents to a submission:

- Refer to Section 3.8 "Document Type Values for Exhibits Filed with Regulation A Submission Form Types," of the "How Do I Understand Automated Conformance Rules for EDGAR Data Fields" webpage on SEC.gov for a list of exhibits applicable to 1-A, 1-A/A, 1-A POS, DOS, DOS/A, 1-K, and 1-K/A submission form types (https://www.sec.gov/edgar/automated-conformance-rules).
- You can upload multiple attachments to a 1-A, 1-A/A, 1-A POS, DOS, DOS/A, 1-K or 1-K/A submission.

- For submission form types, 1-A, 1-A/A, 1-APOS, DOS, and DOS/A it is mandatory that you include Part II and III document attachments. Similarly, for submission form types 1-K and 1-K/A you are required to include at least one Part II document.
- You can upload GRAPHIC, COVER, and CORRESP document attachments for submission form types 1-A, 1-A/A, 1-A POS, 1-K and 1-K/A. Issuers can upload the same document attachments with submission form type DOS and DOS/A, with the exception of the CORRESP document.
- You can upload the document attachments in *.txt, *.htm, *.jpg, and *.pdf formats as applicable. EDGAR must receive all official documents in either ASCII format or HTML format (with optional JPG or GIF Graphic support files) or the submission will be suspended. However for the following exhibits, HTML, ASCII, and PDF formats are all acceptable as official documents:
  - EX1A-13 TST WTRS
  - EX1K-13 TST WTRS
  - EX-96 (available only for submission form types 1-A, 1-A/A, and 1-A POS)
- The maximum size of all Regulation A submissions, including all attached documents, must not exceed 200 MB. Refer to Chapter 5, "Constructing Attached Documents and Document Types" in this Volume for information on EDGAR standards for document attachments. Attaching files that do not meet these standards may cause your filing to be suspended.

Adding and Deleting a Document

To add a document, follow the steps given below:

1. Click the [Add Document] button on the Attach Documents List screen. The Select File window is displayed.
2. Select the file you want to attach and click the [Open] button. The name of the attached file is displayed in the File Name field.

   Note: The file name must follow the EDGAR file naming standards described in Section 5.1.1, "File Naming Standards."
3. Select the document type from the values displayed in the Type field.

   When attaching exhibits to a 1-A, 1-A/A, 1-A POS, DOS, DOS/A, 1-K and 1-K/A submission, you can further define the document type being submitted. To do this:
   a. Click the Pen icon to make the Type field editable.
   b. Add a decimal point (.) after the last character of the document type exhibit name, followed by a number, and enter up to 20 characters in the Type field. For example, "EX1A-2A CHARTER.001."
4. Enter a description for the attached document in the Description field. This field is optional and allows you to include up to 255 characters.
5. If you want to add multiple attachments, repeat steps 1 to 4.

To delete a document, follow the steps given below:

1. Select the check box adjacent to the document you want to delete and click the

[Delete Document] button. A window prompts you to confirm that you want to delete the document.

a. Click the [Yes] button to confirm deletion. EDGAR removes the document from the submission.
b. Click the [No] button to return to the Attached Documents List screen.

Moving a Document Up and Down

To move a document up, follow the steps given below:

1. Select the check box adjacent to the document that you wish to move up on the screen.
2. Click the [Move Doc Up] button to move the selected document up one row.

To move a document down, follow the steps given below:

1. Select the check box adjacent to the document that you wish to move down on the screen.
2. Click the [Move Doc Down] button to move the selected document down one row.

Before you transmit your submission, we recommend that you validate your document attachments.

Validating a Document

You can validate the document for errors by using the Doc Validation function.

1. Attach your documents to the EDGAR submission as described above.
2. Select the check box for the document you want to validate.
3. Click the [Validate Document] button.

   If there are no errors in the document, then the Errors field displays a value of zero. Proceed to step 6.

   If there are errors in the document, then the Errors field displays a value that corresponds to the number of errors in the document. Proceed to step 4.
4. Click the value in the Errors field for the document that contains errors. A Document Validation window opens and lists the errors in the document.
5. Correct any document errors using the tool that you used to create the document.
6. Transmit your submission, once your submission has been compiled and validated.

Note: Clicking the check box next to the File Name field will automatically select all attachments for this submission. Clicking the check box next to the File Name field again will automatically de-select all selected attachments for this submission.

8.2.4.7 Validation and Submission

When you have entered data on a 1-A, 1-A/A, DOS, DOS/A, 1-APOS, 1-K, 1-K/A, 1-Z, or 1-Z/A submission form type and are ready to submit the filing, click the [Submit] button at the top of the screen.

The system validates the form to ensure that you have completed all the required fields. (Required fields are indicated by an asterisk to the right of the label name. For example, Issuer

CIK* is a required field.) If EDGAR detects invalid information for a field at the individual screen level, a red 'x' icon is displayed within the field. Clicking the icon displays a message describing the type of information that belongs in the field to help you correct the errors. A 'red x' icon is also displayed on the tabs that contain incomplete or invalid information.

You must complete any missing information and correct any errors before re-attempting to submit your form to EDGAR. If you are filing a "Live" submission and there are no errors in the form, the system displays a Confirmation/Warning screen. Alternatively, if you are filing a "Test" submission and there are no errors in the form, the system displays an Acknowledgment screen.

Confirmation/Warning

The Confirmation screen is displayed when you are filing a "Live" submission. This screen prompts you for confirmation prior to transmitting your "Live" submission.

Click [Transmit LIVE Submission] to transmit the submission to EDGAR. If you do not want to transmit the 'Live' submission, click [Cancel] on the Confirmation screen.

If the submission transmits successfully, an Acknowledgment screen is displayed.

Submission Acknowledgment

The Acknowledgment screen provides acknowledgment of your "Live" or "Test" Regulation A submission transmission. Retain the accession number of the submission for your records.

8.2.5 File Form C

This section describes the process for preparing and submitting Form C under the Securities Act of 1933 to EDGAR for processing.

Form C has the following variants (submission form types):

- C: Offering Statement
- C-W: Offering Statement Withdrawal
- C-U: Progress Update
- C-U-W: Progress Update Withdrawal
- C/A: Amendment to Offering Statement
- C/A-W: Amendment to Offering Statement Withdrawal
- C-AR: Annual Report
- C-AR-W: Annual Report Withdrawal
- C-AR/A: Amendment to Annual Report
- C-AR/A-W: Amendment to Annual Report Withdrawal
- C-TR: Termination of Reporting
- C-TR-W: Termination of Reporting Withdrawal

Issuers who engage in crowdfunding transactions must file specific disclosures with the

Commission. The primary filing for crowdfunding offerings is 'Form C: Offering Statement.'

8.2.5.1 Basic Information for Form C Submission

The following section provides general instructions to consider when filing Form C and its variants:

- Issuers must select the 'Regulation Crowdfunding' link on the EDGAR Filing Website to file submission form types C, C-W, C-U, C-U-W, C/A, C/A-W, C-AR, C-AR-W, C-AR/A, C-AR/A-W, C-TR, and C-TR-W.
- Issuers can submit filer-constructed XML submissions for submission form types C, C-W, C-U, C-U-W, C/A, C/A-W, C-AR, C-AR-W, C-AR/A, C-AR/A-W, C-TR, and C-TR-W via the 'Transmit' link on the EDGAR Filing Website. Refer to https://www.sec.gov/submit-filings/filer-support-resources and the "EDGAR Form C XML Technical Specification" document available on the SEC's Public Website (https://www.sec.gov/submit-filings/technical-specifications) for further information.
- It is necessary to provide a valid filer CIK and CCC on the Filer Information screen for submission form types C, C-W, C-U, C-U-W, C/A, C/A-W, C-AR, C-AR-W, C-AR/A, C-AR/A-W, C-TR, and C-TR-W prior to entering any other data. Based on the CIK and CCC entered, certain fields on the Issuer Information screen and the "Issuer" name on the Signature screen are pre-populated with information maintained in EDGAR. Refer to Section 8.2.6.3 "Issuer Information" in this volume for further information.
- For submission form types C/A and C-U, form data will be pre-populated based on the CIK, CCC, and file number entered, eliminating the need to re-enter this information. The details are as follows:
  - If an issuer enters a valid CIK, CCC, and File Number on the Filer Information screen of submission form type C/A, the system will pre-populate the submission with data from the most recent, previously accepted C or C/A filing. The issuer must complete the Signature section, re-attach documents, and re-enter the required information as applicable, prior to submission.
  - If an issuer enters a valid CIK, CCC, and File Number on the Filer Information screen of submission form type C-U, the system will pre-populate the submission with data from the most recent, previously accepted C, C/A or C-U filing. Prior to filing submission form type C-U, issuers must provide an update regarding the progress of the issuer in meeting the target offering amount, complete the Signature section, and re-attach any required document attachments. Issuers will not be able to modify any information on "Offering Information" and "Disclosure Requirements" screens of submission form type C-U.
- For submission form type C-AR/A, form data will be pre-populated based on the CIK, CCC, and the Period entered, eliminating the need to re-enter this information. The details are as follows:
  - If an issuer enters a valid CIK, CCC, and Period on the Filer Information screen of submission form type C-AR/A, the system will pre-populate the submission with data from the most recent, previously accepted C-AR or C-AR/A filing with the same period. The issuer must complete the Signature section, re-attach documents, and re-enter the

required information as applicable, prior to submission.

- If a co-issuer is associated with submission form types C, C/A, C-U, C-AR, C-AR/A, and C-TR and the co-issuer is an EDGAR filer, the system will pre-populate the co-issuer's name, jurisdiction of incorporation/organization, and physical address based on the CIK entered for the co-issuer. A maximum number of 50 co-issuers is acceptable per submission.
- Issuers can perform a search for crowdfunding intermediaries on the Issuer Information screen of submission form types C, C-U, and C/A. The details displayed are CIK, Company Name, SEC File Number, and CRD number of the intermediary. Refer to Section 8.2.6.3 "Issuer Information" for further information.
- An issuer that is registered as an "Individual" is not permitted to submit Form C and its variants.
- There are several ways to navigate within Form C. To navigate from one screen to another, perform one of the following:
  - Click the [Next] located at the bottom right of the screen, to navigate to the next screen.
  - Click [Previous] located at the bottom left of the screen, to return to the previous screen.
  - Select the appropriate tab from the navigation menu located on the left side of the screen.
- Throughout the filing process, issuers will have the ability to:
  - save the form to their computer
  - view and print the blank form or current form
  - submit the form
  - view the filing instructions
  - exit the process via the menu buttons displayed on the upper right corner of the screen. For more information, refer to Section 8.2.2, "General Information on Online Forms."

Issuers can use the following help functions during the filing process. Place the mouse pointer over a field label to view context-sensitive help message. Or, click the 'Instructions' link to view filing instructions in a new browser window.

8.2.6 Completing a Form C Submission

Issuers filing Form C must click the 'Regulation Crowdfunding' link on the EDGAR menu of the Filing Website. The File Crowdfunding Forms screen will be displayed, where issuers can select the type of filing (C, C-W, C-U, C-U-W, C/A, C/A-W, C-AR, C-AR-W, C-AR/A, C-AR/A-W, C-TR, and C-TR-W) to submit.

To assist issuers in filing Form C, a comprehensive description of each screen is given below. Information relevant to filing submission form types C-U, C/A, C-AR, C-AR-W, and C-AR/A is also provided.

8.2.6.1 Selecting a Form C Type

The File Crowdfunding Forms screen allows issuers to select a type of filing to submit.

Select the type of filing from this screen:

- Select “Form C: Offering Statement” to file an offering statement.
- Select “Form C-W: Offering Statement Withdrawal” to withdraw a previously filed Form C filing.
- Select “Form C-U: Progress Update” to file a progress update.
- Select “Form C-U-W: Progress Update Withdrawal” to withdraw a previously filed Form C-U filing.
- Select “Form C/A: Amendment to Offering Statement” to amend a previously filed C or C/A filing.
- Select “Form C/A-W: Amendment to Offering Statement Withdrawal” to withdraw a previously filed C/A filing.
- Select “Form C-AR: Annual Report” to file an annual report.
- Select “Form C-AR-W: Annual Report Withdrawal” to withdraw a previously filed C-AR filing.
- Select “Form C-AR/A: Amendment to Annual Report” to file an amendment to an annual report.
- Select “Form C-AR/A-W: Amendment to Annual Report Withdrawal” to withdraw a previously filed C-AR/A filing.
- Select “Form C-TR: Termination of Reporting” to file a termination report.
- Select “Form C-TR-W: Termination of Reporting Withdrawal” to withdraw a previously submitted C-TR filing.
- Select “Continue with Saved Crowdfunding Forms (stored on your computer),” to continue working on a previously saved Form C filing.

Click the [Next] button. The Filer Information screen specific to the selected form type is displayed.

8.2.6.2 Filer Information

The Filer Information screen allows issuers to enter Form C filer information, such as Issuer CIK, Issuer CCC, and submission contact information.

The submission form type displays as a screen title that corresponds to the type of submission selected on the File Crowdfunding Forms selection screen.

The following are the data entry conventions for this screen:

- **Filer CIK and CCC**: Enter the CIK and CCC of the issuer that is submitting the filing.
- **Form C File Number**: Enter the Form C file number with the 020- prefix. Based on the file number provided, submission form types C/A and C-U are pre-populated with data from previous filings.
- **Period**: Enter the period-end date of the most recent financial statements provided with this annual report. This field is mandatory on submission form types C-AR, C-AR/A, C-AR-W,

and C-AR/A-W. A future date is not allowed.

- **Is this a LIVE or TEST filing?**: Select the radio button to mark the submission as a LIVE or TEST filing. The default selection for this button is LIVE. Select the "TEST" radio button to submit a test filing and EDGAR will treat the submission as a test and it will not be disseminated.
- **Is this an electronic copy of an official filing submitted in paper format?**: Select this check box if this submission is a confirming electronic copy of an official filing previously submitted in paper format. A confirming (electronic copy of a paper filing) is not an official filing.
- **Submission Contact Information**: Enter the name, phone number, and e-mail address of the person that the SEC may contact for any questions concerning the submission.
- **Notify via Filing Website only?**: Select the check box to download the filing status notification (of whether a filing is accepted or suspended) from the EDGAR Filing Website. Selecting this option restricts EDGAR from sending e-mail notifications of filing status.
- **Notification Information**: To notify others about the status of the filing, enter their e-mail addresses. A maximum of three addresses may be added by clicking the [Add] button. After the issuer submits the filing, EDGAR will automatically send notification messages to these e-mail addresses informing them of the filing status, i.e., the filing was accepted or suspended.

8.2.6.3 Issuer Information

The Issuer Information screen enables issuers to provide specified disclosures to the Commission. These disclosures include the name, legal identity, jurisdiction of incorporation, physical address, website address of issuer, and if applicable, co-issuer information. Other details include the company name, commission file number, and CRD number (as applicable) of the intermediary through which the offering is being conducted.

The Issuer Information screen displays fields that are specific to the Form C submission form type being submitted, and issuers must complete the fields as appropriate:

- **Describe Progress Update**: Provide an update (up to 256 characters) on submission form type C-U regarding the progress in meeting the target offering amount.
- **Check Box if Amendment is material and investors will have five business days to reconfirm**: This is an optional field on submission form type C/A. Select this check box to indicate material changes in the offer terms or disclosures previously made to investors.
- **Describe the Nature of the Amendment**: Describe the nature of the amendment on submission form type C/A. The field allows up to 256 characters.

Certain fields on the Issuer Information screen are pre-populated with information maintained in EDGAR for the issuer CIK and co-issuer CIK. If issuers or co-issuers want to update these fields, for example 'Jurisdiction of Incorporation/Organization' and 'Physical Address,' they must click the hyperlinked word "here" within "Changes to Company Information may be made here." The Retrieve/Edit Data screen is displayed on a new browser window and issuers/co-issuers may modify this information maintained in EDGAR. However, the modified

information will only be displayed on the applicable fields on submission form types C, C/A, C-U, C-AR, C-AR/A, and C-TR upon exiting the current session and restarting the filing process.

- **Name of Issuer**: Displays the name of the issuer of the security on whose behalf Form C is filed. This field is displayed on Form C and its variants, and is pre-populated based on the CIK entered on the Filer Information screen.
- **Legal Status of Issuer**
  - **Form**: Select the issuer's form of organization. The options are: Corporation, Limited Partnership, General Partnership, Limited Liability Company, Business Trust, and Other. If "Other" is selected, enter a description of the legal status of the issuer in the "Specify" text box.
  - **Jurisdiction of Incorporation/Organization**: Displays the jurisdiction in which the business is registered. This field is pre-populated on submission form types C, C/A, C-U, C-AR, C-AR/A, and C-TR, and is based on the CIK entered. This field is editable.
  - **Date of Incorporation/Organization**: Select the date on which the organization was formed. A future date is not permitted and the earliest date allowed is 1776.
- **Physical Address of Issuer**: Displays the address of the issuer. The address is pre-populated from the information stored in EDGAR for the entity and is based on the CIK number entered at the beginning of the filing process. This field is editable and any changes made to this field will update the information stored in EDGAR.
- **Website of Issuer**: Enter the address of the issuer's principal website. The address entered must be less than or equal to 256 characters, and include a period.
- **Is there a Co-issuer?**: Select the "Yes" or "No" radio button to indicate whether a co-issuer is associated with the filing. This is a required field.
- **EDGAR Filer?**: Select this check box if the co-issuer is an EDGAR filer, and provide the co-issuer's CIK, form of organization, date of incorporation, and website address. Alternatively, if the co-issuer is not an EDGAR filer, do not select this check box but provide the co-issuer's name, form of organization, jurisdiction of incorporation/organization, date of incorporation/corporation, physical address, and website address.
- **Co-issuer CIK**: If the co-issuer is an EDGAR filer, enter the co-issuer CIK that is associated with the filing.
- **Name of Co-issuer**: Displays the name of the co-issuer of the security on whose behalf the Form C is filed. This field is pre-populated based on the CIK entered and is displayed on submission form types C, C/A, C-U, C-AR, C-AR/A, and C-TR.
- **Legal Status of Co-issuer:**
  - **Form**: Select the co-issuer's form of organization. The options are: Corporation, Limited Partnership, General Partnership, Limited Liability Company, Business Trust, and Other. If "Other" is selected, enter a description of the legal status of the co-issuer in the "Specify" text box.
  - **Jurisdiction of Incorporation/Organization**: Displays the jurisdiction in which the

business is registered. This field is pre-populated on submission form types C, C/A, C-U, C-AR, C-AR/A, and C-TR, and is based on the co-issuer CIK entered. This field is editable.

- **Date of Incorporation/Organization**: Select the date on which the organization was formed. A future date is not permitted and the earliest date allowed is 1776.

- **Physical Address of Co-issuer**: Displays the address of the co-issuer. The address is pre-populated from the information stored in EDGAR for the entity and is based on the co-issuer CIK entered. This field is editable and any changes made to this field will update the information stored in EDGAR.
- **Website of Co-issuer**: Enter the address of the co-issuer's principal website. The address entered must be less than or equal to 256 characters, and include a period.
- **CIK number of intermediary**: Enter the SEC-supplied CIK for the intermediary.
- **Name of the Intermediary through which the offering will be conducted**: Displays the name of the intermediary; this field is pre-populated on submission form types C, C/A and C-U and is based on the CIK number entered for the intermediary.
- **SEC File Number of intermediary**: Enter the SEC-supplied file number of the intermediary, beginning with the 007- or 008- prefix. Sample value: 007-00000-1. The File Number entered must belong to the CIK of the intermediary through which the offering will be conducted.
- **CRD Number, if applicable, of intermediary**: Displays the organization CRD Number; this field is pre-populated based on the CIK number entered for the intermediary and is non editable if the EDGAR system has a record for the CRD Number. If the system does not have a CRD Number for the intermediary based on the CIK entered, this field is not pre-populated and will be editable. The number entered must be less than or equal to 9 digits.

Issuers can enter the intermediary information or use the Search functionality to query the intermediary through which the offering will be conducted.

Searching for an Intermediary:

Follow the steps below to search for an intermediary through which an offering will be conducted:

1. Click the [Company Search] button on the Issuer Information screen.
   The "Intermediary Company Search" dialog box displays.
2. Enter the CIK, Company Name, File Number, or CRD number of the crowdfunding intermediary in the corresponding fields.

   Note: At least one search criterion must be specified (CIK, Company Name, File Number, or CRD Number of the crowdfunding intermediary).

3. Click the [Search] button.
   A list of intermediaries matching the criteria specified is displayed.
4. Select an intermediary from the search results displayed and click the [Add] button.
   EGDAR populates the following fields for the entity selected on the Issuer Information screen:

- CIK number of intermediary:
- Name of the Intermediary through which the offering will be conducted:
- SEC File Number of intermediary
- CRD Number, if applicable, of intermediary:

  Note: The system will populate the CRD number for the intermediary only if a CRD number is stored for the entity in the EDGAR Company Database.

8.2.6.4 Offering Information

The Offering Information screen allows issuers to specify the following information:

- Amount of compensation to be paid to the intermediary, whether as a dollar amount or a percentage of the offering amount, or a good faith estimate if the exact amount is not available at the time of the filing, for conducting the offering, including the amount of referral or other fees associated with the offering
- Any other financial interest in the issuer that the intermediary holds, or any arrangement for the intermediary to acquire such an interest
- Type of security offered, number of securities offered, and price per share of the security
- Target offering amount, maximum offering amount (if different from the target offering amount), and deadline to reach the target offering amount
- Whether oversubscriptions will be accepted for the offering and, if so, how the oversubscriptions will be allocated (i.e., on a pro-rata basis; first-come, first-served basis; or other basis)

Follow the steps below to complete the Offering Information screen on submission form types C and C/A. Note that data on the Offering Information screen is displayed on submission form type C-U, but is non-editable.

1. Enter the compensation amount paid to the intermediary for conducting the offering, including the amount of referral and any other fees associated with the offering.
2. Enter any other direct or indirect interest in the issuer held by the intermediary, or any arrangement for the intermediary to acquire such an interest. (This field is optional on submission form types C and C/A.)
3. Select the type of security offered. The options are: Common Stock, Preferred Stock Debt, and Other.
   - If "Other" is selected from the Type of Security Offered drop down list, then enter a description (up to 256 characters) in the "Specify" text box.
4. Enter the number of securities of a specified entity. The integer value may range from 1 to 9,999,999,999. This field is required if "Common Stock," "Preferred Stock," or "Other" is selected in "Type of Security Offered."
5. Enter the price per share for the security or describe the method for determining the price per share of the security. The price per share value entered must be an integer greater than zero and in N,NNN,NNN.NNNNN format. The description entered must be less

than or equal to 256 characters.

6. Enter the aggregate target offering amount of securities included in this offering. The value entered must be greater than zero and less than or equal to $5,000,000.
7. Specify if oversubscriptions are accepted for this offering by selecting either "Yes" or "No."

- If "Yes" is selected, indicate how oversubscriptions will be allocated by selecting a value from the following options: Pro-rata basis; First-come, first-served basis; and Other.
- If "Other" is selected, then enter a description (up to 256 characters) of how the subscriptions will be allocated in the corresponding field.

8. Enter the maximum offering amount (if different from the target offering amount) on submission form types C and C/A. A response is required if oversubscriptions are accepted. The amount entered may not be greater than $5,000,000. Note that this amount is displayed but not editable on submission form type C-U.
9. Enter a valid date in MM-DD-YYYY format that specifies the deadline to reach the target offering amount. Both current and future dates are permitted.

8.2.6.5 Disclosure Requirements

The Disclosure Requirements screen enables issuers to provide a financial statement of the two most recently completed fiscal years. This includes total assets, cash and cash equivalents, accounts receivable, short-term debt, long-term debt, revenues/sales, cost of goods sold, taxes paid and net income.

Follow the steps below to complete the Disclosure Requirements screen on submission form types C, C/A, C-AR, and C-AR/A. Note that data on the Disclosure Requirements screen is displayed on submission form type C-U, but is non-editable.

1. Enter a value equal to or greater than zero in the "Current Number of Employees" field. Decimals can be used to denote part-time employees. Do not enter a negative value or leave the field blank.
2. Enter values for the most recent fiscal year and for the fiscal year prior to the most recent fiscal year in the appropriate columns, for each financial statement element. Enter a value in NNN,NNN,NNN.NN format, where N is an integer. Negative values are permitted.
   - Total Assets
   - Cash and Cash Equivalents
   - Accounts Receivable
   - Short-term Debt
   - Long-term Debt
   - Revenue/Sales
   - Cost of Goods Sold
   - Taxes Paid
   - Net Income
3. Select the jurisdictions in which the issuer intends to offer the securities.

   Note: This field applies to submission form types C and C/A.

8.2.6.6 Documents

The Attach Documents List screen enables issuers to upload the document attachments necessary for submission form types C, C/A, C-AR, C-AR/A, and C-TR.

Issuers must attach at least one "EX-99" exhibit to submission form types C and C-AR in *.txt, *.htm, or *.pdf formats. An exhibit EX-99 attachment in PDF format is considered official for submission form types C and C-AR. The maximum size of all Form C submissions, including all attached documents, must not exceed 200MB. Document attachments must conform to other EDGAR standards described in Chapter 5. Attaching files that do not meet these standards may cause the filing to be suspended.

Adding a Document

To add a document, follow the steps given below:

1. Click the [Add Document] button on the Attach Documents List screen. The Select File window is displayed.
2. Select the file to attach and click the [Open] button. The name of the attached file is displayed in the File Name field.

   Note: The file name must follow the EDGAR file naming standards described in Section 5.1.1, File Naming Standards. If the file name does not meet file naming standards, then an error message will appear.
3. Select the document type from the values displayed in the Type field. The options are EX-99 and Graphic.
4. Enter a description for the attached document in the Description field.
5. Repeat steps 1 to 4 to add multiple attachments.

Deleting a Document

To delete a document, follow the steps given below:

1. Select the check box adjacent to the document and click the [Delete Document] button. A Confirmation window will be displayed.
   a. Click the [Yes] button to confirm deletion. EDGAR removes the document from the submission.
   b. Click the [No] button to return to the Attached Documents List screen.

Before transmitting the Form C submission, we recommend that issuers validate the document attachments.

Validating a Document

Issuers can validate a document for errors by using the Doc Validation function.

1. Attach documents to the EDGAR submission as described above.
2. Select the check box adjacent to the document and click the [Validate Document] button.
   a. If there are errors in the document, then the Errors field displays a value that corresponds to the number of errors in the document. Proceed to step 3.
   b. If there are no errors in the document, then the Errors field is empty. Proceed to

step 5.

3. Click the value in the Errors field for the document that contains errors to view the errors. A Document Validation window opens and lists the errors in the document.
4. Correct any document errors using the tool used to create the document.
5. Transmit the submission, once the submission has been compiled and validated.

8.2.6.7 Signature

The Signature screen is displayed on Form C and its variants. This screen allows issuers to sign the form and certify that the information being submitted is accurate and complete. Intentional misstatements or omissions of facts constitute federal criminal violations. *See* 18 U.S.C. 1001.

The following are the data entry conventions for this screen:

- **Issuer**: The Issuer field will be pre-populated with the name associated with the CIK entered at the beginning of the filing process, and will be disabled for editing.

The Form must be signed on behalf of the issuer by a duly authorized representative of each issuer.

- **Signature**: When signing the form, the individual must type their name in full (i.e., first name, middle name, and last name) in the Signature field. Initials are not acceptable, unless they are part of the individual's legal name. See Sections 4(a)(6) and 4A of the Securities Act of 1933 and Regulation Crowdfunding (§ 227.100-503), regarding signatures on forms filed electronically.
- **Title**: Enter the title of the individual signing the form. The field allows up to 256 characters.

The form must also be signed by the issuer, its principal executive officer or officers, its principal financial officer, its controller or principal accounting officer and at least a majority of the board of directors or persons performing similar functions.

- **Signature**: Enter in the full name (i.e., first name, middle name, and last name) of the person signing the form. Initials are not acceptable, unless they are part of the individual's legal name. See Sections 4(a)(6) and 4A of the Securities Act of 1933 and Regulation Crowdfunding (§ 227.100-503), regarding signatures on forms filed electronically.
- **Title**: Enter the title of the individual signing the form. The field allows up to 256 characters.
- **Date**: Enter the date of signature. A future date is not permitted and the date entered must be in MM-DD-YYYY format.

8.2.6.8 Form C Validation and Submission

After completing the required information on a selected Form C submission, click the [Submit] button at the top of the screen to transmit the submission to EDGAR.

The system will validate the form to verify that all required items in the form have been completed. A red "x" icon will display on the tabs that contain incomplete or invalid data. Complete any missing information and correct any errors before re-attempting to submit the form to EDGAR. If the issuer is filing a "Live" submission and there are no errors in the form, then the system will display a Confirmation/Warning screen. Alternatively, if the issuer is filing a "Test" submission and there are no errors in the form, then the system will display an

Acknowledgement screen.

Confirmation/Warning

The Form C Confirmation screen will prompt the issuer to "Transmit" or "Cancel" the Form C submission.

Submission Acknowledgement

The Transmit Submission Acknowledgement screen provides acknowledgement of the Form C submission transmission. Issuers may retain the accession number of the submission for their records.

8.2.7 File Form Funding Portal

This section describes the general process for preparing and submitting Form Funding Portal and its variants under the Securities Exchange Act of 1934 to EDGAR for processing.

Form Funding Portal has the following variants (submission form types):

- Form CFPORTAL: Initial application of funding portal
- Form CFPORTAL/A: Amendment to registration, including a successor registration
- Form CFPORTAL-W: Withdrawal of the funding portal's registration

Each Form Funding Portal contains several tabs on the left navigation pane. The tabs contain a number of questions that are organized into Items, Schedules, and Disclosure Reporting Pages (DRPs) for the selected submission form type. When completing the Form Funding Portal, include all applicable schedules and any required Disclosure Reporting Pages (DRPs), attach all required documents, and execute the form.

When filing a Form Funding Portal, you may view the filing instructions, print a blank or a partially completed form, save the form to your computer, or exit the form using the menu buttons available on the form type. For more information on the menu buttons, refer to Section 8.2.2, "General Information on Online Forms."

Before you begin the filing process, gather all the information you would need to complete a Form Funding Portal. We recommend that you print the blank submission form type to help you gather all necessary information to file a Form Funding Portal.

8.2.7.1 Basic Information for Form Funding Portal Submission

The following section provides general instructions to consider when filing Form Funding Portal and its variants.

- Filers can submit filer-constructed XML submissions for submission form types CFPORTAL, CFPORTAL/A, and CFPORTAL-W via the 'Transmit' link on the EDGAR Filing Website. Refer to Chapter 9, 'Filer-Constructed XML Submissions' in this volume and the "EDGAR Form CFPORTAL XML Technical Specification" document available on the SEC's Public Website (https://www.sec.gov/oit/Article/info-edgar-tech-specs.html) for further information.
- For submission form types CFPORTAL, CFPORTAL/A, and CFPORTAL-W, some form data, such as addresses and company name, will be pre-populated from the company

database.

- If the filer enters a valid CIK and CCC combination on the Filer Information screen of submission form type CFPORTAL/A, form data will be pre-populated from the most recently accepted CFPORTAL or CFPORTAL/A filing, eliminating the need to re-enter this information. The filer will have the ability to amend any form data that has become inaccurate or outdated.
- If the filer enters a valid CIK and CCC combination on the Filer Information screen of submission form type CFPORTAL-W, form data will be pre-populated from the most recently accepted CFPORTAL or CFPORTAL/A filing, eliminating the need to re-enter this information. The filer will have the ability to amend any form data that has become inaccurate or outdated.
- There are several ways to navigate within Form CFPORTAL. To navigate from one screen to another, perform one of the following:
  - Click [Next] located at the bottom right of the screen, to navigate to the next screen.
  - Click [Previous] located at the bottom left of the screen, to return to the previous screen.
  - Select the appropriate tab from the navigation menu located on the left side of the screen.
- Throughout the filing process, filers will have the ability to:
  - save the form to their computer
  - view and print the blank form or current form
  - submit the form
  - view the filing instructions
  - exit the process via the menu buttons displayed on the upper right corner of the screen. For more information, refer to Section 8.2.2, "General Information on Online Forms."

You can use the following help functions during your filing process. Place your mouse pointer over a field label to view context-sensitive help message or click the 'Instructions' link to view filing instructions in a new browser window.

8.2.8 Completing a Form Funding Portal Submission

To assist you in completing a Form Funding Portal submission, the screens for submission form type CFPORTAL and their descriptions are included in the following subsections.

Selecting a Submission Form Type

To file a Form Funding Portal, click the 'Regulation Crowdfunding' link on the EDGAR menu. of the Filing Website. The File Funding Portal Forms screen will be displayed where filers can select the type of filing (CFPORTAL, CFPORTAL/A, or CFPORTAL-W) to submit.

Select the type of filing from this screen:

- Select "Form Funding Portal: Initial application of funding portal" to file an initial application.
- Select "Form Funding Portal/A: Amendment to registration, including a successor registration" to amend a funding portal registration and assign a successor.

- Select “Form Funding Portal-W: Withdrawal of the funding portal’s registration” to withdraw a funding portal’s registration.
- Select “Continue With Saved Funding Portal Forms (stored on your computer)” to complete a previously saved Form Funding Portal submission.

Once you select a submission form type on the File Funding Portal Forms screen, click the [Next] button. You will be directed to the Filer Information screen of the selected submission form type.

Filer Information

The Filer Information screen allows you to enter Form Funding Portal filer information. Based on the type of submission selected, the screen header displays the type of Form Funding Portal being submitted.

The following are the data entry conventions for this screen:

- **Filer CIK and CCC**: Enter the CIK and CCC of the filer that is submitting the filing.
- **Is this a LIVE or TEST filing?**: Select the radio button to mark the submission as a LIVE or TEST filing. The default selection for this button is LIVE. Select the “TEST” radio button to submit a test filing and EDGAR will treat the submission as a test and it will not be disseminated.
- **Is this an electronic copy of an official filing submitted in paper format?**: Select this check box if this submission is a confirming electronic copy of an official filing previously submitted in paper format. A confirming copy (electronic copy of a paper filing) is not an official filing.
- **File Number**: Enter the EDGAR standard file number with a 007- prefix in the File Number text box (displayed upon selecting the check box for “Is this an electronic copy of an official filing submitted in paper format?”).
- **Submission Contact Information**: Enter the name, phone number, and e-mail address of the person that the SEC may contact for any questions concerning the submission.
- **Notify via Filing Website only?**: Select the check box to download the filing status notification (of whether a filing is accepted or suspended) from the EDGAR Filing Website. Selecting this option restricts EDGAR from sending e-mail notifications of filing status.
- **Notification Information**: To notify others about the status of the filing, enter their e-mail addresses. A maximum of three addresses may be added by clicking the [Add] button. After the filer submits the filing, EDGAR will automatically send notification messages to these e-mail addresses informing them of the filing status, i.e., the filing was accepted or suspended.

Making Changes to Company Information: If you need to make changes to the company information maintained in EDGAR (e.g., name, address, contact information), click the hyperlinked word “here” within ‘Changes to company information may be made here’. You will be directed to the Retrieve/Edit Data screen on a new browser window where you may modify this information maintained in EDGAR. However, the modified information will only be displayed if you exit the current session and restart the filing process.

Note: Amended and Withdrawal filings will be pre-populated with the data from the most recently accepted CFPORTAL or CFPORTAL/A submission and company information maintained in EDGAR, for the CIK and CCC entered.

8.2.8.1 Form CFPORTAL: Initial application of funding portal

Form CFPORTAL contains seven Items, four Schedules, and six Disclosure Reporting Pages. You must complete all seven Items; all applicable Schedules and Disclosure Reporting Pages (DRPs); attach any required documents; and complete the execution page, when submitting Form CFPORTAL or its variants.

The following sections: CFPORTAL Items, Form CFPORTAL Schedules, and Form CFPORTAL Disclosure Reporting Pages provide the primary screens of Form CFPORTAL and their descriptions.

Form CFPORTAL Items

Item 1: Identifying Information: Provides basic information about the applicant, which includes the legal name of the funding portal, business and mailing address, and registration information.

Item 2: Form of Organization: Identifies the applicant's form of organization (e.g., the legal status of the applicant, the state of jurisdiction under which the applicant is organized, and date of organization).

Item 3: Successions: Specifies if the applicant is succeeding to the business of a registered funding portal at the time of the filing.

Item 4: Control Relationships: Identifies every person that directly or indirectly, controls management or policies of the applicant, or that the applicant directly or indirectly controls.

Item 5: Disclosure Information: Discloses selected portions of the criminal, regulatory, civil judicial, bankruptcy/SIPC, and bond or judgment/lien history of the applicant and/or each associated person of the funding portal as applicable.

Based on any affirmative response to the Item 5 questions, the applicant will be required to provide details and/or supporting documents on the corresponding DRP, for example Criminal Action DRP, Regulatory Action DRP, or Civil Judicial Action DRP (displayed on the left navigation pane). Refer to "Form CFPORTAL Disclosure Reporting Pages" further in this section for more details on how to report disciplinary information on Form CFPORTAL.

Item 6: Non-Securities Related Business: Identifies any non-securities related business engagements of the applicant.

Item 7: Qualified Third Party Arrangements; Compensation Arrangements: Identifies each person that will hold investor funds in escrow or otherwise pursuant to the requirements of Rule 303(e) of Regulation Crowdfunding (17 CFR 227.303(e)).

The following Form Funding Portal Items are explained further below: Item 1: Identifying Information, Item 2: Form of Organization, and Item 3: Successions.

Item 1: Identifying Information

The Identifying Information screen has 11 sections (A to K), which allows you to enter identifying details of the applicant.

Full name of the funding portal: The funding portal name field is pre-populated with information maintained in EDGAR for the filer CIK and is non-editable.

Name(s)/Website URL(s) under which business is conducted, if different from Item 1A: Identify any other name(s)/website URL(s) under which business is conducted.

IRS Employer Identification Number: Provide the IRS employer identification number (if there is no employer identification number enter 0000000) of the applicant.

If a name and/or website URL in (1A) or (1B) has changed since the *funding portal's* most recent Form Funding Portal, enter the previous name and/or website URL and specify whether the name change is of the: Indicate if the funding portal name (1A) or business name/website URL (1B) has changed since the last Form Funding Portal submission. Provide the previous business name or business website URL.

***Funding portal's* main street address (Do not use a P.O. Box)**: The address fields for the principal office are pre-populated with information maintained in EDGAR for the filer CIK. The address fields are editable.

Mailing Address(es) (if different) and office locations (if more than one): Indicates the mailing address and addresses of other office locations, if applicable.

> **Note**: If the main street address is the same as the mailing address, select the "Check here if mailing address is the same as the main address entered in Item 1E" check box.

Contact Information: Provide the phone number, fax number, and e-mail address for the funding portal.

Contact employee information: Provide the name and contact information of a person who is authorized to receive information and respond to questions about your submission.

Month *applicant's* fiscal year ends: Specify the month of the applicant's fiscal year-end. This value is not required if you selected "Sole Proprietor" in Item 2A. To update this field, please navigate to the Retrieve/Edit Data screen on the EDGAR Filing Website. Changes made here will not be made to information stored in the company database.

Registrations: Indicate if the applicant previously registered on Form Funding Portal as a funding portal or with the Commission in any other capacity, and provide the SEC file number, if any.

Foreign registrations: Disclose any registrations with a foreign financial regulatory authority.

Item 2: Form of Organization

The Form of Organization screen has two sections (A and B) that allow you to enter details of the type of organization.

A. **Indicate legal status of *applicant***: Indicate the applicant's form of organization.
B. **If other than sole proprietor, indicate date and place applicant obtained its legal status (i.e., state or country where incorporated, where partnership agreement was filed, or where applicant entity was formed)**: Indicate the State/Country of

formation and the date of formation.

Item 3: Successions

The Successions screen has one section (A) that allows you to indicate whether the applicant is succeeding to the business of a currently registered funding portal. Based on an affirmative response to Item 3A, two additional sections (B and C) are displayed.

A. **Is the applicant at the time of this filing succeeding to the business of a currently registered funding portal?**: If "Yes" is selected, complete Items 3B and 3C.

Complete the following information if succeeding to the business of a currently registered funding portal: Provide the name and SEC file number of the acquired funding portal. The name of the acquired funding portal will be pre-populated based on the file number provided by the filer. In that case, you do not need to provide the name.

Briefly describe the details of the succession including any assets or liabilities not assumed by the *successor*: Provide details of the succession including any assets or liabilities not assumed by the successor.

Note: Once the successor (the applicant) is registered as a funding portal, a submission form type CFPORTAL-W must be filed to withdraw registration of the acquired funding portal. For specific details on "Succession by Application" or "Succession by Amendment," refer to "Specific Instructions for Certain Items in Form Funding Portal" on the Form Funding Portal Instructions screen (displayed upon clicking the Instructions tab on the upper right corner of the screen).

Form Funding Portal Schedules

Form Funding Portal contains supplemental Schedules A, B, C, and D, which are displayed on the left navigation pane.

All applicants filing an initial application must complete Schedule A and if the filing is for a non-resident Funding Portal, also complete Schedule C. Complete Schedule B only when filing an amended filing, as needed to amend Schedule A submitted in previous submissions. Complete Schedule D only when filing a withdrawal filing.

Note: For an amended filing, Schedule A is displayed on the left navigation pane, where you may view information (read-only) submitted on previous Form Funding Portal submissions. To amend any information displayed on Schedule A, use the Schedule B that is displayed on the left navigation pane to make necessary changes. Any amendments made in Schedule B will be reflected in Schedule A of subsequent Form CFPORTAL submissions.

A comprehensive description of each schedule is available below:

- **Schedule A:** When submitting an initial application for Form Funding Portal, you are required to complete Schedule A. Use Schedule A to provide information on the Direct Owners and Executive Officers.
- **Schedule B:** Use Schedule B, only when submitting an amended filing, to amend information that was provided on Schedule A on a previous submission.
- **Schedule C:** Use Schedule C to identify the non-resident Funding Portal's United States

agent for service of process, and certify that it can, as a matter of law and will: (1) provide the Commission and any registered national securities association of which it becomes a member with prompt access to its books and records, and (2) submit to onsite inspection and examination by the Commission and any registered national securities association of which it becomes a member.

- **Schedule D:** When submitting a withdrawal from registration for Form Funding Portal, you are required to complete Schedule D. Use Schedule D to provide information on where the applicant will maintain books and records after withdrawing registration.

The following Form Funding Portal Schedules with their primary screens are explained further.

- Schedule A: Direct Owners and Executive Officers
- Schedule B: Amendments to Schedule A

Schedule A of Form Funding Portal enables you to provide information on the Direct Owners and Executive Officers.

Adding or Deleting a Direct Owner or Executive Officer

To complete Schedule A:

1. Enter the name, title or status, date when title or status was acquired, and other relevant information of the Direct Owner or Executive Officer in the fields displayed.
2. Select the appropriate entity type (Domestic Entity, Foreign Entity, or Natural Person).
3. Select an appropriate Ownership Code for the Direct Owner and indicate whether the identified Direct Owner is a control person.
4. If you did not select "FE (Foreign Entity)" in Step 2, then provide the CRD Number. If there is no CRD Number, enter the IRS Tax Number or IRS Employer Identification Number. If there is no CRD Number, IRS Tax Number, or IRS Employer Identification Number, enter 0000000.
   If "FE (Foreign Entity)" is selected, then the filer may optionally enter any of the values.
5. Click the [Add] button, at the bottom of the page, to add additional entries.
6. Repeat steps 1 to 5 to add additional entries.
7. Click the [Delete] button adjacent to an entry to remove it from the submission.

   Note: For amended filings, Schedule A is read-only. To update an existing entry, use Schedule B on an amended filing.

Schedule B of an amended filing enables you to add a new Direct Owner, and amend information provided on Schedule A (Direct Owners and Executive Officers) on a previous Form Funding Portal submission.

Schedule A with entries added on a previous Form Funding Portal submission is listed on the Schedule B: Amendments to Schedule A screen.

- **Type of Amendment**: Select the type of amendment (addition, deletion, or change) from the

drop down menu.

- Select "D (deletion)" to remove an existing Direct Owner or Executive Officer.
    - Selecting this option will make the fields for this entry non-editable. Once the SEC accepts the submission, this entry will be removed from Schedule A for future Form Funding Portal submissions.
- Select "C (change)" to update information for an existing Direct Owner or Executive Officer.

Adding or Changing a Direct Owner or Executive Officer

To change information on an existing Direct Owner or Executive Officer, select "C (change)" for the Type of Amendment field and follow the steps below as necessary. To add a new entry, go to the blank portion of the form at the bottom of the page and follow the steps below.

1. Enter the name, title or status, date when title or status was acquired, and other relevant information of the Direct Owner or Executive Officer in the fields displayed.
2. Select the appropriate entity type (Domestic Entity, Foreign Entity, or Natural Person).
3. Select an appropriate Ownership Code for the Direct Owner and indicate whether the identified Direct Owner is a control person.
4. If you did not select "FE (Foreign Entity)" in Step 2, then provide the CRD Number. If there is no CRD Number, enter the IRS Tax Number or IRS Employer Identification Number. If there is no CRD Number, IRS Tax Number, or IRS Employer Identification Number, enter 0000000.
   If "FE (Foreign Entity)" is selected, then the filer may optionally enter any of the values.
5. Click the [Add] button, at the bottom of the page, to add additional entries.
6. Repeat steps 1 to 5 to add additional entries.

   Note: When adding a new Direct Owner or Executive Officer on Schedule B, the "Type of Amendment" field can only be "A (addition)."

Form Funding Portal Disclosure Reporting Pages

Form Funding Portal and its variants include six types of Disclosure Reporting Pages (DRPs). The DRPs can either be an initial or amended response (to report a change to any of the information provided on a previously reported disclosure event).

Note: Any supporting documents must be provided using the Documents tab on the left navigation pane. For details on how to attach a document, refer to Section 8.2.8.2, "Form Funding Portal Documents."

Affirmative responses to any of the questions in Item 5 will add the corresponding disclosure tab on the left navigation pane.

The six types of DRPs on Form Funding Portal and its variants are listed below:

- Criminal Action DRP: Use this DRP to report details for affirmative responses to questions in Item 5A or 5B of Form Funding Portal or its variants.

- Regulatory Action DRP: Use this DRP to report details for affirmative responses to questions in Item 5C, 5D, 5E, 5F, and 5G of Form Funding Portal or its variants.
- Civil Judicial Action DRP: Use this DRP to report details for affirmative responses to questions in Item 5H or 5I of Form Funding Portal or its variants.
- Bankruptcy/SIPC DRP: Use this DRP to report details for affirmative responses to questions in Item 5J of Form Funding Portal or its variants.
- Bond DRP: Use this DRP to report details for affirmative responses to questions in Item 5K of Form Funding Portal or its variants.
- Judgment/Lien DRP: Use this DRP to report details for affirmative responses to questions in Item 5L of Form Funding Portal or its variants.

Completing Disclosure Reporting Pages (DRPs) on Form Funding Portal

To report an event, click the appropriate disclosure tab on the left navigation pane. The corresponding disclosure reporting page is displayed. For example, clicking the Regulatory Action DRP tab displays the Regulatory Action Disclosure Reporting Page (CFPORTAL) screen.

Note: When filing an amended filing, a new entry must be added to the DRP to report a new event/proceeding or a new case arising out of an existing event/proceeding that was reported earlier on Form Funding Portal. (Do not add the new case to an existing entry).

The "Regulatory Action DRP" fields are further explained below:

- **This Disclosure Reporting Page (DRP CFPORTAL) is an**: The "Initial" radio button is pre-populated, if a new event is being added to the DRP. Alternatively, the "Amended" radio button will be pre-populated if an event reported earlier (on the Form CFPORTAL or its variants) is being updated.
- **Check item(s) being responded to**: Select the applicable check boxes to match the questions with affirmative responses in Item 5.

There are two parts to the Regulatory Action DRP on Form CFPORTAL, and they are to be completed as applicable. In Part 1 of the DRP, specify whom the DRP is being filed for and if applicable, provide the total number of associated persons, the type, and identifying information of each associated person. Proceed further by completing Part 2 of the DRP as necessary.

A. The person(s) or entity(ies) for whom this DRP is being filed is (are) the: Only one of the following may be selected.
   - Applicant (the funding portal)
   - Applicant and one or more of the applicant's associated person(s)
   - One or more of the applicant's associated person(s)

1. **Applicant**: Follow the steps below to provide information about the applicant's disciplinary event.
   a. Click the [Add Applicant] button to report the event being filed for the applicant.
2. **Associated Person(s)**: Follow the steps below to provide information about the

associated person's disciplinary event.

a. Click the [Add Associated Person] button to identify the associated person involved in the event being reported and their details. If there is more than one associated person involved with the same event, identify each associated person separately. In the corresponding "Associated Person" section of the DRP, provide identifying information and registration information of the associated person, and if applicable, complete Regulatory Action DRP Part 2.

Removing Disclosure Reporting Pages on Form Funding Portal

In order to remove a Disclosure Reporting Page from an accepted CFPORTAL or CFPORTAL/A submission, you must submit a new CFPORTAL/A submission. The following DRPs cannot be deleted by providing "No" for questions in Item 5:

- Criminal Action Disclosure Reporting Page
- Regulatory Action Disclosure Reporting Page
- Civil Judicial Action Disclosure Reporting Page
- Bankruptcy/SIPC Disclosure Reporting Page

To remove one of these DRPs for the:

- Applicant: Select one of the following options for the "If this DRP is being filed for the applicant, and it is an amendment that seeks to remove a DRP concerning the applicant from the record, the reason the DRP should be removed is:" field.
  - The applicant is registered or applying for registration and the event or proceeding was resolved in the applicant's favor.
  - The DRP was filed in error.
- Associated Person: Select one of the following options for the "If this DRP is being filed for the applicant, and it is an amendment that seeks to remove a DRP concerning the associated person from the record, the reason the DRP should be removed is:" field.
  - The associated person(s) is (are) no longer associated with the applicant.
  - The event or proceeding was resolved in the associated person's favor.
  - The DRP was filed in error.

Note: The Bond Disclosure Reporting Page and Judgment/Lien Disclosure Reporting Page may be removed from the submission when the filer has selected "No" for the corresponding question in Item 5 (5K for the Bond Disclosure and 5L for Judgment Lien Disclosure).

8.2.8.2 Form Funding Portal Documents

The Attach Documents List screen enables filers to upload the document attachments necessary for submission form types CFPORTAL, CFPORTAL/A, and CFPORTAL-W.

The following attachments are required when the applicant or an associated person is a non-resident funding portal:

- Attach an Opinion of Counsel as *EX-99.34 OPIN COUNSL* (Exhibit C) if the funding portal is a non-resident funding portal. A non-resident funding portal is defined as a funding portal

incorporated in or organized under the laws of a jurisdiction outside of the United States or its territories, or having its principal place of business in any place not in the United States or its territories.

Adding a Document

To add a document, follow the steps given below:

1. Click the [Add Document] button on the Attach Documents List screen. The Select File window is displayed.
2. Select the file to attach and click the [Open] button. The name of the attached file is displayed in the File Name field.

   Note: The file name must follow the EDGAR file naming standards described in Section 5.1.1, File Naming Standards.

3. Select the document type from the values displayed in the Type field.
4. Enter a description for the attached document in the Description field.
5. Repeat steps 1 to 4 to add multiple attachments.

Deleting a Document

To delete a document, follow the steps given below:

4. Select the check box adjacent to the document and click the [Delete Document] button. A Confirmation window will be displayed.
   a. Click the [Yes] button to confirm deletion. EDGAR removes the document from the submission.
   b. Click the [No] button to return to the Attached Documents List screen.

Before transmitting the Form Funding Portal submission, we recommend that issuers validate the document attachments.

Validating a Document

Issuers can validate a document for errors by using the Doc Validation function.

1. Attach documents to the EDGAR submission as described above.
2. Select the check box adjacent to the document and click the [Validate Document] button.
   a. If there are errors in the document, then the Errors field displays a value that corresponds to the number of errors in the document. Proceed to step 3.
   b. If there are no errors in the document, then the Errors field is empty. Proceed to step 5.
3. Click the value in the Errors field for the document that contains errors to view the errors. A Document Validation window opens and lists the errors in the document.
4. Correct any document errors using the tool used to create the document.
5. Transmit the submission, once the submission has been compiled and validated.

8.2.8.3 Execution/Signature

The Execution or Signature screen allows you to provide a signature by typing your name in the

Signature field and thereby certify that all information provided on the Funding Portal form submission is current, true and complete.

The following are the data entry conventions for this screen:

- **Date**: The date of signature. A future date is not permitted and the date entered must be in MM-DD-YYYY format.
- **Full Legal Name of Funding Portal**: The name of the Funding Portal will be pre-populated from the entity name based on the filer CIK. This field is non-editable.
- **By (signature)**: When signing the form, the individual must type their full (i.e., first name, middle name, and last name) in the Signature field. Initials are not acceptable, unless they are part of the individual's legal name.
- **Title**: The title of the individual signing the form. The field allows up to 256 characters.

8.2.8.4 Form Funding Portal Validation and Submission

After completing the required information on a selected Form Funding Portal submission, click the [Submit] button at the top of the screen to transmit the submission to EDGAR.

The system will validate the form to verify that all required items in the form have been completed. A red "x" icon will display on the tabs that contain incomplete or invalid data. Complete any missing information and correct any errors before re-attempting to submit the form to EDGAR. If the filer is filing a "Live" submission and there are no errors in the form, then the system will display a Confirmation/Warning screen. Alternatively, if the filer is filing a "Test" submission and there are no errors in the form, then the system will display an Acknowledgement screen.

Confirmation/Warning

The Form Funding Portal Confirmation screen will prompt the filer to "Transmit" or "Cancel" the Form Funding Portal submission.

Submission Acknowledgement

The Transmit Submission Acknowledgement screen provides acknowledgement of the Form Funding Portal submission transmission. Filers may retain the accession number of the submission for their records.

Successful submission of submission form types CFPORTAL, CFPORTAL/A, or CFPORTAL-W will be accepted, but registration is not effective until the later of: (1) 30 calendar days after the date that the registration is received by the Commission; or (2) the date that the membership is approved by FINRA. The SEC will send a notice to the filer once the filing becomes effective.

8.2.9 File Form 13H Submission

This section describes the main screens of Form 13H (Large Trader Registration Information Required of Large Traders Pursuant to the Securities Exchange Act of 1934 and Rule 13h-1 Thereunder).

Form 13H has the following variants (submission form types):

- Initial Filing – Submission form type 13H
- Annual Filing – Submission form type 13H-A
- Amended Filing – Submission form type 13H-Q
- Inactive Status – Submission form type 13H-I
- Termination Filing – Submission form type 13H-T
- Reactivated Status – Submission form type 13H-R

Form 13H is composed of the following sections:

File Form 13H: Specifies the type of filing that the filer is submitting.

Form 13H: Filer Information: Information regarding the Form 13H filer.

Large Trader Information: Specifies the fields that correspond to the chosen submission form type and includes information pertaining to the Large Trader.

Authorized Person: Information of the person authorized to make the submission on behalf of the filer.

Item 1: Businesses of the Large Trader: Information regarding the businesses engaged in by the filer and its affiliates.

Item 2: Securities and Exchange Commission Filings: Specifies whether the filer or any of its affiliates file any other forms with the Commission.

Item 3: CFTC Registration and Foreign Regulators: Specifies whether the filer or any of its affiliates is registered with the CFTC or is regulated by a foreign regulator.

Item 4: Organization Information: Requires the filer to upload an organizational chart and identify Securities Affiliates as well as list any LTID suffixes used.

Item 5: Governance of the Large Trader: Information regarding the nature of incorporation of the large trader. Specifies the names of any general partners or limited partners that own more than 10% of the large trader, the names of any executive officers, directors or trustees of the large trader, and the jurisdiction (state, province, or country) in which the large trader is organized.

Item 6: List of Broker-Dealers At which the Large Trader or its Securities Affiliates has an Account: Lists each broker-dealer with which the filer and its affiliates have an account and their applicable category.

Documents: Allows you to upload an organizational chart as a document attachment to the EDGAR submission as required in Item 4: Organization Information.

Instructions: Displays the instructions for completing Form 13H.

Note: Large Trader Information and Items 1-6 are required to be completed on submission form types 13H, 13H-A, and 13H-Q only. Items 1-6 are not part of the submission form types 13H-I, 13H-R, and 13H-T.

8.2.10 Completing a Form 13H Submission

To complete a Form 13H or any of its variants (13H-A, 13H-Q, 13H-I, 13H-T,

13H-R), make a selection from the File Form 13H screen.

Note: For 13H and 13H variants no filer-constructed XML submissions will be accepted.

File Form 13H

The File Form 13H screen allows you to specify the type of 13H filing.

Select the type of filing from this screen:

- If you are filing an initial Form 13H submission, select the Initial Filing (13H) option.
- If this is an annual filing, select the Annual Filing (13H-A) option.

Note: You can use the 13H-A form type to jointly satisfy the annual and fourth-quarter amendment filing requirements. Select the "Annual Filing" radio button and the "Joint Annual and Amended (4th Quarter) Filing" check box to designate your Annual Filing as an Amended Filing.

- If this is an amended filing, select the Amended Filing (13H-Q) option.
- If the Large Trader is becoming inactive, select the Inactive Status Filing (13H-I) option.
- If you are terminating your status as a Large Trader, select the Termination Filing (13H-T) option.
- If you are reactivating your status as a Large Trader, select the Reactivated Status Filing (13H-R) option.
- If you want to continue working on a previously saved Form 13H (stored on your computer), select the Continue With Saved 13H (stored on your computer) option.

Note: For an Annual (13H-A) or Amended (13H-Q) Filing, form data will be pre-populated based on the CIK and the CCC entered, eliminating the need to re-enter this information.

Form 13H: Filer Information

The Form 13H: Filer Information screen allows you to enter Form 13H filer information.

The following are the data entry conventions for this screen:

- **Large Traders Identified in the Filing**: Enter the CIK (Filer ID Number) and CCC (CIK Confirmation Code) of the entity that is submitting the filing.
- **Is this an electronic copy of an official filing submitted in paper format?**: Select this box if this submission is a confirming electronic copy of an official filing previously submitted on paper pursuant to Regulation S-K. A confirming copy (electronic copy of a paper filing) is not an official filing.
- **Submission Contact Information**: Enter the contact information for the filer.

  Note: If there is a problem with the filing, EDGAR will contact the person you have provided here.

- **Notification Information**: Enter the e-mail address of anyone else that you want to notify of the status of your filing (e.g., submission was accepted or suspended). After you submit the filing, EDGAR will automatically send notification messages to the e-mail addresses

associated with the Login CIK and Submission Contact. The automated submission notification e-mail for a 13H-A submission form type will state that the 13H-A submission received was for an annual filing or a combined annual and fourth quarter filing.

- Adding or Removing Additional E-Mail Addresses
  - You may add additional e-mail addresses by clicking the [Add] button.
  - An e-mail address must be in the standard e-mail format and include one "@" and at least one "." after the "@".
  - You may remove an e-mail address by clicking the [Delete] button next to the e-mail address to be removed.

Note: An e-mail notification containing the Large Trader Identification Number (LTID) will be sent to the e-mail addresses provided in the Submission Contact Information and Notification Information fields along with the e-mail address in EDGAR for the CIK of Large Trader.

Making Changes to Company Information

If you want to make changes to the company information maintained in EDGAR (e.g., name, address, contact information, e-mail address), click the hyperlinked word "here" within "Changes to company information may be made here." You will be directed to the Retrieve/Edit Data screen on a new browser window where you may modify this information maintained in EDGAR. However, the modified information will only be displayed if you exit the current session and restart the filing process.

Large Trader Information

The Large Trader Information screen has two parts.

The first part displays fields that are specific to the options chosen on the File Form 13H screen. Listed below in Table 8-1 are the options for the File Form 13H screen and the corresponding fields that are displayed on the Large Trader Information screen.

Note: No fields are displayed for an Amended Filing.

Table 8-1: Type of Form 13H Filing and the Corresponding Fields Displayed

Type of Form 13H Filing	Fields displayed
Initial Filing (13H)	• Date identifying transactions first effected • Voluntary filing • Date of voluntary filing
Annual Filing (13H-A)	• Calendar Year Ending • Joint Annual and Amended (4th Quarter) Filing
Amended Filing (13H-Q)	• Not Applicable (N/A)
Inactive Status Filing (13H-I)	• Date Commencing Inactive Status
Termination Filing (13H-T)	• Effective Date

Type of Form 13H Filing	Fields displayed
Reactivated Status Filing (13H-R)	• Date Identifying transactions first effected, post-inactive status

The second part allows you to enter Large Trader Information. Certain fields relating to the large trader, such as the name, business and mailing address, business telephone number, and e-mail address will be pre-populated with information maintained in EDGAR and is non-editable in this screen. This information can only be updated from the 'Retrieve/Edit Data' link on the EDGAR Filing Website.

Notes:

(1) Filers that are registered as Broker-Dealers cannot update their company information (except for e-mail address) through the 'Retrieve/Edit Data' link on the EDGAR Filing Website. Instead, they must submit a Form BD/A (Amendment) to CRD to update their company information. The Form BD/A filing will automatically update the company information in EDGAR, and thereafter the new company address information will be pre-populated into the applicable address fields on future EDGAR submissions.

(2) Once a Form 13H filing has been accepted, the EDGAR system will generate a unique eight-digit LTID number and notify the filer via e-mail of their assigned LTID. On subsequent Annual (13H-A) and Amended (13H-Q) filings, the system will populate the LTID based on the CIK and CCC of the filer.

(3) Filers must enter a year that is earlier than the current calendar year in the Calendar Year Ending field when filing a 13H-A filing (Annual Filing or Joint Annual and Amended (4th Quarter) Filing).

(4) Filers can enter their Tax Identification Number in the Tax Identification Number field. Enter the Tax Identification Number (TIN) in the format DD-DDDDDDD where D is a digit. If a filer does not have a TIN, including a filer that is an individual, then the filer should enter "00-0000000" in the TIN field.

Authorized Person

The Authorized Person screen allows you to enter the information of the person authorized to make the submission on behalf of the filer and sign the form.

For signature, enter the signer's name or other letters or characters adopted or authorized as the signer's signature in the Signature of Person Authorized to Submit this form field.

Item 1: Businesses of the Large Trader

The Businesses of the Large Trader screen allows you to specify the type and nature of your business and your affiliates' business.

In Item 1(a), select as many applicable businesses engaged in by the filer and its affiliates. If the type of business is not listed, select 'Other (specify)' and provide details in the corresponding text box.

If you select 'Investment Advisor', you can optionally select one, both or neither of the following options:

- to Registered Investment Companies
- to Hedge Funds or other Funds not registered under the Investment Company Act

In Item 1(b), provide a description of the Large Trader and each of its affiliates' nature of business and trading strategies.

Item 2: Securities and Exchange Commission Filings

The following are the data entry conventions for the "Securities and Exchange Commission Filings" screen:

- **Does the large trader, or any of its Securities Affiliates, file any other forms with the Commission?:** Select "Yes" or "No."

Adding or Deleting Entities

1. To add an entity, click the [Add Entity] button. A pop up box is displayed allowing you to enter the CIK and the Form(s) Filed.

   Note: EDGAR automatically populates the entity name, if you enter a valid CIK.

2. Types of form(s) filed may be entered for each entity. To add additional form types, click the [Add Row] button adjacent to the Form(s) Filed field. A new row is displayed allowing you to enter the form type.
3. To delete a form, click the [Delete Row] button adjacent to the Form(s) Filed field. A dialog box prompts you for confirmation prior to deleting the form type.
4. To delete an entity, click the [Delete] button corresponding to the entity. A dialog box prompts you for confirmation prior to deleting the entity.

Item 6: List of Broker-Dealers at which the Large Trader or Its Securities Affiliates has an Account

The following are date entry conventions for the "List of Broker-Dealers at which the Large Trader or Its Securities Affiliates has an Account" screen:

Adding or Deleting Entities

1. To add an entity, click the [Add Entity] button. Fields display allowing you to add the Name of Broker-Dealer.
2. Select one or multiple Type of Services Provided check boxes for each Name of Broker-Dealer provided.
3. To add an additional row, click the [Add] button.

4. To delete an entity, click the [Delete] button corresponding to the entity. A dialog box prompts you for confirmation prior to deleting the entity.

5. To move an entity up or down in the list, select the [Move Up] or [Move Down] buttons, respectively.

Attach Documents List

The Attach Documents List screen allows you to upload an organizational chart.

Note: "Individual" filers (i.e., a natural person that is a large trader) are not required to upload an organizational chart.

Adding or Deleting Documents

The organizational chart must be uploaded as a document attachment to the EDGAR submission in PDF format. (Refer to Section 5.2.3.6, "PDF as Official Document," for details on EDGAR standards on PDF attachments.) You must upload an organizational chart, if it is required for every 13H, 13H-A, or 13H-Q filing, irrespective of whether it was uploaded in an earlier filing. Multiple documents can be attached provided that they are in PDF format and the submission size does not exceed 200 MB.

Please note that the documents attached to a submission are mimed by EDGAR before transmission, which increases the size of the documents by approximately one third of its original size.

To add or delete a document, follow the steps given below:

1. To add a document entry, click the [Add Document] button on the Attach Documents List screen.

   The Select File window is displayed.

2. Select the file you want to attach and click the [Open] button. The file you selected appears in the Attach Documents List screen.

   Notes:

   (1) The document file name must be in upper or lower case and no longer than 32 characters in length. The names must start with a letter (a-z) or a number (0-9) and may not contain spaces. File names may contain any number of periods (.), hyphens (-), and underscore (_) characters.

   (2) When you attach a document, the Type field is automatically populated with ORGCHART.

3. To delete a document, select the box adjacent to the document, and click the [Delete Document] button. A window prompts you to confirm that you want to delete the document. If you click the [Yes] button, then EDGAR removes the document from the submission.

Viewing a Document

To view the text of a document that has been added:

1. Click the name of the file, in the File Name field.

   A separate window opens and displays the attached document for viewing or printing.
2. To return to the Attached Documents List screen, close the document window.

Validating a Document

Before you transmit your submission, we recommend that you validate your document attachments. You can validate the document for errors by using the Doc Validation function.

1. Attach your documents to the EDGAR submission as described above.
2. Select the check box for the document you want to validate.
3. Click the [Validate Document] button.
4. If there are errors in the document, then the Errors field displays a value that corresponds to the number of errors in the document. Proceed to step 5. If there are no errors in the document, then the Errors field is empty. Proceed to step 7.
5. To view the errors, click the value in the Errors field for the document that contains errors.
6. A Document Validation window opens and lists the errors in the document.
7. Correct any document errors using the tool that you used to create the document, then re-upload the document.
8. You can now transmit your submission, if your submission has been compiled and validated.

Confirmation/Warning

Once you have completed the required information on Form 13H (or a variant form type), click [Submit] at the top of the screen to transmit your submission to EDGAR.

The Form 13H Confirmation screen prompts you for confirmation prior to transmitting your 13H or 13H variant submission.

Submission Acknowledgment

The Transmit Submission Acknowledgment screen provides acknowledgment of your Form 13H submission transmission. Write down the accession number for your records.

8.2.11 File Form 13F

This section describes the general process for preparing and submitting variants of Form 13F (Information Required of Institutional Investment Managers Pursuant to Section 13(f) of the Securities Exchange Act of 1934 and Rules Thereunder) to EDGAR for processing.

Form 13F has the following variants (submission form types):

- 13F-HR: Initial Quarterly Form 13F Holdings Report filed by institutional investment managers (“Managers”)
- 13F-HR/A: Amendment to a Quarterly Form 13F Holdings Report filed by Managers

- 13F-NT: Initial Quarterly Form 13F Notice filed by Managers
- 13F-NT/A: Amendment to a Quarterly Form 13F Notice filed by Managers

Note: The 13F Holdings Report and 13F Combination Report are both filed using submission form type 13F-HR. To file an amendment to either a 13F Holdings Report or a 13F Combination Report, you must use submission form type 13F-HR/A.

8.2.12 Completing a Form 13F Submission

Selecting Submission Form Type

To file a Form 13F variant, click the 'File Form 13F' link on the EDGAR Menu of the Filing Website. The Type of Filing screen will display.

Select the form type you want to submit from the Type of Filing screen:

- If you are reporting all of your Section 13(f) securities, then select the 'Initial Quarterly Form 13F Holdings Report filed by institutional managers (13F-HR)' option to file a 13F Holdings Report.
- If you are reporting only some of your Section 13(f) securities and the remainder is reported on another Manager's Form 13F, then select the 'Initial Quarterly Form 13F Holdings Report filed by institutional managers (13F-HR)' option to file a 13F Combination Report.
- If you are not reporting any of your Section 13(f) securities and all of your Section 13(f) securities are reported on another Manager's Form 13F, then select the 'Initial Quarterly Form 13F Notice Report filed by institutional managers (13F-NT)' option to file a 13F Notice.
- If you are amending a previously submitted Holdings Report or Combination Report, then select the 'Amendment to a Quarterly Form 13F Holdings Report filed by institutional managers (13F-HR/A)' option to file an amendment to submission form type 13F-HR.
- If you are amending a previously submitted Notice, select the 'Amendment to a Quarterly Form 13F Notice Report filed by institutional managers (13F-NT/A)' option to file an amendment to submission form type 13F-NT.
- If you want to continue working on a previously saved Form 13F variant (stored on your computer), select the 'Continue with Saved Form (Stored on your computer)' option.

Throughout the filing process, you will have the ability to view the filing instructions, view and print your form, save your form to your computer, or exit the filing process. For more information on menu buttons (Save, Print, Instructions, etc.) available on the submission form type, refer to Section 8.2.2, "General Information on Online Forms."

Once you select a submission form type on the Type of Filing screen, click [Next]. You will be directed to the Filer Information screen specific to the selected form type.

Note: Form 13F is composed of five tabs. Based on the filing type selected, you must complete all applicable tabs prior to submitting the filing to EDGAR for processing. The table below lists the tabs applicable for each Form 13F submission type.

Table 8-2: Form 13F variants and its applicable tabs

Tabs	Submission Form Types
Filer Information	13F-HR, 13F-HR/A, 13F-NT, and 13F-NT/A
Cover Page	13F-HR, 13F-HR/A, 13F-NT, and 13F-NT/A
Signature	13F-HR, 13F-HR/A, 13F-NT, and 13F-NT/A
Summary Page	13F-HR and 13F-HR/A
Documents	13F-HR and 13F-HR/A

Refer to the [Instructions] menu button located on the top right corner of the selected form type for General Instructions, Instructions for Confidential Treatment Requests, and Special Instructions (for Cover Page, Summary Page, and Information Table).

Filer Information

The Filer Information screen allows you to enter Form 13F filer information. Based on the type of submission selected, the screen title displays the type of Form 13F being submitted.

Note: It is necessary to provide a valid filer CIK and CCC on the Filer Information screen before entering any other data or navigating to other screens. Based on the CIK/CCC entered, certain fields on the Cover Page screen are pre-populated with information maintained in EDGAR.

The following are the data entry conventions for the Filer Information screen:

- **Filer CIK and Filer CCC**: Enter the CIK and CCC of the filer. Once you enter a valid CIK and CCC, these fields become non-editable.
- **Period**: Enter the end date of report or period of filing which is the last day of the calendar year or quarter. Allowable date values are 03-31-YYYY, 06-30-YYYY, 09-30-YYYY, and 12-31-YYYY. A future date is not allowed.
- **Is this a LIVE or TEST submission?**: Select the radio button to mark the submission as a LIVE or TEST filing. The default selection for this button is LIVE. Select the "TEST" radio button if you want to submit a test filing and EDGAR will treat the submission as a test and it will not be disseminated.
- **Is this an electronic copy of an official filing submitted in paper format?**: Select the "Yes" check box only if your submission is a confirming electronic copy of an official filing previously submitted on paper. Enter the standard EDGAR file number in the corresponding File Number field (displayed upon selecting "Yes").
- **Submission Contact Information**: Enter the name, phone number, and e-mail address of the person you would like the SEC to contact regarding any questions concerning the submission.
- **Notify via Filing website only?**: Select the "Yes" check box to download the filing status notification from the EDGAR Filing Website. Selecting this option restricts EDGAR from sending e-mail notifications of filing status.
- **Notification E-mail Address**: Enter the e-mail address of any additional individuals you

want to notify the status of your filing (e.g., submission was accepted or suspended). You may enter up to three addresses by clicking the [Add E-mail] button.

- **Cover Page**

The Cover Page screen for submission form type 13F-HR/A allows you to select the report type being submitted.

Report for the Calendar Year or Quarter Ended: This field is non-editable and pre-populated with the date provided for the Period field on the Filer Information screen.

Check here if Amendment: This field is non-editable and pre-populated based on your selection (13F-HR/A or 13F-NT/A) on the Type of Filing screen. When filing an amendment, you must provide an amendment number and amendment type in the corresponding fields displayed.

- Amendment Number: Enter a value between 1 and 99 in the Amendment Number text box. Multiple amendments to a filing for a quarter are permitted. The number assigned for each amendment reflects the order in which such amendments are filed in a quarter, and distinguishes the amendments from one another.
- This Amendment: Select a radio button to indicate if this amendment "Is a restatement" or "Adds new holdings entries."
    - If 'Adds new holdings entries' is selected, check the corresponding box if any of the new entries in this filing were previously reported on a confidential Form 13F filing. Provide the date the confidential Form 13F was filed and the date on which the confidential treatment expired or the request was denied.

        Note: Amended filings, when it is a restatement, will supersede the original filing. When new holding entries are added, the amended filing will supplement the original filing. Your public Form 13F filing for a given calendar quarter must be amended within six business days of either the notification of denial of your confidential treatment request or the expiration of confidential treatment.

Institutional Investment Manager Filing this Report: The Name and Address fields are non-editable and pre-populated based on the Filer CIK and CCC. The Form 13F File Number field is non-editable and populated upon submission of this filing.

CRD Number (if applicable): Enter a valid CRD number, if applicable. A CRD number of up to nine-digits may be optionally provided.

SEC File Number (if applicable): Enter a valid SEC File Number, if applicable. The file number may be optionally provided.

Report Type: This field allows you to select the type of report being filed.

- If 13F-NT was selected as the submission type on the Type of Filing screen, the "13F Notice" radio button is pre-populated and the 'List of Other Managers Reporting for this Manager' section is displayed.
- If 13F-HR was selected as the submission type on the Type of Filing screen, you must select either "13F Holdings Report" or "13F Combination Report" radio button to indicate the type of report being filed.

- If you select the "13F Combination Report" radio button, then the 'List of Other Managers Reporting for this Manager' section is displayed.

  List of Other Managers Reporting for this Manager: This section allows you to provide the Other Manager's CIK and Form 13F file number unless the Other Manager is a first-time filer, and in this case:

  1. Enter the full legal name of the Other Manager in the Name field. (The Name field is pre-populated and non-editable if a valid CIK was entered in the CIK field.)
  2. Enter the Form 13F file number for the Other Manager reporting your securities holdings in the Form 13F File Number field, unless this is a first-time filer.
  3. Enter the CRD number for the Other Manager reporting your securities holdings in the CRD No. field, if applicable.
  4. Enter the SEC file number for the Other Manager reporting your securities holdings in the SEC File No. field, if applicable.
  5. Click the [Add Manager] button to list additional Managers.
  6. Click the [Delete] button displayed next to an entry to delete a Manager.

  Do you wish to provide explanatory information (e.g., pursuant to Special Instruction 4) on your filing?: The default response is "No." Select the "Yes" radio button if you wish to provide additional information. Then, enter the additional information for this filing in the Additional Information field displayed.

Making changes to Company Information: If you need to make changes to the company information maintained in EDGAR (e.g., name, address, contact information), click the hyperlinked word "here" within 'Changes to company information may be made here'. You will be directed to the Retrieve/Edit Data screen on a new browser window where you may modify this information maintained in EDGAR. However, the modified information will only be displayed if you exit the current session and restart the filing process.

Signature

The Signature screen identifies the person signing this report on behalf of the Reporting Manager and provides a signature to certify that the information provided in this submission is true and accurate.

Summary Page

The Summary Page screen allows you to provide a summary of the report including the number of Other Included Managers.

The Summary Page screen must be completed if you are filing submission form type 13F-HR or its amendment.

Number of Other Included Managers: The value entered in this field must match the number of Managers you will list under the 'List of Other Included Managers' section. (If the value entered is zero for this field, then the 'List of Other Included Managers' section will state "None").

Form 13F Information Table Entry Total: Enter the total number of line entries providing holdings information included in the Information Table.

Form 13F Information Table Value Total: Enter the aggregate fair market value of all holdings reported in this report. The value entered for this field is the total for Column 4 of all line entries in the Information Table and must be rounded to the nearest dollar.

Note: Select the "Confidential Treatment Requested. (The manager has omitted from this public Form 13F one or more holding(s) for which it is requesting confidential treatment from the U.S. Securities and Exchange Commission pursuant to section 13(f) of the Exchange Act and rule 24b-2 thereunder)" check box to specify that the Manager has omitted one or more holding(s) from this public Form 13F and is requesting confidential treatment with the U.S. Securities and Exchange Commission. A filer should not select this "Confidential Treatment Requested" check box unless a confidential treatment request on Form 13F-CTR is also being submitted for the same calendar quarter.

List of Other Included Managers: If this submission reports holdings of one or more Managers, other than the Manager filing this report, then identify each such Manager in this section.

1. Enter the number assigned to the Other Included Manager in the No. field. The number assigned must be entered in sequential order and need not be consecutive.
2. Enter the full legal name of the Other Included Manager in the Name field. (The Name field is pre-populated and non-editable if a valid CIK was entered in the CIK field.)
3. Enter the Form 13F file number for the Other Included Manager in this report, unless this is a first-time filer.
4. Enter the CRD number for the Other Included Manager in this report, if applicable.
5. Enter the SEC file number for the Other Included Manager in this report, if applicable.
6. Click the [Add Manager] button to list additional Managers.
7. Click the [Delete] button displayed next to an entry to delete a Manager.

Documents

The Attached Documents List screen allows you to attach only the Information Table in XML format on submission form types 13F-HR and 13F-HR/A.

Prepare the Information Table in XML format using the table title, column headings, and format provided in the "EDGAR Form 13F XML Technical Specification" document. For an explanation of the column headings and table title, refer to Special Instruction 12 on the General Instructions screen accessible by clicking the [Instructions] button on the top right menu. Note that EDGAR requires a Form 13F Information Table with at least one line of data on every 13F-HR and 13F-HR/A submission. Filers with no holdings may enter, as appropriate, N/A (not applicable), NONE, or zero in this line of data, but cannot put text in a column that requires a numerical response. In addition, filers must comply with the pre-defined choice lists for SH/PRN (column 5) and Investment Discretion (column 6). Under these circumstances, leaving blank any or all of the entries for (i) FIGI (second column of column 3), (ii) Put/Call (the third column of column 5), and/or (iii) Other Manager (column 7) will not prevent the submission from being accepted on EDGAR.

Attach the completed Information Table using the [Add Document] button. For details on how to

add, delete or validate a document, refer to the analogous instructions for Regulation A documents "Attach Documents List" in Section 8.2.4.6. Only one document can be attached to your 13F-HR or 13F-HR/A submission.

Note: Once you have completed the form online, use the [Print] button to view and/or print the attached Information Table prior to submission. You may also print a blank form or the current form to review or keep for your records.

Form 13F Submission

Once you have completed the required information on a selected Form 13F, click [Submit] at the top of the screen to transmit your submission to EDGAR. The Confirmation screen is displayed. In some cases, additional warnings may be provided.

- If you do not want to transmit the live submission, click [Cancel] on the Confirmation screen; this returns you to the Filer Information screen.
- To submit your filing to EDGAR for processing, click [Transmit LIVE Submission] on the Confirmation screen. An Acknowledgment screen is displayed.

The Acknowledgment screen provides acknowledgment of your Form 13F submission. Write down the accession number of the filing for your records.

Form 13F Submission: Warning

Upon submittal of a 13F-HR or 13F-HR/A filing, validation is performed which checks the data on the Summary Page against the corresponding data located in the attached Information Table to provide the user feedback on data consistency.

The data that is evaluated is as follows:
1) "Form 13F Information Table Entry Total" and
2) "Form 13F Information Table Value Total."

Inconsistencies between the Summary Page and the Information Table will be displayed within a warning message on the Confirmation dialog box. The filer can either select the "Cancel" button to return to the filing or select the "Transmit LIVE Submission" button to continue with the submission.

8.2.13 File Form 13F Confidential Treatment Request

This section describes the general process for preparing and submitting variants of a Form 13F Confidential Treatment Request to EDGAR for processing.

A Form 13F Confidential Treatment Request has the following variants (submission form types):

- 13F-CTR: Form 13F Confidential Treatment Request
- 13F-CTR/A: Amendment to a Form 13F Confidential Treatment Request (including a *de novo* request, if any)

8.2.14 Completing a Form 13F Confidential Treatment Request Submission

Selecting Submission Form Type

To file a Form 13F Confidential Treatment Request variant, click the 'File Form 13F

Confidential Treatment Request (Form 13F-CTR)' link on the EDGAR Menu of the Filing Website. The Type of Filing screen is displayed.

Select the form type you want to submit from the Type of Filing screen:

- If you are requesting confidential treatment of information reported on Form 13F, then select the 'Form 13F Confidential Treatment Request (13F-CTR)' option to file a 13F Confidential Treatment Request.
- If you are amending a previously submitted Form 13F Confidential Treatment Request, then select the 'Amendment to a Form 13F Confidential Treatment Request (including a *de novo* request, if any) (13F-CTR/A)' option to file an amendment to submission form type 13F-CTR.
- If you want to continue working on a previously saved Form 13F Confidential Treatment Request variant (stored on your computer), select the 'Continue with Saved Form (Stored on your computer)' option.

Throughout the filing process, you will have the ability to view the filing instructions, view and print your form, save your form to your computer, or exit the filing process. For more information on menu buttons (Save, Print, Instructions, etc.) available on the submission form type, refer to Section 8.2.2, "General Information on Online Forms."

Once you select a submission form type on the Type of Filing screen, click [Next]. You will be directed to the Filer Information screen specific to the selected submission form type.

Form 13F Confidential Treatment Request is composed of five tabs. You must complete all tabs prior to submitting the filing to EDGAR for processing.

Refer to the [Instructions] menu button located on the top right corner of the selected form type for General Instructions, Instructions for Confidential Treatment Requests, and Special Instructions (for Cover Page, Summary Page, and Information Table).

Filer Information

The Filer Information screen allows you to enter Form 13F Confidential Treatment Request filer information. Based on the type of submission selected, the screen title displays the type of Form 13F Confidential Treatment Request being submitted.

Note: It is necessary to provide a valid filer CIK and CCC on the Filer Information screen before entering any other data or navigating to other screens. Based on the CIK/CCC entered, certain fields on the Cover Page screen are pre-populated with information maintained in EDGAR.

The following are the data entry conventions for the Filer Information screen:

- **Filer CIK and Filer CCC**: Enter the CIK and CCC of the filer. Once you enter a valid CIK and CCC, these fields become non-editable.
- **Period**: Enter the end date of report or period of filing which is the last day of the calendar year or quarter. Allowable date values are 03-31-YYYY, 06-30-YYYY, 09-30-YYYY, and 12-31-YYYY. A future date is not allowed.
- **Is this a LIVE or TEST submission?**: Select the radio button to mark the submission as a LIVE or TEST filing. The default selection for this button is LIVE. Select the "TEST" radio

button if you want to submit a test filing and EDGAR will treat the submission as a test and it will not be disseminated.

- **Is this an electronic copy of an official filing submitted in paper format?**: Select the "Yes" check box only if your submission is a confirming electronic copy of an official filing previously submitted on paper. Enter the standard EDGAR file number in the corresponding File Number field (displayed upon selecting "Yes").
- **Is this a de novo request? (Please select one. Refer to Confidential Treatment instruction 2.g.)** (This field is applicable only on Form 13F-CTR/A.) Select the radio button to mark the submission as YES or NO. A warning will be displayed if neither option is checked, but this question is optional and a filer can override the warning and submit their filing without answering it.
- **Submission Contact Information**: Enter the name, phone number, and e-mail address of the person you would like the SEC to contact regarding any questions concerning the submission.
- **Notify via Filing website only?**: Select the "Yes" check box to download the filing status notification from the EDGAR Filing Website. Selecting this option restricts EDGAR from sending e-mail notifications of filing status.
- **Notification E-mail Address**: Enter the e-mail address of any additional individuals you want to notify the status of your filing (e.g., submission was accepted or suspended). You may enter up to three addresses by clicking the [Add E-mail] button.

Cover Page

The Cover Page screen for submission form type 13F-CTR/A allows you to select the report type being submitted.

- **Report for the Calendar Year or Quarter Ended**: This field is non-editable and pre-populated with the date provided for the Period field on the Filer Information screen.
- **Check here if Amendment:** This field is non-editable and pre-populated based on your selection (13F-CTR/A) on the Type of Filing screen. When filing an amendment, you must provide an amendment number and amendment type in the corresponding fields displayed.
- **Amendment Number:** Enter a value between 1 and 99 in the Amendment Number text box. Multiple amendments to a filing for a quarter are permitted. The number assigned for each amendment reflects the order in which such amendments are filed in a quarter, and distinguishes the amendments from one another.
- **This Amendment:** Select a radio button to indicate if this amendment "Is a restatement" or "Adds new holdings entries."

  Note: Amended filings, when it is a restatement, will supersede the original filing. When new holding entries are added, the amended filing will supplement the original filing.
- **Institutional Investment Manager Filing this Report:** The Name and Address fields are non-editable and pre-populated based on the Filer CIK and CCC.
- **Form 13F File Number:** This field is non-editable and populated upon submission of this filing.

- **CRD Number (if applicable):** Enter a valid CRD number, if applicable. A CRD number of up to nine-digits may be optionally provided.
- **SEC File number (if applicable):** Enter a valid SEC File Number, if applicable. The file number may be optionally provided.
- **Report Type:** Select either the "13F Holdings Report" or "13F Combination Report" radio button to indicate the type of report being filed.
  - If you select the "13F Combination Report" radio button, then the 'List of Other Managers Reporting for this Manager' section is displayed.
- **List of Other Managers Reporting for this Manager:** This section allows you to provide the Other Manager's CIK and Form 13F file number unless the Other Manager is a first-time filer, and in this case:
  1. Enter the full legal name of the Other Manager in the Name field. (The Name field is pre-populated and non-editable if a valid CIK was entered in the CIK field.)
  2. Enter the Form 13F file number for the Other Manager reporting your securities holdings in the Form 13F File Number field, unless this is a first-time filer.
  3. Enter the CRD number for the Other Manager reporting your securities holdings in the CRD No. field, if applicable.
  4. Enter the SEC file number for the Other Manager reporting your securities holdings in the SEC File No. field, if applicable.
  5. Click the [Add Manager] button to list additional Managers.
  6. Click the [Delete] button displayed next to an entry to delete a Manager.
- **Do you wish to provide explanatory information** (e.g., pursuant to Special Instruction 4) on your filing?**:** The default response is "No." Select the "Yes" radio button if you wish to provide additional information. Then, enter the additional information for this filing in the Additional Information field displayed.

Making changes to Company Information: If you need to make changes to the company information maintained in EDGAR (e.g., name, address, contact information), click the hyperlinked word "here" within 'Changes to company information may be made here'. You will be directed to the Retrieve/Edit Data screen on a new browser window where you may modify this information maintained in EDGAR. However, the modified information will only be displayed if you exit the current session and restart the filing process.

Signature

The Signature screen identifies the person signing this report on behalf of the Reporting Manager and provides a signature to certify that the information provided in this submission is true and accurate.

Summary Page

The Summary Page screen allows you to provide a summary of the report including the number of Other Included Managers.

The Summary Page screen must be completed if you are filing submission form type 13F-CTR or its amendment.

- **Number of Other Included Managers:** The value entered in this field must match the number of Managers you will list under the 'List of Other Included Managers' section. (If the value entered is zero for this field, then the 'List of Other Included Managers' section will state "None.")
- **Form 13F Information Table Entry Total:** Enter the total number of line entries providing holdings information included in the Information Table.
- **Form 13F Information Table Value Total:** Enter the aggregate fair market value of all holdings reported in this report. The value entered for this field is the total for Column 4 of all line entries in the Information Table and must be rounded to the nearest dollar.
- **List of Other Included Managers:** If this submission reports holdings of one or more Managers, other than the Manager filing this report, then identify each such Manager in this section.
  1. Enter the number assigned to the Other Included Manager in the No. field. The number assigned must be entered in sequential order and need not be consecutive.
  2. Enter the full legal name of the Other Included Manager in the Name field. (The Name field is pre-populated and non-editable if a valid CIK was entered in the CIK field.)
  3. Enter the Form 13F file number for the Other Included Manager in this report, unless this is a first-time filer.
  4. Enter the CRD number for the Other Manager in this report, if applicable.
  5. Enter the SEC file number for the Other Included Manager in this report, if applicable.
  6. Click the [Add Manager] button to list additional Managers.
  7. Click the [Delete] button displayed next to an entry to delete a Manager.

Documents

The Attached Documents List screen allows you to attach the Request Letter in PDF format and the Information Table in XML format on submission form types 13F-CTR and 13F-CTR/A.

Prepare the Information Table in XML format using the table title, column headings, and format provided in the "EDGAR Form 13F XML Technical Specification" document. For an explanation of the column headings and table title, refer to Special Instruction 12 on the General Instructions screen accessible by clicking the [Instructions] button on the top right menu. Note that both a Request Letter (in PDF format) and an Information Table must be attached on all 13F-CTR and 13F-CTR/A submissions.

Attach the completed Request Letter and Information Table using the [Add Document] button. For details on how to add, delete or validate a document, refer to the analogous instructions for Regulation A documents "Attach Documents List" in Section 8.2.4.6. Only one Request Letter and Information Table document can be attached to your 13F-CTR or 13F-CTR/A submission.

Note: Once you have completed the form online, use the [Print] button to view and/or print the attached Information Table prior to submission. You may also print a blank form or the current form to review or keep for your records.

Confirmation

Once you have completed the required information on a selected Form 13F, click [Submit] at the

top of the screen to transmit your submission to EDGAR. The Confirmation screen is displayed. In some cases, additional warnings may be provided.

- If you do not want to transmit the live submission, click [Cancel] on the Confirmation screen; this returns you to the Filer Information screen.
- To submit your filing to EDGAR for processing, click [Transmit LIVE Submission] on the Confirmation screen. An Acknowledgment screen is displayed.

Submission Acknowledgment

The Acknowledgment screen provides acknowledgment of your Form 13F Confidential Treatment Request submission. Write down the accession number of the filing for your records.

Form 13F Submission: Warning

Upon submittal of a 13F-CTR or 13FCTR/A filing, validation is performed which checks the data on the Summary Page against the corresponding data located in the attached Information Table to provide the user feedback on data consistency.

The data that is evaluated is as follows:
1) “Form 13F Information Table Entry Total”; and
2) “Form 13F Information Table Value Total.”

If any of these items are inconsistent between the Summary Page and the Information Table, a warning message will be displayed in the Confirmation dialog box. The filer can either select the Cancel button to dismiss this dialog box to correct the Summary Page or Information Table data or select the “Transmit LIVE Submission button to continue with the submission after adding an explanatory statement on the Cover Page pursuant to Form 13F Special Instruction 4.

8.2.15 File Municipal Advisor Forms

This section describes the general process for preparing and submitting Municipal Advisor forms and its variants (Municipal Advisor Registration Required Pursuant to Section 15B(a)(2) of the Securities Exchange Act of 1934 and the Rules Thereunder) to EDGAR for processing.

Municipal Advisor forms have the following variants (submission form types):

- MA: Application for Municipal Advisor Registration
- MA-A: Annual Update of Municipal Advisor Registration
- MA/A: Amendment of a Prior Application for Registration
- MA-I: Information Regarding Natural Persons Who Engage in Municipal Advisory Activities
- MA-I/A: Amendment of a previously submitted Form MA-I
- MA-NR: Designation of U.S. Agent for Service of Process for Non-Residents
- MA-W: Notice of Withdrawal from Registration as a Municipal Advisor

Each Municipal Advisor form contains several tabs on the left navigation pane. The tabs contain

a number of questions that are organized into Items, Schedules, and Disclosure Reporting Pages (DRPs) for the selected submission form type. You must complete the entire Municipal Advisor form online, including all applicable schedules and any required Disclosure Reporting Pages (DRPs), attach all required documents, and electronically execute the form.

Note: Form MA-NR, which must be printed out, signed, and notarized before being filed, is submitted as a PDF attachment to Form MA or Form MA-I, as applicable. You can obtain Form MA-NR from the SEC's Public Website (https://www.sec.gov/submit-filings/forms-index).

When filing a Municipal Advisor form, you may view the filing instructions, print a blank or a partially completed form, save the form to your computer, or exit the form using the menu buttons available on the form type. For more information on the menu buttons, refer to Section 9.2.2, "General Information on Online Forms."

Important: You should save the form data frequently to avoid losing any submission data. Certain information must be provided on the modal windows displayed on the form. You must provide a valid response to each question on the modal window before any of your information can be saved. Invalid or incomplete responses will prevent you from closing the modal window and saving your information.

Before you begin the filing process, gather all the information you would need to complete a Municipal Advisor form. We recommend that you print the blank submission form type to help you gather all necessary information to file a Municipal Advisor form.

8.2.16 Completing a Municipal Advisor Form Submission

To assist you in completing a Municipal Advisor submission, the screens for submission form types MA, MA-I, and MA-W and their descriptions are included in the following sub-sections.

Refer to #14 on the "Instructions for the Form MA Series" document (displayed upon clicking the Instructions tab on the navigation pane) for instructions on how to complete Form MA-NR.

Selecting Submission Form Type

To file a Municipal Advisor form, click the 'File Municipal Advisor Forms' link on the EDGAR Menu of the Filing Website. The File Municipal Advisor Forms screen is displayed, allowing you to select the type of filing you want to submit.

If you are a **Business Entity (Firm)** filing an:

- Application for municipal advisor registration, select the 'Initial Filing for Municipal Advisors (MA)' option.
  - Select the 'Initial Filing for Natural Persons Who Engage in Municipal Advisory Activities (MA-I)' option to provide information on each associated person of the firm who engages in municipal advisory activities on the firm's behalf.
- Annual Update of your municipal advisor registration, select the 'Annual Filing for Municipal Advisors (MA-A)' option.
- Amendment (other than an Annual Update, to the most recent Form MA submission), select the 'Amended Filing for Municipal Advisors (MA/A)' option.

- Select the 'Amended Filing for Natural Persons Who Engage in Municipal Advisory Activities (MA-I/A)' option and provide the Accession Number of a previously submitted Form MA-I to update information on an associated person of the firm.

If you are a **Sole Proprietor (Natural Person)** filing an:

- Application for municipal advisor registration, complete and file the 'Initial Filing for Municipal Advisors (MA)' option, and, separately, the 'Initial Filing for Natural Persons Who Engage in Municipal Advisory Activities (MA-I)' option. You may begin by selecting either of these two forms, completing and submitting it, and then continue by selecting the other form.
- Amendment, complete and file the 'Amended Filing for Municipal Advisors (MA/A)' option, and, separately, the 'Amended Filing for Natural Persons Who Engage in Municipal Advisory Activities (MA-I/A)' option. You may begin by selecting either of these two forms, completing and submitting it, and then continue by selecting the other form.

Note: A business entity or a sole proprietor, who is a non-resident of the United States applying for municipal advisor registration, must also file Form MA-NR as an attachment to Form MA or Form MA-I, as applicable. Refer to "General Instructions for Form MA-NR" on the Form MA Instructions screen (displayed upon clicking the Instructions tab on the navigation pane). Section 8.2.8.4, Municipal Advisor Documents, provides details on the attachments specific to Municipal Advisor Forms.

Other Selections:

- **Withdrawal**: If you are a business entity or a sole proprietor terminating your status as a Municipal Advisor, and would like to withdraw your registration, select the 'Withdrawal Filing (MA-W)' option.
- **Remove an associated person**: If you are a business entity or a sole proprietor and would like to remove an individual, who is no longer associated with the firm or who no longer engages in municipal advisory activities on the firm's behalf, select the 'Amended Filing for Natural Persons Who Engage in Municipal Advisory Activities (MA-I/A)' option, provide the Accession Number of a previously submitted Form MA-I, and select the "Amendment to indicate that the individual is no longer an associated person of the municipal advisory firm or no longer engages in municipal advisory activities on its behalf. (If you check this box, complete only Item 1-A and Item 7 below.)" check box.
- **Saved Forms**: If you want to continue working on a previously saved (stored on your computer) Form MA, MA-I, MA-W, or their variants, select the 'Continue with Saved Municipal Advisor Form (Stored on your computer)' option.

Once you select a submission form type on the File Municipal Advisor Forms screen, click the [Next] button. You will be directed to the Filer Information screen specific to the selected submission form type.

Filer Information

The Filer Information screen allows you to enter Municipal Advisor filer information. Based on the type of submission selected, the screen header displays the type of Municipal Advisor form being submitted.

The following are the data entry conventions for the Filer Information screen:

- Filer CIK and Filer CCC: Enter the CIK and CCC of the filer.

  Note: Based on the CIK and CCC entered, certain fields within an Item are pre-populated with information maintained in EDGAR.

- Submission Contact Information: Enter the name, phone number, and e-mail address of the person you would like the SEC to contact regarding any questions concerning the submission.
- Notification Information: Enter the e-mail addresses of any additional individuals you want to notify regarding the status of your filing (e.g., submission was accepted or suspended). After you submit the filing, EDGAR will automatically send notification messages to the e-mail address(es) associated with the Login CIK, Submission Contact, and Primary Registrant.

Making Changes to Company Information: If you need to make changes to the company information maintained in EDGAR (e.g., name, address, contact information), click the hyperlinked word "here" within 'Changes to company information may be made here'. You will be directed to the Retrieve/Edit Data screen on a new browser window where you may modify this information maintained in EDGAR. However, the modified information will only be displayed if you exit the current session and restart the filing process.

Note: Annual or Amended filings will be pre-populated with data from the most recently accepted Municipal Advisor form submission and company information maintained in EDGAR, for the CIK and CCC entered. However, Item 3 and Execution page of Form MA, Item 7 of Form MA-I, and any document attachments on Form MA or MA-I are not pre-populated. You will need to re-attach the documents and re-enter the required information, as applicable.

8.2.16.1 Form MA: Application for Municipal Advisor Registration

Form MA contains ten Items, four Schedules, and three Disclosure Reporting Pages. You must complete all ten Items; all applicable Schedules and Disclosure Reporting Pages (DRPs); and attach any required documents when submitting Form MA or its variants.

The following sections: Form MA Items, Form MA Schedules, and Form MA Disclosure Reporting Pages provide the primary screens of Form MA and their descriptions.

Form MA Items

Item 1: Identifying Information: Provides basic information about the applicant, which includes the legal name of the firm, business and mailing address, and registration information.

Item 2: Form of Organization: Identifies the applicant's form of organization (e.g., Corporation, Partnership, Limited Liability Company (LLC), etc.), the month of the applicant's annual fiscal year-end, the state or jurisdiction under which the applicant is organized, and date of organization.

Item 3: Successions: Specifies if the applicant is succeeding to the business of a registered municipal advisory firm at the time of this filing.

Item 4: Information about Applicant's Business: Discloses information about the applicant's business, including information regarding employees (total, number engaged in municipal advisory activities, and number who are registered representatives of a broker-dealer or are representatives of an investment adviser), clients (total number and types of clients), compensation arrangements, and types of municipal advisory activities.

Item 5: Other Business Activities: Identifies business activities other than municipal advisory activities, in which the applicant is actively engaged to provide services. Additionally, this Item discloses whether the applicant has a primary business other than a municipal advisory firm, and the nature of the other primary business.

Item 6: Financial Industry and Other Activities of Associated Persons: Provides information about the applicant's associated persons (i.e., any person engaged in municipal advisory activities on behalf of the firm), including the total number of such associated persons and the type of activities engaged in by those associated persons.

Item 7: Participation or Interest of Applicant, or of Associated Persons of Applicant, in Municipal Advisory Client or Solicitee Transactions: Discloses information about the applicant's (or the associated persons') participation in the transactions of its municipal advisory clients or solicitees. You must respond to each question within this Item.

Item 8: Owners, Officers and Other Control Persons: Identifies every person that, directly or indirectly, controls the applicant, or that the applicant directly or indirectly controls and provides details of each such person in applicable schedules. You must also identify any control persons that are Public Reporting Companies and provide details of each such person in applicable schedules.

Item 9: Disclosure Information: Discloses selected portions of the criminal, regulatory, and civil judicial history of the applicant and/or each associated person of the municipal advisory firm.

Based on any affirmative responses to the Item 9 questions, the applicant will be required to provide details and/or supporting documents on the corresponding DRP (displayed as one of the following tabs on the left navigation pane: Criminal Action DRP, Regulatory Action DRP, or Civil Judicial Action DRP). Refer to "Form MA Disclosure Reporting Pages" further in this section for more details on how to report disciplinary information on Form MA.

Item 10: Small Businesses: Discloses whether the applicant had annual receipts less than (or is affiliated with any business or organization that had annual receipts equal to or greater than) $7 million during its most recent fiscal year (or the time it has been in business if it has not completed its first fiscal year).

Note: Items 4, 5, 6, and 10 are not required when filing an amendment to Form MA. When filing an annual update to Form MA, if you select "No" as a response to the question: "Are there any changes in this annual update to information provided in the municipal advisor's most recent Form MA, other than the updated Execution Page?" on Item 1 of submission type MA-A, then all fields on the form will be disabled with the exception of "Execution" and "Filer Information" tabs and the "Fiscal Year End Information" field on Item 1. Alternatively, if you select "Yes," you can update applicable items on submission type MA-A.

The following Form MA Items are explained further below: Item 1: Identifying Information, Item 2: Form of Organization, Item 3: Successions, Item 4: Information About Applicant's Business, and Item 6: Financial Industry and Other Activities of Associated Persons.

Item 1: Identifying Information

The Identifying Information screen has 11 sections (A to K), which allow you to enter identifying details of the applicant.

A. **Full Legal Name of the Firm**: The Firm Name field is pre-populated with information maintained in EDGAR for the filer CIK and is non-editable.

   Indicate whether you are a Sole Proprietor and whether you have had a name change. If you are a Sole Proprietor, certain fields in Item 2 will be pre-populated and non-editable.

Doing-Business-As (DBA) Name: Identify any other names under which municipal advisor-related business is conducted and their jurisdictions.

IRS Employer Identification Number: Provide the IRS employer identification number (if there is no employer identification number enter 0000000) of the applicant.

Registrations: Disclose whether the applicant is registered as any regulated entity or with any regulators and provide details in the corresponding fields, as applicable.

Principal Office and Place of Business: The address fields for the principal office are pre-populated with information maintained in EDGAR for the filer CIK. The Sate/Country field determines whether you are a domestic municipal advisor or a non-resident municipal advisor.

Note: If you are a non-resident municipal advisor, you must attach a notarized Form MA-NR and an Opinion of Counsel, as exhibits, using the Documents tab. Refer to Section 8.2.8.4, "Municipal Advisor Documents," for details on the attachments specific to Form MA and its variants.

Provide addresses for the five largest additional offices where municipal advisor-related business is conducted and the mailing address for the applicant (if different from principal office address).

Website: Provide the principal website address and any additional websites of the municipal advisory firm.

If the applicant has a Chief Compliance Officer, provide his or her name and contact information: Provide the name and contact information of the Chief Compliance Officer. You must provide the name and contact information for the Chief Compliance Officer and/or a Contact Person in Item 1(H).

Contact Person: Provide the name and contact information of a person other than the Chief Compliance Officer who is authorized to receive information and respond to questions about your filing/submission.

Location of Books and Records: Provide the location of any required books and records maintained by the municipal advisory firm.

Foreign Financial Regulatory Authorities: Disclose any registrations with a foreign financial regulatory authority.

Business Affiliates of the Applicant: Disclose any affiliations with a domestic or foreign business entity.

Note: Complete all required fields including those that are conditionally required (fields that become required based on your response to a question).

Based on your affirmative response to a question in each section of the Identifying Information screen, additional applicable fields or required sections of Schedule D are displayed. For example, upon selecting 'Investment Adviser' and 'Registered in US State or Other US Jurisdiction' options under Item 1D(2) – Other Registrations, additional required fields are displayed. If the applicant is a State Registered Investment Adviser, you must select each U.S. jurisdiction under which the applicant is registered.

Adding or Removing a Jurisdiction

1. To add a U.S. jurisdiction, select an option from the All US States and Jurisdictions list box.
   a. Click the [Add] button. To add all the states, click the [Add All] button.
2. To remove a jurisdiction, select an option from the Selected US States and Jurisdictions list box.
   a. Click the [Remove] button. To remove all selected states, click the [Remove All] button.

   Note: To select more than one option at a time in the list box, click on the first option, hold the [Ctrl] key on your keyboard, and click on additional options.

Item 2: Form of Organization

The Form of Organization screen has five sections (A to E) that allow you to enter details of the type of organization.

A. **Applicant's Form of Organization**: Select the applicant's form of organization. (If the "Corporation" radio button is disabled, you have identified yourself as a Sole Proprietor in Item 1A(2).)

Month of Applicant's Annual Fiscal Year End: Specify the month of applicant's fiscal year-end. For Sole Proprietors (selected "Yes" in Item 1A(2)), only "December" may be selected.

State, Other US Jurisdiction, or Foreign Jurisdiction Under Which Applicant is Organized: Select the state or jurisdiction under which the applicant is organized. The state or jurisdiction you select is dependent on the selection made in Item 2A (applicant's form of organization).

Date of Organization: Specify the date on which the applicant was formed.

Public Reporting Company: Disclose whether the applicant is a public reporting company. If "Yes" is selected, Item 2E(2) fields are pre-populated (with the applicant's Filer CIK and the Company Name maintained in EDGAR) and non-editable. For Sole Proprietors (selected "Yes" in Item 1A(2)), "Yes" option is disabled.

Item 3: Successions

The Successions screen has one section (A) that allows you to indicate whether the applicant is succeeding to the business of a registered municipal advisory firm. Based on an affirmative response to Item 3A, an additional section (B) is displayed.

Note: For amendments and annual filings, Item 3 is not pre-populated. If a succession entry was reported in an earlier filing, then you do not need to report it again.

A. Is the applicant, at the time of this filing, succeeding to the business of a registered municipal advisor?: Disclose whether the applicant is acquiring a registered municipal advisory firm. If "Yes" is selected, provide a date (cannot be a future date) in the Date of Succession field; and complete Item 3B.

Complete Section 3 of Schedule D: Provide details of the acquired registered municipal advisory firm such as the name and registration information.

- Click the [New Succession Entry] button in Section B. The "Successions" modal window is displayed, where you must enter the name and registration information of the acquired municipal advisory firm.Click the [Close] button to save and close the modal window, and continue filing.

Note: Once the successor (the applicant) is registered as a municipal advisory firm, a Form MA-W must be filed to withdraw registration of the acquired municipal advisory firm. For specific details on "Succession by Application" or "Succession by Amendment," refer to "Specific Instructions for Certain Items in Form MA" on the Form MA Instructions screen (displayed upon clicking the Instructions tab on the navigation pane).

Item 4: Information About Applicant's Business

The Information About Applicant's Business screen has 12 sections (A-L) that allow you to disclose information related to the applicant's business, such as the number of employees, types of clients, types of compensation arrangements, etc. A response is required for each section in Item 4 on Form MA.

The 12 sections are divided into four categories, as listed below:

- Employees (A-E): Provide the total number of employees, except clerical workers. Disclose the number of those employees engaged in municipal advisory activities, those registered as representatives of a broker-dealer, and those who are investment adviser representatives. Identify firms and other persons who solicit clients on behalf of the applicant and employees that do business independently on the applicant's behalf as affiliates of the applicant.
- Clients (F-H): Provide the number and types of clients the applicant served in the most-recently completed fiscal year. In addition, disclose the number of municipal entities and obligated persons that were solicited by the applicant on behalf of a third-party in the most-recently completed fiscal year and identify the types of persons the applicant solicited.
- Compensation Arrangements (I-K): Identify the ways in which the applicant is compensated for its advice to or on behalf of municipal entities or obligated persons, and for its solicitation activities. Additionally, disclose whether the applicant receives compensation from anyone other than clients for municipal advisory activities.
- Applicant's Business Relating to Municipal Securities (L): Identify the activities the applicant is engaged in, such as providing advice concerning the issuance of municipal securities, the investment of the proceeds of municipal securities, the use of municipal derivatives, or solicitation of business from a municipal entity or obligated person on behalf of an unaffiliated person or firm.

Notes:

(1) If you are a newly-formed municipal advisor, responses to Items 4-I, J, and K shall be

based on the types of compensation expected, and for Item 4L, on the types of municipal advisory activities you expect to engage in during the next year. For details, refer to "Specific Instructions for Certain Items in Form MA" on the Form MA Instructions screen (displayed upon clicking the Instructions tab on the navigation pane).

(2) For fields where you must list a number (for example: Number of Employees), enter a value greater than one, or if none, enter zero.

(3) Each field accepts up to a certain value. For example, a value up to 1000 can be entered for Item 4D.

(4) The value for the Total field in Item 4G(3) is automatically calculated based on the values entered for Items 4G(1) and 4G(2).

(5) Your response to a section (or question) in Item 4 may limit the options available for another section in Item 4. For example, if you select Item 4I(6) to indicate that the applicant engages only in solicitation and does not serve clients, you will not be able to select Item 4J(6) to indicate that the applicant only serves clients.

Item 6: Financial Industry and Other Activities of Associated Persons

The Financial Industry and Other Activities of Associated Persons screen has two sections (A and B) that allow you to select other activities of each associated person of the municipal advisory firm and identify such associated persons.

A. Applicant has one or more associated persons that is a:

Identify the financial industry affiliations and activities of associated persons using the check boxes 1 to 20. The selection of these check boxes is optional.

Disclose the total number of applicant's associated persons in the Total Associated Persons field.

When the value entered in the Total Associated Persons field is:

- Zero: Section B is not displayed (Section 6 of Schedule D is not applicable).
- One: Section B is displayed, however Section 6 of Schedule D is optional to identify one associated person.
- Two or more: Section B is displayed and a separate Section 6 of Schedule D must be completed to identify each associated person.

Note: The municipal advisory firm must file Form MA-I for each associated person who engages in municipal advisory activities.

B. Applicant must list all such associated persons, including foreign associated persons, on Section 6 of Schedule D:

Identify each of the applicant's associated person, separately, using the [Add Associated Person] button.

The value entered in the Total Associated Persons field must match the total number

of associated persons identified on Schedule D entries.

Adding an Associated Person

1. Click the [Add Associated Person] button in Item 6B. The "Financial Industry and Other Activities of Associated Persons" modal window is displayed.
2. Enter the legal name and the primary business name of the associated person in the corresponding fields.
3. In Part A (Associated person is a), select all applicable financial industry affiliations and other activities of the associated person.
4. In Part B (Control Relationships and Foreign Relations), specify the control relationship of the applicant and the associated person and indicate whether the associated person is registered with a foreign regulatory authority.

   If you selected 'Yes' to indicate that the associated person is affiliated with a foreign regulatory authority, click the [Add Regulatory Authority] button. The "Foreign Registration" modal window is displayed where you must enter the name of the foreign regulatory authority and select the name of the country.
5. Click the [Close] button to save the information and close the modal window(s).

Form MA Schedules

Form MA contains supplemental Schedules A, B, C, and D. Schedules A, B, and C, are displayed on the left navigation pane, and Schedule D is displayed in a modal window within an Item.

All applicants filing an initial application must complete Schedule A, and if applicable, Schedule B. Complete Schedule C only when filing an annual or amended filing, as needed to amend Schedules A and/or B submitted in previous submissions. Complete the corresponding sections of Schedule D based on affirmative responses to questions in an Item.

Note: For an annual or amended filing, Schedules A and B are displayed on the left navigation pane, where you may view information submitted on a previous Form MA submission.

A comprehensive description and the location of each schedule is available in Table 8-3.

Table 8-3: Form MA Schedules and Description

Schedule	Description	Location
Schedule A	When submitting an initial application for Form MA, you are required to complete Schedule A. Use Schedule A to provide information on the direct owners and executive officers who are business entities or natural persons of the applicant.	Tab on left navigation pane
Schedule A	**Schedule A-1: Direct Owners of Applicant – Business Entities** You must click the [Add Direct Owner – Business Entities] button on the Schedule A: Direct Owners and Executive Officers of the Applicant screen to add details of the direct owners that are business entities.	Schedule A1(a)

Schedule	Description	Location
Schedule A	**Schedule A-2: Direct Owners and Executive Officers of Applicant – Natural Persons** You must click the [Add Direct Owner or Executive Officer - Natural Person] button on the Schedule A: Direct Owners and Executive Officers of the Applicant screen to add details of the direct owners and executive officers who are natural persons.	Schedule A1(b)
Schedule B	When submitting an initial application, use Schedule B to provide information on the indirect owners who are business entities or natural persons of the applicant. You must select 'Yes' for "Does applicant have any indirect owners to be reported on Schedule B?" on Schedule A on the initial Form MA submission to provide information on the indirect owners of the applicant in Schedule B. For submissions form types MA-A and MA/A, the value for "Does applicant have any indirect owners to be reported on Schedule B?" on Schedule A is based on the information in Schedule B from the most recent MA, MA-A, or MA/A submission.	Tab on left navigation pane
Schedule B	**Schedule B-1: Indirect Owners of Applicant – Business Entities** You must click the [Add Indirect Owner - Business Entities] button on the Schedule B: Indirect Owners screen to add details of the indirect owners that are business entities.	Schedule B1(a)
Schedule B	**Schedule B-2: Indirect Owners of Applicant – Natural Persons** You must click the [Add Indirect Owner - Natural Person] button on the Schedule B: Indirect Owners screen to add details of the indirect owners who are natural persons.	Schedule B1(b)
Schedule C	Use Schedule C, only when submitting an amended or annual filing, to amend information that was provided on Schedules A and/or B on a previous submission. Schedules A-1, A-2, B-1, and B-2 are available on the Schedule C: Amendments to Schedules A and B screen. Click the appropriate button for the Schedule you want to update.	Tab on left navigation pane
Schedule D - Miscellaneous	Use the text box on the Schedule D: Miscellaneous screen to provide additional information to an Item, Schedule, or DRP or to explain a response to any of the Items. There are different sections of Schedule D that become available based on affirmative responses to certain questions, and they are described below:	Tab on left navigation pane

Schedule	Description	Location
Schedule D - Miscellaneous	**Section 1-B: Other Names under which Municipal Advisor-Related Business is Conducted** You must select 'Yes' for Additional Names in Item 1B(3)(a) on the Identifying Information screen to add additional names in Section 1-B.	Item 1B(3)(b)
Schedule D - Miscellaneous	**Section 1-D: Additional Registrations of the Applicant** You must select 'Yes' for Additional Registrations in Item 1D(3)(a) on the Identifying Information screen to add additional registrations in Section 1-D.	Item 1D(3)(b)
Schedule D - Miscellaneous	**Section 1-E: Additional Offices at which the Applicant's Municipal Advisor-Related Business is Conducted** You must select 'Yes' for Additional Offices in Item 1E(2)(a) on the Identifying Information screen to add additional offices in Section 1-E.	Item 1E(2)(b)
Schedule D - Miscellaneous	**Section 1-F: Additional Website Addresses** You must select 'Yes' for Does the applicant have any additional websites? in Item 1F(2) and specify the total number of additional websites in Item 1F(3) on the Identifying Information screen to add additional websites in Section 1-F. Note: The value entered in Item 1F(3) should match the total number of websites identified in Item 1F(4).	Item 1F(4)
Schedule D - Miscellaneous	**Section 1-I: Location of Books and Records** You must select 'Yes' in Item 1I(1) on the Identifying Information screen to add the location of books and records maintained in Section 1-I.	Item 1I(2)
Schedule D - Miscellaneous	**Section 1-J: Registration with Foreign Financial Regulatory Authorities** You must select 'Yes' in Item 1J(1) on the Identifying Information screen to add the foreign registration information of the applicant in Section 1-J.	Item 1J(2)
Schedule D - Miscellaneous	**Section 1-K: Business Affiliates of the Applicant** You must select 'Yes' in Item 1K(1) on the Identifying Information screen to add the name and registration information of the domestic or foreign business affiliate in Section 1-K.	Item 1K(2)
Schedule D - Miscellaneous	**Section 3: Successions** You must select 'Yes' in Item 3A on the Successions screen to add details of the acquired municipal advisory firm in Section 3.	Item 3B

Schedule	Description	Location
Schedule D - Miscellaneous	**Section 4-D: Firms and Other Persons that Solicit Municipal Advisor Clients on the Applicant's Behalf** You must add a value greater than zero in Item 4D on the Information About Applicant's Business screen to add details of the firms or other persons that solicit municipal advisor clients in Section 4-D.	Item 4D
Schedule D - Miscellaneous	**Section 4-E: Employees That Also Do Business Independently on the Applicant's Behalf as Affiliates of the Applicant** You must select 'Yes' for Item 4E(1) and specify the number of employees acting as affiliates of the applicant in Item 4E(2) on the Information About Applicant's Business screen to add details of such employees in Section 4-E.	Item 4E(3)
Schedule D - Miscellaneous	**Section 5-B: Description of Primary Business (for businesses not listed in Part A of Item 5)** You must select 'Yes' in Item 5B(1) and Item 5B(2) on the Other Business Activities screen to provide details of other business(es) of the applicant in Section 5-B.	Item 5B(3)
Schedule D - Miscellaneous	**Section 6: Financial Industry and Other Activities of Associated Persons** You must provide a value greater than one for Total Associated Persons in Item 6A to provide details of the associated persons of the municipal advisory firm in Section 6.	Item 6B
Schedule D - Miscellaneous	**Section 8-A: Control Persons** You must select 'Yes' in Item 8A(2) and click either the [Add Firm or Organization] or [Add Natural Person] button in Item 8A(3) on the Owners, Officers and Other Control Persons screen. Provide the details of the control person in Section 8-A(1) Control Persons - Firm or Section 8-A(2) Control Persons - Natural Person, as applicable.	Item 8A(3)
Schedule D - Miscellaneous	**Section 8-B: Public Reporting Company** You must select 'Yes' in Item 8B(1) on the Owners, Officers and Other Control Persons screen to identify the public reporting companies reported on Form MA or its variants in Section 8-B.	Item 8B(2)

The following Form MA Schedules with their primary screens are explained further.

- Section 1-B of Schedule D: Other Names under which Municipal Advisor-Related Business is Conducted
- Schedule A-2: Direct Owners and Executive Officers of Applicant - Natural Persons
- Schedule C: Amendments to Schedules A and B

Section 1-B of Schedule D of Form MA enables you to provide additional names of the

municipal advisor-related business.

Adding, Deleting, or Amending Additional Names

1. To add a new name, click the [Add Name] button, located under Item 1B(3)(b).
   a. In the corresponding modal window, enter the other name of the municipal advisor-related business in the Name field. Select the jurisdiction under which the business is registered from the drop-down list.
   b. Click the [Close] button to save and close the modal window. The name you added is displayed in Item 1B(3)(b), List of any additional names.
2. To update an existing entry, click the [Edit] button adjacent to the entry. In the corresponding modal window, make the correction and click the [Close] button to save and finish.
3. To delete an existing entry, click the [Delete] button adjacent to the entry. Click the [Yes] button when prompted for confirmation.

   Note: Clicking the [Delete] button only deletes the newly added entries (since the last submission).

Schedule A-2 of Form MA enables you to provide information on the Direct Owners and Executive Officers who are natural persons.

Adding or Deleting a Direct Owner who is a Natural Person

1. Click the [Add Direct Owner or Executive Officer - Natural Person] button to identify a direct owner or an executive officer who is a natural person. The "Direct Owner or Executive Officer - Natural Person (for Schedule A-2)" modal window is displayed.
   a. Enter the name, title or status, date when title or status was acquired, and other relevant information of the direct owner in the fields displayed.
   b. Select an appropriate Ownership Code for the direct owner and indicate whether the identified direct owner is a control person.
   c. Click the [Save] button to save and close the modal window. The entry added is displayed in Section 1 of Schedule A. Or,
   d. Click the [Close] button to close the modal window.
2. Click the [Delete] button, adjacent to an entry, to delete an entry prior to submission. Click the [Yes] button when prompted for confirmation.

Note: For annual or amended filings, Schedules A and B are read-only. To update an existing entry, use Schedule C on an annual or amended filing.

Schedule C of an amended filing or an annual filing enables you to add a new direct or indirect owner, and amend information provided on Schedule A (Direct Owners) and/or Schedule B (Indirect Owners) on a previous Form MA submission.

Schedules A and B with any entries added on a previous Form MA submission are listed on the Schedule C: Amendments to Schedules A and B screen.

- Click the [Summary of Schedule C Changes] button to see a summary of changes to Schedule A and B entries.

- Click the [Edit] button, adjacent to an entry, to update an existing entry.
- Click the [Add Direct Owner - Business Entity] button to add a direct owner that is a business entity.
- Click the [Add Direct Owner or Executive Officer - Natural Person] button to add a direct owner or executive officer who is a natural person.
- Click the [Add Indirect Owner - Business Entity] button to add an indirect owner that is a business entity.
- Click the [Add Indirect Owner - Natural Person] button to add an indirect owner who is a natural person.

Form MA Disclosure Reporting Pages

Form MA and its variants include three types of Disclosure Reporting Pages (DRPs). The DRPs can either be an initial or amended response (to report a change to any of the information provided on a previously reported disclosure event).

Note: Any supporting documents must be provided using the Documents tab on the left navigation pane. For details on how to attach a document, refer to Section 8.2.16.4, "Municipal Advisor Documents."

Affirmative responses to any of the questions in Item 9 will add the corresponding disclosure tab on the left navigation pane.

The three types of DRPs on Form MA and its variants are listed below:

- **Criminal Action DRP**: Use this DRP to report details for affirmative responses to questions in Items 9A and 9B of Form MA or its variants.
- **Regulatory Action DRP**: Use this DRP to report details for affirmative responses to questions in Items 9C, 9D, 9E, 9F, and 9G of Form MA or its variants.
- **Civil Judicial Action DRP**: Use this DRP to report details for affirmative responses to questions in Item 9H of Form MA or its variants.

Completing Disclosure Reporting Pages (DRPs) on Form MA

To report an event, click the appropriate disclosure tab on the left navigation pane. The corresponding disclosure reporting page is displayed. For example, clicking the Regulatory Action DRP tab displays the Regulatory Action Disclosure Reporting Page (MA) screen enables you to add a regulatory action on the "Regulatory Action DRP" modal window by clicking the [Add Regulatory DRP] button.

Note: When filing an amended or annual filing, a new entry must be added to the DRP to report a new event/proceeding or a new case arising out of an existing event/proceeding that was reported earlier on Form MA. Do not add the new case to an existing entry.

This Disclosure Reporting Page (DRP MA) is an: "Initial" radio button is pre-populated, if a new event is being added to the DRP. Alternatively, the "Amended" radio button will be pre-populated if an event reported earlier (on Form MA or its variants) is being updated.

Check item(s) being responded to: Select the applicable check boxes to match the questions with affirmative responses in Item 9.

There are two parts to each DRP on Form MA, and they are to be completed as applicable. In Part 1 of the DRP, specify whom the DRP is being filed for and if applicable, provide the total number of associated persons, the type and identifying information of each associated person. Proceed further by specifying whether a DRP is on file elsewhere for the event being reported and if needed, complete Part 2 of the DRP.

A. **The person(s) or entity(ies) for whom this DRP is being filed is (are) the**: Based on the selection, a section for Applicant and/or Associated Person(s) is displayed.

1. **Applicant**: Follow the steps below to provide information about the applicant's disciplinary event on the "Applicant" modal window.
    a. Click the [Add Applicant] button on the "Regulatory Action DRP" modal window to report the event being filed for the applicant. The "Applicant" modal window is displayed where you must complete Part 2, if applicable.

DRP or Other Disclosure Filed Elsewhere for this Event: Based on the selection, provide the details of a previously submitted filing or the details of the event in Part 2 of the DRP.

a. Click the "Yes" radio button if the event being reported has already been filed elsewhere on a form such as Form BD, or U4, Form MA, or Form MA-I. Subsequently, provide details of that filing, such as the name on registration.
b. Click the "No" radio button if the event being reported has not been filed elsewhere on another form. Regulatory Action DRP Part 2 is displayed where you must provide the details of the event or proceeding being reported.
c. Click the [Close] button on the "Applicant" modal window to save the information and proceed further. The event added for the applicant is displayed under the Applicant section on the "Regulatory Action DRP" modal window.
d. Click the [Close] button on the "Regulatory Action DRP" modal window if all required information has been provided for the reported event. The DRP added is displayed on the Regulatory Action Disclosure Reporting Page (MA) screen.

2. **Associated Person(s)**: Follow the steps below to provide information about the associated person's disciplinary event on the "Associated Person" modal window.
    a. Click the "Yes" radio button for (a) Is this DRP being filed for one or more associated persons field and enter the total number of associated persons involved with the event being reported in the Indicate the total number of such associated person(s) field.
    b. Click the [Add Associated Person] button on the "Regulatory Action DRP" modal window to identify the associated person involved in the event being reported and their details. If there is more than one associated person involved with the same event, identify each associated person separately. In the corresponding "Associated Person" modal window, provide identifying information and registration information of the associated person, and if applicable, complete Regulatory Action DRP Part 2.

8.2.16.2 Form MA-I: Information Regarding Natural Persons Who Engage in Municipal Advisory Activities

Form MA-I must be filed by the municipal advisory firm for each associated person of the firm

who engages in municipal advisory activities. A sole-proprietor must file both Form MA and MA-I when applying for registration to become a municipal advisor. The form contains seven Items and seven Disclosure Reporting Pages. You must complete all applicable Items, all applicable Disclosure Reporting Pages (DRPs), and attach any required documents when submitting Form MA-I or its variants. These Items and DRPs are explained further in this section

Form MA-I Items

Item 1: Identifying Information: Provides information about the associated person of the firm who engages in municipal advisory activities or the sole proprietor. This item is explained further below.

Item 2: Other Names: Discloses any other names (besides the full legal name provided in Item 1) the individual uses or has ever used since the age of 18, including nicknames, aliases, and names used before or after marriage.

Item 3: Residential History: Provides, in reverse chronological order, all the addresses at which the individual has resided for the past five years, without leaving a gap greater than three months between addresses.

Item 4: Employment History: Provides, in reverse chronological order, the complete employment history and status of the individual, such as full-time and part-time employment, self-employment, military service, homemaking, unemployed, full-time education, extended travel, or other similar statuses, for the past 10 years, without leaving a gap greater than three months between entries.

Item 5: Other Business: Provides details about any other business the individual is currently engaged in as a proprietor, partner, officer, director, employee, trustee, agent, or otherwise.

Item 6: Disclosure Information: Discloses selected portions of the disciplinary history and financial history of the individual. Based on affirmative responses to certain Item 6 questions, a corresponding DRP (displayed as one of the following tabs on the left navigation pane: Criminal Action DRP, Regulatory Action DRP, Investigation DRP, Civil Judicial Action DRP, Customer Complaint/Arbitration/Civil Litigation DRP, Termination DRP, or Judgment/Lien DRP) must be completed.

Item 7: Signature: Certifies that any information and statements made in the Form MA-I, including exhibits and any other information submitted, are true and correct for the municipal advisory firm and its signatory and for the sole proprietor.

Note: Items 3 and 4 have a function that will allow filers to sort the provided entries in reverse chronological order.

Item 1: Identifying Information

The Identifying Information screen has two sections (A and B), which allow you to enter identifying details of the individual (applicant as a sole proprietor or the associated person of the municipal advisory firm); the number of municipal advisory firms with which the individual is employed and registration information of such firms; and the individual's office locations.

A. **The Individual**: Enter the full legal name into the corresponding field.

B. **Municipal Advisory Firms Where the Individual is Employed**: Provide the number of municipal advisory firms with which the individual is employed and subsequently, provide details of each such firm using the [Add Municipal Advisory Firm] button on the "Advisory Firm" modal window.

Adding Municipal Advisory Firm Information

1. Click the [Add Municipal Advisory Firm] button in Item 1B to add information about the individual's municipal advisory firm. The "Advisory Firm" modal window is displayed.
2. Enter the name of the firm in the Full Legal Name of municipal advisory firm with which the individual is employed field. If the CIK of the firm is provided in the Municipal Advisory Firm's CIK field, then the name field is pre-populated with company information maintained in EDGAR for the firm's CIK, and the name field becomes non-editable.
3. Enter the individual's start date at this firm in the Date that the individual's most recent employment with this municipal advisory firm commenced (MM/DD/YYYY) field. (A future date is not allowed for this field.)
4. Specify whether the individual has an independent contractor relationship with this firm.
5. In Item 1B(1), indicate whether this firm is registered as a municipal advisor on Form MA.
    a. If the firm is registered (selected the "Yes" radio button), then provide the SEC file number for the approved Form MA in the corresponding field.
    b. If the firm has filed a Form MA application that is pending approval (selected the "No" radio button), then provide the Form MA filing date in the corresponding field. (The EDGAR CIK No. field is pre-populated with the CIK entered in the Municipal Advisory Firm's CIK field.)
    c. If the firm has not yet filed a Form MA application (selected the "No" radio button), then provide an explanation in the corresponding text field.

Adding Office Locations

1. Click the [Add Advisory Firm Office Information] button on the "Advisory Firm" modal window in Item 1B(2). The "Office Address" modal window is displayed. This screen allows you to add the office location(s) where the individual is physically located at and supervised from.
2. Specify whether the address is where the firm is located and/or where the individual is supervised from. If the CIK of the firm is provided in the Municipal Advisory Firm's CIK field on the "Advisory Firm" modal window, then the address fields are pre-populated with information maintained in EDGAR for the CIK entered. However, you may update the address fields for this filing, as needed.
    a. Enter the Start Date for the address. A date prior to the start date provided in Item 1B for Date that the individual's most recent employment with this municipal advisory firm commenced (MM/DD/YYYY) field or a future date is not allowed.
    b. Click the [Close] button to save and finish adding the location.
3. Click the [Close] button on the "Advisory Firm" modal window to save and finish

adding information for the municipal advisory firm. The name of the added municipal advisory firm is displayed in Item 1B.

Form MA-I Disclosure Reporting Pages

Form MA-I and its variants include seven types of Disclosure Reporting Pages (DRPs). The DRPs can either be an initial response or an amendment to report a change in status to a previously reported disclosure event. Affirmative responses to any of the questions in Items 6A through 6J, and 6M will add a corresponding disclosure tab on the left navigation pane.

The seven types of DRPs on Form MA-I are listed below:

- Criminal Action DRP: Use this DRP to report details for affirmative responses to questions in Items 6A and 6B of Form MA-I or its variants.
- Regulatory Action DRP: Use this DRP to report details for affirmative responses to question(s) in Items 6C, 6D, 6E, 6F, and 6G(1) of Form MA-I or its variants.
- Investigation DRP: Use this DRP to report details for an affirmative response to Item 6G(2) of Form MA-I or its variants.
- Civil Judicial Action DRP: Use this DRP to report details for affirmative responses to questions in Item 6H of Form MA-I or its variants.
- Customer Complaint/Arbitration/ Civil Litigation DRP: Use this DRP to report details for affirmative responses to questions in Item 6I of Form MA-I or its variants.
- Termination DRP: Use this DRP to report details for affirmative responses to questions in Item 6J of Form MA-I or its variants.
- Judgment/Lien DRP: Use this DRP to report details for an affirmative response to Item 6M of Form MA-I or its variants.

Note: A separate DRP needs to be filed for each event or proceeding, and for separate cases arising out of the same event. You must report each event separately for the applicant as a sole proprietor and/or each associated person, as applicable.

Completing Disclosure Reporting Pages (DRPs) on Form MA-I

There are two parts to each DRP on Form MA-I or its variants, and they are to be completed as applicable. The Criminal Action Disclosure Reporting Page (MA-I) screen allows you to report an event or proceeding on a Criminal Action.

For each DRP, complete the preliminary steps given below for a Criminal Action DRP.

1. Click the [New Criminal DRP] button on the Criminal Action Disclosure Reporting Page (MA-I) screen. The “Criminal DRP” modal window is displayed.
2. Select the appropriate check box(es) that corresponds to the question(s) you responded to in Item 6.
3. Specify whether a DRP for this event has been previously submitted to the SEC on any other forms.
    a. If yes, select the form where this DRP was reported, and provide details of the existing filing in the corresponding fields.
    b. Click the [Close] button to save the information and close the modal window.

c. If no, proceed further on the page to provide details of the event being reported, in Part 2 of the DRP.

1. **Firm or Organization**: Indicate whether the charges were brought against a firm. If 'Yes', provide details of the firm in the fields displayed.
2. **Court Where Formal Charge(s) Were Brought**: Specify the jurisdiction where formal charges were brought and provide the name and location of the court along with the formal name and number of the case.
3. **Event Disclosure Detail**: Provide the date of the first charge and disclose the details of the event in "Charge Details" modal window, displayed upon clicking the [New Charges] button in section 3B.

   Based on your responses on the "Charge Details" modal window, you may be required to provide additional details, such as the product type or the date on which the original charge was amended or reduced in the corresponding fields provided.

   a. Click the [Close] button to save and finish adding the charge details. The Charge added is displayed on the "Criminal DRP" modal window.

   b. Specify whether any of the charges within the event involved a felony.

4. **Current Status of the Event:**

   a. Specify whether the current status of the event is pending, on appeal, or final. Based on the selection, applicable sections (5 to 8) on the "Criminal DRP" modal window are displayed.

      Section 8, Summary of Circumstances is displayed when the "Pending" radio button is selected. A summary of the circumstances leading to the charges may be provided in this section.

   b. If the current status of an event is 'On Appeal,' select the "On Appeal" radio button. Sections 5-8 are displayed. Provide details of the appeal, such as the date the event status changed and the jurisdiction in which the case is on appeal. In addition, provide disposition disclosure details for each charge on the "Disposition Charge Details" modal window, displayed upon clicking the [New Disposition Charges] button in section 7(a) on the "Criminal DRP" modal window.

   c. If the current status of an event is 'Final,' select the "Final" radio button. Sections 5, 7, and 8 are displayed. Provide additional details in the sections displayed, such as the date the event status changed and the disposition disclosure details for each charge.

   d. Click the [Close] button on the "Criminal DRP" modal window to save and finish adding details of the event. The Selected Questions, Name of the Court, and the Docket case Name for the event added appear on the Criminal Action Disclosure Reporting Page (MA-I) screen.

Note: A previously submitted DRP will remain on a filing until it is marked to be removed on an amended Form MA or MA-I filing.

When filing an amendment to remove the DRP from a previously submitted Form MA-I filing, select the "Yes" option to indicate that the amendment to the DRP is to remove a previously filed DRP from the record for the individual.

When filing an amendment to remove the DRP from a previously submitted Form MA filing, select the "Yes" option (on the applicable modal window for the applicant or the associated person) to indicate that the amendment to the DRP is to remove a previously filed DRP from the record.

8.2.16.3 Form MA-W: Notice of Withdrawal from Registration as a Municipal Advisor

Form MA-W must be filed for a registered municipal advisory firm (has a Form MA on file) that is no longer required to be registered as a municipal advisor. The form contains seven Items and two supplemental Schedules. Complete all seven Items and the required Schedules when submitting Form MA-W. The Items and Schedules are explained further in this section.

Form MA-W Items

Item 1: Identifying Information: The Full Legal Name and Registrant's SEC File Number fields are pre-populated based on the filer CIK, filer CCC, and file number (of a previously submitted Form MA or its variants) provided on the Filer Information screen, and are non-editable.

Item 2: Contact Person: Provides the name, title, and contact information about the municipal advisory firm's principal or an employee who is authorized to receive correspondence and respond to questions concerning the Form MA-W filing.

Item 3: Money Owed to Clients: Discloses any pre-paid fees the registrant has received for municipal advisory activities, including subscription fees for publications that have not been delivered, and any amount borrowed from clients that has not been repaid.

Item 4: Contract Assignments: Indicates whether the registrant has assigned any municipal advisory contracts to another person that engages in municipal advisory activities and provides the name and business address for each such person on the corresponding schedule.

Item 5: Judgments and Liens: Declares whether the registrant has any unresolved judgments or liens against the firm itself.

Item 6: Books and Records: Provides, on the corresponding schedule, details of the Custodian(s) and the location(s) at which the registrant's books and records are or will be kept.

Item 7: Statement of Financial Condition: If an affirmative response was provided in Item 3 or Item 5, then discloses the nature and amount of the registrant's assets, liabilities, and net worth (as of the last day of the month prior to filing Form MA-W).

Form MA-W Schedules

Form MA-W contains Schedules W1 and W2. A comprehensive description of each Schedule is available in Table 8-4.

Table 8-4: MA-W Schedules and Description

Schedule	Description	Location
Schedule W1	Use Schedule W1 to identify the person to whom the registrant has assigned a municipal advisory contract and the custodian of the registrant's books and records. There are two sections to Schedule W1.	
Schedule W1	**Section 4: Advisory Contract Assignments** Select the "Yes" radio button on the Item 4 Advisory Contract Assignments screen to identify each person to whom a municipal advisory contract was assigned.	Item 4
Schedule W1	**Section 6: Books and Records** Click the [New Custodian] button the Item 6 Books and Records screen to identify the custodian and the location at which the registrant's books and records will be kept.	Item 6
Schedule W2	Use Schedule W2 to disclose the registrant's statement of financial condition, as of the last day of the month prior to the filing of this form MA-W. Select the "Yes" radio button on Items 3A, 3B, or 5 to provide the statement of financial condition.	Item 7

The following Form MA-W Schedules with their primary screens are explained further.

- Section 4 of Schedule W1: Advisory Contract Assignments
- Section 7 of Schedule W2: Statement of Financial Condition

Section 4 of Schedule W1 of Form MA-W enables you to provide details of the person to whom the registrant has assigned a municipal advisory contract.

Adding Advisory Contract Assignments

1. To add a new advisory contract assignment, click the [New Contract Assignment] button on the Item 4 Advisory Contract Assignments screen. The "Advisory Contract Assignment" modal window is displayed.
2. Enter the full name, business address, and phone number of the person that engages in municipal advisory activities and to whom the registrant has assigned a municipal advisory contract in the appropriate fields.
3. Specify whether the business address provided is a private residence.
4. Click the [Close] button to save and finish.

Section 7 of Schedule W2 of Form MA-W enables you to disclose the nature and amount of the registrant's assets, liabilities, and shareholders' equity.

Providing Statement of Financial Condition

1. Enter the dollar amount for each field in section I (Assets) and section II (Liabilities and Shareholders' Equity).
2. The application automatically calculates the total amount for the following fields: Total Current Assets, Total Assets, Total Current Liabilities, Total Fixed Liabilities,

and Total Liabilities and Shareholders' Equity.

8.2.16.4 Municipal Advisor Documents

The Attach Documents List screen is used to upload documents necessary for Forms MA, MA-I, and their variants. This includes Form MA-NR or any supporting documents for DRPs. All document attachments must be in valid PDF format. (Refer to Section 5.2.3, "PDF" for EDGAR standards on PDF attachments.)

The following two attachments are required when the applicant or an associated person is a non-resident of the U.S.:

- Attach Form MA-NR as EX.99-31 MA-NR when a non-US State is selected for the following Items on Forms MA, MA-I, or their variants:
  - Item 1E(1): Principal Office and Place of Business – Address, on Form MA and its variants.
  - Item 3: Current Address, on Form MA-I and its variants.
- Attach an Opinion of Counsel as EX-99.34 OPIN COUNSL if the municipal advisory firm is a non-resident (selected a non-US State for Item 1E(1) on Form MA).

The following two attachments are optional if there is a Criminal or Regulatory DRP on the form:

- Attach applicable court documents as EX-99.32 APP CRT DOC for Criminal Action DRP and Regulatory Action DRP on Forms MA, MA-I, or their variants.
- Attach applicable regulatory documents as EX-99.33 APP REG DOC for Regulatory Action DRP on Forms MA, MA-I, or their variants.

For details on how to add, delete or validate a document, refer to the analogous instructions for Regulation A documents "Attach Documents List" in Section 8.2.4.6.

8.2.16.5 Execution/Signature

The Execution or Signature screen allows you to provide a signature by typing your name in the Signature field and thereby certifying that all information provided on the Municipal Advisor form submission is true and correct.

The municipal advisory firm must complete and sign Form MA-I for each associated person of the firm. Refer to "General Instructions" on the Form MA Instructions screen (displayed upon clicking the Instructions tab on the navigation pane) for more information about signatures on Form MA, MA-I, or MA-W.

Complete the appropriate section of the Execution page on Form MA:

- "Domestic Municipal Advisor Execution" section, if the municipal advisory firm is a resident of the United States.
- "Non-Resident Municipal Advisor Execution" section, displayed when a non-US state is selected for Item 1E(1), if the municipal advisory firm is not a resident of the United States.

Select the type of applicant withdrawing the registration, prior to providing the signature.

8.2.16.6 Municipal Advisor Form Submission

Once you have completed the required information on a selected Municipal Advisor form, click the [SUBMIT] button at the top of the screen to transmit your submission to EDGAR.

The system validates the form to ensure that you have completed all Items and any required Schedules or DRPs. A red "x" icon is displayed on the tabs that contain incomplete or invalid data. You must complete any missing information and correct any errors before re-attempting to submit the form to EDGAR. A warning message is displayed on the Confirmation screen to indicate that a LIVE submission is being made to EDGAR, in contrast to a TEST submission.

Confirmation

The Confirmation screen prompts you to 'Transmit' or 'Cancel' your submission.

If you do not want to transmit the live submission, click the [Cancel] button on the Confirmation screen. Otherwise, click the [Transmit LIVE Submission] button to submit your filing to EDGAR for processing. If the submission transmits successfully, an Acknowledgment screen is displayed.

Municipal Advisor Form Submission Acknowledgment

The Acknowledgment screen provides acknowledgment of your Municipal Advisor form submission. Retain the accession number of the submission for your records.

8.2.17 File Form SDR

This section describes the general process for preparing and submitting Form SDR (Application or Amendment to Application for Registration or Withdrawal from Registration as Security-Based Swap Data Repository) to EDGAR pursuant to Section 13(n) of the Securities Exchange Act of 1934 and Rules 13n-1 and 13n-3 thereunder.

Form SDR has the following variants (submission form types):

- SDR: Application for Registration
- SDR/A: Interim Amendment
- SDR-A: Annual Amendment
- SDR-W: Application for Withdrawal from Registration

SDR Compliance and Financial Reports are filed using the following submission form types:

- SDR-CCO: Annual Compliance Report and Financial Report
- SDR-CCO/A: Amendment to Compliance Report and Financial Report

8.2.17.1 General Instructions for Preparing and Filing Form SDR

The following section provides general instructions to consider when filing Form SDR:

- Applicants must select the 'File SDR' link on the EDGAR Filing Website to file submission form types SDR, SDR/A, SDR-A, and SDR-W. For instructions on how to prepare and file submission form types SDR, SDR/A, SDR-A, and SDR-W, refer to Section 8.2.18 in this volume.

- Applicants must select the 'SDR-CCO' and 'SDR-CCO/A' links on the EDGARLink Online Submission Type Selection screen to file submission form types SDR-CCO and SDR-CCO/A respectively. These submission form types are prepared using the EDGARLink Online application. For instructions on how to prepare and file EDGARLink Online forms, refer to Section 7.3, "Preparing Your EDGARLink Online Submission" in this volume.
- Applicants can submit filer-constructed XML submissions for submission form types SDR, SDR/A, SDR-A, SDR-W, SDR-CCO, and SDR-CCO/A via the 'Transmit' link on the EDGAR Filing Website.
    - Applicants can construct XML submissions for submission types SDR, SDR/A, SDR-A, and SDR-W by following the "EDGAR SDR XML Technical Specification" document available on the SEC's Public Website (https://www.sec.gov/submit-filings/technical-specifications).
    - Applicants can construct XML submissions for submission types SDR-CCO and SDR-CCO/A by following the "EDGARLink Online XML Technical Specification" document available on the SEC's Public Website (https://www.sec.gov/submit-filings/technical-specifications).
- It is necessary to provide a valid filer CIK and CCC on the Filer Information screen before entering any other data or navigating to other screens. Based on the CIK/CCC entered, certain fields on the Application Information and General Information screens of submission form types SDR, SDR/A, SDR-A, and SDR-W are pre-populated with information maintained in EDGAR.
- If the applicant enters a valid CIK and CCC combination on the Filer Information screen of submission form types SDR/A (interim amendment), SDR-A (annual amendment), and SDR-W (withdrawal), form data will be pre-populated from the most recently accepted SDR, SDR/A, SDR-A, or SDR-W filing, eliminating the need to re-enter this information. The applicant will have the ability to amend any form data that has become inaccurate or outdated.
- The "Request Confidentiality" check box on submission form types SDR, SDR/A, SDR-A, and SDR-W allows applicants to select which information and attached exhibits to request confidential treatment. By default, the "Request Confidentiality" check box will not be selected and confidential treatment is waived.

    Note: The "Request Confidentiality" check box on EDGARLink Online submission form types SDR-CCO and SDR-CCO/A allows applicants to request confidential treatment for each attached document. For information on how to request confidential treatment for attached documents for submission form types SDR-CCO and SDR-CCO/A, refer to Section 7.3.4.6 of Chapter 7 in this volume.
- After Form SDR is submitted, SEC staff will review the submission and make a determination of whether the information for which confidential treatment is requested should be made public. EDGAR will disseminate only the content and attached exhibits of the submission that SEC staff has determined to be public.
- As part of processing the SDR filings, SEC staff can generate three new Commission notices

that will be disseminated through EDGAR:

  - Notice of Registration Granted (REG): This form type is generated by SEC staff to indicate that the Commission has granted the filer's application for registration as a security-based swap data repository.
  - Notice of Registration Denied (DEN): This form type is generated by SEC staff to indicate that the Commission has denied the filer's application for registration as a security-based swap data repository.
  - Notice of Effective Withdrawal from Registration (WDL): This form type is generated by SEC staff to indicate that the filer's application for withdrawal from registration as a security-based swap data repository is effective.

- Applicants filing an interim amendment (SDR/A) must verify that all information, including unamended information, provided in items 1 through 17, 26, and 48 on SDR/A is true, current, and complete. Applicants must amend the items as needed and attach applicable exhibits as listed in Section 3.11, "Document Type Values for Exhibits Filed with Form SDR," of the "How Do I Understand Automated Conformance Rules for EDGAR Data Fields" webpage on SEC.gov (https://www.sec.gov/edgar/automated-conformance-rules).
- Applicants filing an annual amendment (SDR-A) must file a complete Form SDR, provide answers to all items, and include all the applicable exhibits as listed in Section 3.11, "Document Type Values for Exhibits Filed with Form SDR," of the "How Do I Understand Automated Conformance Rules for EDGAR Data Fields" webpage on SEC.gov (https://www.sec.gov/edgar/automated-conformance-rules). Applicants must indicate which items have been amended since the last annual amendment, or, if the applicants have not yet filed an annual amendment, since their application for registration as a security-based swap data repository.
- Applicants filing an application of withdrawal from registration (SDR-W) need to update any items or exhibits that are being amended since the security-based swap data repository's last filing of Form SDR.
- Throughout the filing process, applicants will have the ability to view the filing instructions, view and print Form SDR, save the form to their computer, and exit the process via the menu buttons displayed on the upper right corner of the screen. (For more information on menu buttons, refer to Section 8.2.2, "General Information on Online Forms" in this volume.)

8.2.18 Completing a Form SDR Submission

Applicants filing Form SDR must click the 'File SDR' link on the EDGAR menu of the Filing Website. The File SDR Forms screen will be displayed where applicants can select the type of filing (SDR, SDR/A, SDR-A, and SDR-W) to submit. Applicants filing submission form types SDR, SDR/A, SDR-A, and SDR-W must provide answers to all items and include, as exhibits, all the necessary documents.

To assist applicants in filing Form SDR, a comprehensive description of each screen is given below. Information relevant to filing submission form types SDR/A, SDR-A, and SDR-W is also provided.

8.2.18.1 Selecting Submission Form Type

The File SDR Forms screen allows applicants to select the type of filing to submit.

Select a submission form type from the File SDR Forms screen:

- Select the "Application for Registration (SDR)" option to file an application for registration as Security-based Swap Data Repository.
- Select the "Interim Amendment (SDR/A)" option to file an interim amendment to the application for registration as Security-based Swap Data Repository.
- Select the "Annual Amendment (SDR-A)" option to file an annual amendment to the application for registration as Security-based Swap Data Repository.
- Select the "Application for Withdrawal from Registration (SDR-W)" option to file an application for withdrawal from registration as Security-based Swap Data Repository.
- Select the "Continue with any saved SDR Form (Stored on your computer)" option to continue working on a previously saved Form SDR (stored on your computer).

Click the [Next] button. The Filer Information screen specific to the selected form type is displayed.

8.2.18.2 Filer Information

The Filer Information screen allows an applicant to enter information pertaining to its filing. The screen header displays the form that corresponds to the type of submission selected on the File SDR Forms screen. In addition to the screen header, the screen displays fields that are specific to the SDR submission form type being submitted.

The following are the data entry conventions for the Filer Information screen:

- **Filer CIK and Filer CCC**: Enter the CIK and CCC of the applicant.
- **Is this a LIVE or TEST Filing?**: Select the radio button to mark the submission as a LIVE or TEST filing. Select the "TEST" radio button to submit a test filing and EDGAR will treat the submission as a test that will not be disseminated.
- **Is this an electronic copy of an official filing submitted in paper format in connection with a hardship exemption?**: Select the check box if this submission is a confirming electronic copy of an official filing previously submitted in paper format. An electronic confirming copy of a paper filing is not an official filing.
- **File Number**: Enter the EDGAR standard file number with a 040 prefix in the File Number text box (displayed upon selecting the check box for "Is this an electronic copy of an official filing submitted in paper format in connection with a hardship exemption?").
- **Submission Contact Information**: Enter the name, phone number, and e-mail address of the person that the SEC may contact for any questions concerning the submission.
- **Notify via Filing website only?**: Select the check box to download the filing status notification (of whether a filing is accepted or suspended) from the EDGAR Filing Website. Selecting this option restricts EDGAR from sending e-mail notifications of filing status.
- **Notification E-mail Address**: To notify others about the status of the filing, enter their

e-mail addresses. A maximum of three addresses may be added by clicking the [Add] button. After the applicant submits the filing, EDGAR will automatically send notification messages to these e-mail addresses informing them of the filing status, i.e., the filing was accepted or suspended.

- **Start Period**: Enter or select the start date of reporting or period of filing, if filing an annual amendment (SDR-A). The date entered must be in MM/DD/YYYY format. A future date is not allowed.
- **End Period**: Enter or select the end date of reporting or period of filing, if filing an annual amendment (SDR-A). The date entered must be in MM/DD/YYYY format. A future date is not allowed.

8.2.18.3 Application Information

The Application Information screen for Form SDR displays information about an applicant's identity and the address of its principal executive offices.

The fields below on the Application Information screen are pre-populated with information maintained in EDGAR for the applicant's CIK. The pre-populated fields that are non-editable will appear dim on the screen.

- **Exact Name of Applicant as Specified in Charter:** Displays the name of the applicant as specified in the charter. This field is pre-populated from the Entity Name associated with the CIK entered at the beginning of the filing process and is not editable.
- **Address of Principal Executive Offices**: Displays the address of the applicant's principal executive offices. These fields are pre-populated from the Business Address associated with the CIK entered at the beginning of the filing process and are not editable.

  If applicants want to update the information stored in EDGAR (for example, "Address of Principal Executive Offices"), they must click the hyperlinked word "here" within "Changes to company information may be made here" on this screen. The Retrieve/Edit Data screen will be displayed on a new browser window where the information maintained in EDGAR can be modified. However, the modified information will only be displayed on the applicable fields in Form SDR upon exiting the current session and restarting the filing process.

The following fields will be displayed based on the submission form type selected, and applicants must complete the fields as appropriate:

- **List all items that are amended**: Specify which items have changed since the previous filing of Form SDR, an interim amendment (SDR/A), annual amendment (SDR-A), or withdrawal (SDR-W) and are being updated in the current filing. This field allows a maximum of 256 characters.
- **List all items that are amended since the last annual amendment**: Specify which items have changed since the previous filing of an annual amendment (SDR-A) and are being updated in the current filing. This field allows a maximum of 256 characters.
- **Check here to confirm that there is no inaccurate information to update**:
  For withdrawals (SDR-W), select this check box to confirm that the information is accurate and needs no update.

8.2.18.4 General Information (1-7)

The General Information (1-7) screen is composed of Items 1 through 7 of Form SDR. This screen allows applicants to provide:

- Contact information.
- Information concerning successor entities (if applicable).
- A list of asset classes of security-based swaps for which the applicant is collecting and maintaining data or for which it proposes to collect and maintain data.
- A description of the functions that it performs or proposes to perform.

The following are the data entry conventions for the General Information (1-7) screen:

- In Item 1, enter the name under which the applicant's business is conducted, if different from the name of the applicant as specified in charter. This field allows a maximum of 150 characters.
- In Item 2, if the applicant's name of business is amended, enter the full, previous business name. This field allows a maximum of 150 characters.
- In Item 3, the Mailing Address fields are pre-populated from the mailing address associated with the CIK entered at the beginning of the filing process. These fields are Address 1, Address 2, City, State/Country, and Mailing Zip/Postal Code.

  If applicants want to update the information stored in EDGAR, then they must click the hyperlinked word "here" within "Changes to company information may be made here" on this screen. The Retrieve/Edit Data screen will be displayed on a new browser window where the information maintained in EDGAR can be modified. However, the modified information will only be displayed on the applicable fields in Form SDR upon exiting the current session and restarting the filing process.
- In Item 4, enter the principal office(s) and address(es) where security-based swap data repository and securities information processor activities are conducted. Applicants must enter details of at least one office. A maximum of 15 offices and their corresponding addresses can be included.
- In Item 5, select the "Not Applicable" check box if the applicant is not a successor; all data fields in Item 5 will then be hidden. Alternatively, if the applicant is a successor (within the definition of Rule 12b-2 under the Exchange Act) to a previously registered security-based swap data repository, then provide the following details in Item 5:

  a. **Date of Succession**: Enter or select the date of succession. The date entered must be in MM/DD/YYYY format. A future date is not allowed. Select the "Not Applicable" check box if the date of succession is not applicable.
  b. **Full name and address of predecessor security-based swap data repository**: Enter the full name and address of the predecessor security-based swap data repository in the corresponding fields. Select the "Not Applicable" check box if the name and address of the predecessor are not applicable.
  c. **Predecessor's CIK**: Enter the SEC-supplied CIK number of the predecessor

security-based swap data repository. Alternatively, select the "Not Applicable" check box to indicate that the predecessor's CIK is not applicable.

- In Item 6, list all asset classes of security-based swaps for which the applicant is collecting and maintaining data or for which it proposes to collect and maintain data. This field allows a maximum of 256 characters.
- In Item 7, provide a description of the function(s) that the applicant performs or proposes to perform. This field allows a maximum of 1000 characters.

8.2.18.5 General Information (8-11)

The General Information (8-11) screen is composed of Items 8 through 11 of Form SDR. This screen allows the applicant to provide information regarding its type of business organization. Additionally, this screen allows the applicant to specify the name and address of the designated person or corporate officer who may be notified or served in connection with any action or proceeding against the applicant.

The following are the data entry conventions for the General Information (8-11) screen:

- In Item 8, select the applicant's organization type. The options are: Corporation, Partnership, and Other Form of Organization. Based on the organization type selected, Item 9 or 10 will be displayed.
  - If "Other Form of Organization" is selected, then specify the applicant's form of organization in the "Specify" text box. This field allows a maximum of 256 characters.
- In Item 9, if the applicant is a corporation or other form of organization (besides a partnership), then provide the following details:
  a. Date of incorporation or organization: Enter or select the date of incorporation or organization. The date entered must be in MM/DD/YYYY format. A future date is not allowed.
  b. Place of incorporation or state/country of organization: This field is pre-populated based on the CIK value entered at the beginning of the filing process, and is non-editable.

     If applicants want to update the information stored in EDGAR, they must click the hyperlinked word "here" within "Changes to company information may be made here" on this screen. The Retrieve/Edit Data screen will be displayed on a new browser window where the information maintained in EDGAR can be modified. However, the modified information will only be displayed on the applicable fields in Form SDR upon exiting the current session and restarting the filing process.
- In Item 10, if the applicant is a partnership, then provide the following details:
  a. Date of filing of partnership agreement: Enter or select the date of filing of partnership agreement. The date entered must be in MM/DD/YYYY format. A future date is not allowed.
  b. Place where partnership agreement was filed: Enter the place where the partnership agreement was filed. This field allows a maximum of 150 characters.

- In Item 11, specify the name and address of the designated person or corporate officer (other than a Commission member, official, or employee) who may be notified or served in connection with any action or proceeding against the applicant:
  - Enter the name of the person or, if the applicant is a corporation, the title of the officer who may be notified or served by certified mail in connection with any action or proceeding against the applicant. This field allows a maximum of 150 characters.
  - Enter the name of the applicant or applicable entity who may be notified or served by certified mail in connection with any action or proceeding against the applicant. This field allows a maximum of 150 characters.
  - Enter number and street, city, state, and zip code of the applicant's address in the corresponding fields. Additionally, enter the phone number of the contact person in the Telephone Number field.

8.2.18.6 Custodian Information

The Custodian Information screen comprises Item 12 of Form SDR, and is applicable to only submission form type SDR-W. This screen allows the applicant to provide the name(s) and address(es) of the custodian(s) of the books and records that the applicant maintained in connection with its performance of security-based swap data repository and securities information processor functions.

- The following are the data entry conventions for the Custodian Information screen:
- In Item 12, enter the name(s) and address(es) of the person(s) who has or will have custody or possession of the books and records that the applicant maintained in connection with its performance of security-based swap data repository and securities information processor functions. Enter details of at least one custodian. A maximum of 20 names and their corresponding addresses can be included.
- If the address(es) where books and records will be located are different from the custodian's address(es), then provide the address(es). A maximum of 20 addresses can be included.

8.2.18.7 Signature

The Signature screen must be signed by a person who is duly authorized to act on behalf of the security-based swap data repository.

This screen allows the applicant to provide the applicant's name, signature, and title of the duly authorized representative of the security-based swap data repository who certifies that the information provided in this submission is true, current, and complete.

The following are the data entry conventions for the Signature screen (Item 13):

- **Applicant has duly caused this application, amendment, or withdrawal to be signed on its behalf by the undersigned, hereunto duly authorized, on this date:** Select or enter the date in MM/DD/YYYY format. A future date is not allowed.
- **Name of Applicant:** Enter the name of the applicant. This field allows a maximum of 150 characters.
- **Signature of General Partner, Managing Agent or Principal Officer:** Enter the full name

(i.e., first name, middle name, and last name) of the individual signing the form (up to 255 characters). The form must be signed on behalf of the applicant by a duly authorized representative of the security-based swap data repository.

- **Title:** Enter the title of the person signing the form. This field allows a maximum of 60 characters.

8.2.18.8 Attached Documents List

The Attached Documents List screen pertains to Items 14 to 48 of Form SDR. This screen allows the applicant to upload the necessary attachments for submission form types SDR, SDR/A, SDR-A, and SDR-W. The maximum size of all SDR submissions, including all attached documents, must not exceed 200 MB. Upload these document attachments in ASCII, HTML, XBRL, XML, XSD, JPEG, or GIF formats, as applicable. Refer to Chapter 5, "Constructing Attached Documents and Document Types" in this volume for information on EDGAR standards for ASCII and HTML document attachments. Document attachments in XBRL must conform to the EDGAR standards described in Chapter 6, "Interactive Data." Attaching documents that do not meet these standards may cause the filing to be suspended. Once a document is attached, select, as applicable, the "Request Confidentiality" check box to request confidential treatment for the attached document. SEC staff will review the submission and make a determination of whether the information for which confidential treatment is requested should be made public. EDGAR will disseminate only the content and attached exhibits of the submission that the SEC staff has determined to be public.

Section 3.11, "Document Type Values for Exhibits Filed with Form SDR," of the "How Do I Understand Automated Conformance Rules for EDGAR Data Fields" webpage on SEC.gov lists the exhibits applicable to submission form types SDR, SDR/A, SDR-A, and SDR-W (https://www.sec.gov/edgar/automated-conformance-rules). The list identifies the required and optional exhibits for these submission form types.

Applicants can also submit correspondences to the SEC using the CORRESP document type. For the CORRESP document type, the acceptable attachment formats are ASCII and HTML.

Adding a Document and Requesting Confidentiality

To add a document, follow the steps given below:

1. Click the [Add Document] button on the Attach Documents List screen. The Select File window is displayed.
2. Select a file to attach and click the [Open] button. The name of the attached file is displayed in the File Name field.

   Note: The file name must follow the EDGAR file naming standards described in Section 5.1.1, "File Naming Standards" of this volume.

3. Select the document type from the values displayed in the Type field.
4. Enter a description for the attached document in the Description field. This field is optional and allows a maximum of 255 characters.
5. To request confidential treatment for the attached document, select the "Request Confidentiality" check box.

   Note: By default, the "Request Confidentiality" check box will not be selected for

each attached document.

6. Repeat steps 1 to 5 to add multiple attachments.

Deleting a Document

To delete a document, follow the steps given below:

1. Select the check box adjacent to the document and click the [Delete Document] button. A Confirmation window will be displayed.
   a. Click the [Yes] button to confirm deletion. EDGAR removes the document from the submission.
   b. Click the [No] button to return to the Attached Documents List screen.

Before transmitting the SDR submission, we recommend that applicants validate their document attachments.

Validating a Document

Applicants can validate a document for errors by using the Doc Validation function.

1. Attach the documents to the EDGAR submission as described above.
2. Select the check box adjacent to the document and click the [Validate Document] button.
   - If there are no errors in the document, then the Errors field will display a value of zero. Transmit the submission after it is validated.
   - If there are errors in the document, then the Errors field will display a value that corresponds to the number of errors in the document. Follow steps 3 and 4 to correct any document errors.
3. Click the value in the Errors field for the document that contains errors. A Document Validation window will open and list the errors in the document.
4. Correct any document errors using the tool used to create the document.

8.2.18.9 Not Applicable Exhibits

Applicants can submit an SDR filing without attaching documents for Items 14, 18, 20, 21, 22, and 25 of Form SDR (i.e., Exhibits A, E, G, H, I, and L) by designating them as "Not Applicable." The Not Applicable Exhibits screen allows the applicant to designate one or more of the following exhibits as "Not Applicable" to the current filing:

- EX-99.A SDR SUMMARY
- EX-99.E SDR
- EX-99.G SDR
- EX-99.H SDR
- EX-99.I SDR SUMMARY
- EX-99.L SDR

Designating an Exhibit as Not Applicable

Follow the steps below to designate an exhibit as "Not Applicable":

1. Select the exhibit type from the "Not Applicable Exhibits" drop down list.
2. Enter the reason why the selected exhibit is not applicable to the filing in the "Not Applicable Reason" text box. This field is optional and allows a maximum of 256 characters.
3. To request confidential treatment for the exhibit designated as "Not Applicable," select the "Request Confidentiality" check box.

   Note: By default, the "Request Confidentiality" check box will not be selected.
4. To designate more than one exhibit as "Not Applicable," repeat steps 1 to 3. A maximum of six exhibits can be selected as "Not Applicable" to the filing. Duplicate values are not permitted for the "Not Applicable Exhibits" field.

Follow the steps below to delete an exhibit type designated as "Not Applicable":

1. Select the check box adjacent to the "Not Applicable Exhibits" drop down list and click the [Delete] button. A Confirmation window will be displayed.
   a. Click the [Yes] button to confirm deletion. EDGAR removes the exhibit type designated as "Not Applicable" from the submission.
   b. Click the [No] button to return to the Not Applicable Exhibits screen.

8.2.18.10 Form SDR Submission

After completing the required information on a selected Form SDR, click the [Submit] button at the top of the screen to transmit the submission to EDGAR.

The system will validate the form to verify that all required items in the form have been completed. A red "x" icon will display on the tabs that contain incomplete or invalid data. Complete any missing information and correct any errors before re-attempting to submit the form to EDGAR. If the applicant is filing a "Live" submission and there are no errors in the form, then the system will display a Confirmation/Warning screen. Alternatively, if the applicant is filing a "Test" submission and there are no errors in the form, then the system will display an Acknowledgment screen.

Confirmation

The Confirmation screen will prompt the applicant to "Transmit" or "Cancel" the Form SDR submission.

Click the [Cancel] button on the Confirmation screen to cancel the live submission; this returns the applicant to the Filer Information screen.

To submit the SDR filing to EDGAR for processing, click the [Transmit LIVE Submission] button on the Confirmation screen.

After Form SDR is submitted, SEC staff will review the submission and make a determination of whether the information for which confidential treatment is requested should be made public. If the SEC staff accepts the SDR filing, then EDGAR will immediately disseminate the content and attached exhibits of the submission that the SEC staff has determined to be public. Additionally, EDGAR will automatically send a notification to the e-mail address(es) specified on the Filer Information screen, stating that the filing was accepted.

Conversely, if the SEC staff suspends the SDR filing, EDGAR will automatically send a

notification to the provided email address(es) communicating that the submission was suspended. The filing status notification can also be retrieved from the Retrieve Submission Information screen of the EDGAR Filing Website or the EDGAR OnlineForms Management website. The suspended filing will not be disseminated.

Form SDR Submission Acknowledgment

The Acknowledgment screen provides acknowledgment of the Form SDR submission. Applicants may retain the accession number of the submission for their records.

8.2.19 File SBS Entity Forms

This section describes the general process for preparing and submitting Forms SBSE, SBSE-A, SBSE-BD, SBSE-C, SBSE-W, and SBSE-CCO-RPT to EDGAR for processing.

Security-based Swap Dealers or Major Security-based Swap Participants (collectively, "SBS Entities") are required to register and withdraw from registration with the Commission using the following primary form types and their amendments (as applicable):

- SBSE: Application for Registration of Security-based Swap Dealers and Major Security-based Swap Participants
- SBSE/A: Amendment to an Application for Registration of Security-based Swap Dealers and Major Security-based Swap Participants
- SBSE-A: Application for Registration of Security-based Swap Dealers and Major Security-based Swap Participants that are Registered or Registering with Commodity Futures Trading Commission as a Swap Dealer or Major Swap Participant
- SBSE-A/A: Amendment to an Application for Registration of Security-based Swap Dealers and Major Security-based Swap Participants that are Registered or Registering with the Commodity Futures Trading Commission as a Swap Dealer or Major Swap Participants
- SBSE-BD: Application for Registration of Security-based Swap Dealers and Major Security-based Swap Participants that are Registered Broker-dealers
- SBSE-BD/A: Amendment to an Application for Registration of Security-based Swap Dealers and Major Security-based Swap Participants that are Registered Broker-dealers
- SBSE-C: Certifications for Registration of Security-based Swap Dealers and Major Security-based Swap Participants
- SBSE-W: Request for Withdrawal from Registration as a Security-based Swap Dealer or Major Security-based Swap Participant
- SBSE-CCO-RPT: Chief Compliance Officer's Annual Compliance Report of Security-Based Swap Dealer or Major Security-Based Swap Participant
- SBSE-CCO-RPT/A: Amendment to Chief Compliance Officer's Annual Compliance Report of Security-Based Swap Dealer or Major Security-Based Swap Participant

Each SBS Entity form contains several tabs on the left navigation pane. The tabs contain a number of questions that are organized into Items, Schedules, and Disclosure Reporting Pages

(DRPs) for the selected submission form type. Applicants must complete the entire SBS Entity form, including all applicable schedules and any required Disclosure Reporting Pages (DRPs), attach all required documents, and electronically execute the form.

When filing an SBS Entity Form, the applicant may view the filing instructions, print the blank or a partially completed form, save the form to the computer, or exit the form using the menu buttons available on the form type. For more information on the menu buttons, refer to 8.2.1, "EDGAR Filing Website Menu Options."

8.2.20 Completing an SBS Entity Submission

To assist in completing an SBS Entity submission, the screens for submission form types SBSE, SBSE-A, SBSE-BD, SBSE-C, SBSE-W, SBSE-CCO-RPT and their descriptions are included in the following subsections.

Selecting a Submission Form Type

To file an SBS Entity form, click the 'File SBS Entity Forms' link on the EDGAR Menu of the Filing Website. The File SBS Entity Forms screen is displayed, allowing the applicant to select the type of filing to submit.

Select a submission form type from the SBS Entity Forms screen:

- Select the "SBSE: Application for Registration of Security-based Swap Dealers and Major Security-based Swap Participants" option to file an application for registration as a Security-based Swap Dealer or Major Security-based Swap Participant.
- Select the "SBSE/A: Amendment to an Application for Registration of Security-based Swap Dealers and Major Security-based Swap Participants" option to file an amendment to an SBSE submission.

If registered or registering with the Commodity Futures Trading Commission (CFTC) as a Swap Dealer or Major Swap Participant:

- Select the "SBSE-A: Application for Registration of Security-based Swap Dealers and Major Security-based Swap Participants that are Registered or Registering with the Commodity Futures Trading Commission as a Swap Dealer or Major Swap Participant" option to file an application for registration as a Security-based Swap Dealer or Major Security-based Swap Participant.
- Select the "SBSE-A/A: Amendment to an Application for Registration of Security-based Swap Dealers and Major Security-based Swap Participants that are Registered or Registering with the Commodity Futures Trading Commission as a Swap Dealer or Major Swap Participant" option to file an amendment to an SBSE-A submission.

If registered or registering with the Commission as a Broker-dealer:

- Select the "SBSE-BD: Application for Registration of Security-based Swap Dealers and Major Security-based Swap Participants that are Registered Broker-dealers" option to file an application for registration as a Security-based Swap Dealer or Major Security-based Swap Participant.
- Select the "SBSE-BD/A: Amendment to an Application for Registration of Security-based Swap Dealers and Major Security-based Swap Participants that are

Registered Broker-dealers" option to file an amendment to an SBSE-BD submission.

Other Selections:

- Select the "SBSE-C: Certifications for Registration of Security-based Swap Dealers and Major Security-based Swap Participants" option to file a certification by Security-based Swap Dealers and Major Security-based Swap Participants.
- Select the "SBSE-W: Request for Withdrawal from Registration as a Security-based Swap Dealer or Major Security-based Swap Participant" option to request to withdraw from a registration as a Security-based Swap Dealer or Major Security-based Swap Participant.
- Select the "SBSE: Application for Registration of Security-based Swap Dealers and Major Security-based Swap Participants" option to file an application for registration as a Security-based Swap Dealer or Major Security-based Swap Participant.
- Select the "SBSE/A: Amendment to an Application for Registration of Security-based Swap Dealers and Major Security-based Swap Participants" option to file an amendment to an SBSE submission.
- Select the "SBSE-CCO-RPT: Chief Compliance Officer's Annual Compliance Report of Security-Based Swap Dealer or Major Security-Based Swap Participant pursuant to Rule 15Fk-1" option to file an annual compliance report as a Security-based Swap Dealer or Major Security-based Swap Participant.
- Select the "SBSE-CCO-RPT/A: Amendment to Chief Compliance Officer's Annual Compliance Report of Security-Based Swap Dealer or Major Security-Based Swap Participant pursuant to Rule 15Fk-1" option to file an amendment to an annual compliance report as a Security-based Swap Dealer or Major Security-based Swap Participant.
- Select the "Continue with Saved SBS Entity form (stored on your computer)" option to continue working on a previously saved SBS Entity filing.

Click the [Next] button. The Filer Information screen specific to the selected form type is displayed.

Filer Information

The Filer Information screen allows the applicant to enter filer information about the SBS Entity. Based on the type of submission selected, the screen header displays the type of SBS Entity form being submitted.

The following are the data entry conventions for the Filer Information screen:

- **Filer CIK and Filer CCC**: Enter the CIK and CCC of the filer.

  Note: Based on the CIK and CCC entered, certain fields within an Item are pre-populated with information maintained in EDGAR.

- **Submission Contact Information**: Enter the name, phone number, and e-mail address of the person that the SEC should contact regarding any questions concerning the submission.

- **Notification Information:** Enter the e-mail addresses of any additional individuals to notify regarding the status of the filing (i.e., submission was accepted or suspended). After submitting the filing, EDGAR will automatically send notification messages to the e-mail address(es) informing them of the filing status (i.e., the filing was accepted or suspended).

Note: Amended filings will be pre-populated with values from the most recently accepted SBS Entity registration (SBSE, SBSE-A, SBSE-BD) or SBS Entity amendment (SBSE/A, SBSE-A/A, or SBSE-BD/A) submission.

8.2.20.1 Form SBSE: Application for Registration of Security-based Swap Dealers and Major Security-based Swap Participants

Form SBSE contains five Applicant Data pages, divided into seventeen Items; six Schedules; and four Disclosure Reporting Pages. The Applicant must complete all seventeen Items; all applicable Schedules and Disclosure Reporting Pages (DRPs); and attach any required documents when submitting Form SBSE or its amendment.

The following sections: Form SBSE Applicant Data Pages, Form SBSE Schedules, and Form SBSE Disclosure Reporting Pages provide the primary screens and their descriptions for Form SBSE.

Form SBSE Applicant Data Pages

There are five Applicant Data pages on Form SBSE. These Applicant Data pages are made up of the following SBSE Items:

Item 1: Provides basic information about the applicant, which includes the legal name of the applicant, business and mailing address, and registration information.

Item 2: Indicates the type of registration the applicant is submitting (Security-based Swap Dealer or Major Security-based Swap Participant).

Item 3: Indicates if the applicant is a:

- foreign security-based swap dealer that intends to work with the Commission and its primary regulator to have the Commission determine whether the requirements of the primary regulator's regulatory system are comparable to the Commission's; or
- foreign security-based swap dealer that intends to avail itself of a previously granted substituted compliance determination.

Item 4: Indicates if the applicant intends to compute capital or margin, or price customer or proprietary positions, using mathematical models.

Item 5: Indicates if the applicant is subject to regulation by a prudential regulator, as defined in Section 1a(39) of the Commodity Exchange Act. If "Yes" is selected, the applicant must also identify the prudential regulator (The Federal Reserve Board, Office of the Comptroller of the Currency, Federal Deposit Insurance Corporation, Farm Credit Administration, or Federal Housing Finance Agency).

Item 6: Indicates if the applicant is a U.S. branch of a non-resident entity. If "Yes" is selected, the applicant must also identify the non-resident entity and its location.

Item 7: Provides a brief description of the applicant's business activities.

Item 8: Provides information about the applicant's type of organization including the applicant's legal status, month of fiscal year end, and date and location the legal status was obtained.

Item 9: Indicates if the applicant is a successor to a currently registered SBSE. If "Yes" is selected, then the applicant must complete appropriate items on Schedule D. See Section "8.2.20.1.1 Form SBSE Schedules" for more information.

Item 10: Indicates if the applicant is holding or maintaining any funds or securities to collateralize counterparty transactions.

Item 11: Indicates if the applicant has any arrangement with any person, firm, or organization. If "Yes" is selected for any question in Item 11, then the applicant must complete appropriate items on Schedule D. See Section "8.2.20.1.1 Form SBSE Schedules" for more information.

Item 12: Indicates if any individual controls the management/policies or wholly/partially finances the business of the applicant. If "Yes" is selected for any question in Item 12, then the applicant must complete appropriate items on Schedule D. See Section "8.2.20.1.1 Form SBSE Schedules" for more information.

Item 13: Indicates if the applicant is directly or indirectly subject to or owner of a control relationship. If "Yes" is selected for any question in Item 13, then the applicant must complete appropriate items on Schedule D. See Section "8.2.20.1.1 Form SBSE Schedules" for more information.

Item 14: Indicates Disclosure Reporting Requirements based on affirmative responses. See Section "8.2.20.1.2 Form SBSE Disclosure Reporting Pages" for more information.

Item 15: Indicates if the applicant has any existing registrations with the Commission or CFTC. If "Yes" is selected for any question in Item 15, then the applicant must provide all unique identification numbers assigned to the firm relating to this business on Schedule D. See Section "8.2.20.1.1 Form SBSE Schedules" for more information.

Item 16: Indicates if the applicant effects any transactions in commodity futures, commodities or commodity options, as a broker for others or as a dealer for its own account, or is engaged in any other investment related, non-securities business. If "Yes" is selected the applicant must provide all unique identification numbers assigned to the firm related to this business and describe each other business briefly on Schedule D. See Section "8.2.20.1.1 Form SBSE Schedules" for more information.

Item 17: Indicates if the applicant is registered with a foreign financial regulatory authority. If "Yes" is selected, then the applicant must list all such registrations on Schedule F. See Section "8.2.20.1.1 Form SBSE Schedules" for more information.

Form SBSE Items 1, 2, and 8 are explained further below:

Item 1

There are 10 sections (A to J) in Item 1, which allows the applicant to enter identifying details about the applicant.

A. **Full name of the *applicant*:** This field is pre-populated from the Entity Name associated with the CIK entered on the Filer Information screen. This field is not

editable.

B. **Tax Identification No.:** This field is pre-populated from the Entity Name associated with the CIK entered on the Filer Information screen. This field is not editable. **Applicant's UIC # (if any)**: Enter the applicant's UIC Number, if applicable. **Applicant's CIK #**: This field is pre-populated from the CIK of the primary registrant entered on the Filer Information screen.

C. **(1) The *business name* under which the *applicant* primarily conducts business, if different from 1A:** This field is pre-populated from the information stored in EDGAR. This field is not editable. The filer must edit the data at the entity level using the Retrieve/Edit Data screen.

D. **If this filing makes a name change on behalf of an *applicant*, enter the new name and specify whether the change is to the *applicant's name* (1A) or to the business name (1C):** Indicate if the applicant name or business name is being changed as a result of this submission. The "Name" field is not editable. The filer must edit the data at the entity level using the Retrieve/Edit Data screen.

E. ***Applicant's* Main Address (Do not use a P.O. Box):** This field is pre-populated from the CIK value entered on the Filer Information screen from the Company Information Business Address. This field is not editable. Filers must update information on the Retrieve/Edit Data screen.
Any other business locations must be reported on Schedule E. Applicants that do not reside in the United States of America must designate a U.S. agent for service of process using Schedule F. See section "8.2.20.1.1 Form SBSE Schedules" for more information.

F. **Mailing Address, if different:** This field is pre-populated from the CIK value entered on the Filer Information screen from the Company Information Mailing Address if the Mailing Address is different from the applicant's Main Address. This field is not editable. The filer must edit the data at the entity level using the Retrieve/Edit Data screen.

G. **Business Telephone Number:** This field is pre-populated from the CIK value entered on the Filer Information screen form the Company Information Phone. This field is not editable.

H. **Website/URL:** Enter the website address for the applicant. This is an optional field that accepts up to 150 characters.

I. **Contact Employee:** Provide the full legal name (i.e. first, middle, last), title, phone number, and email address for the contact employee authorized to receive all compliance information, communications, and mailings, and be responsible for disseminating it within the applicant's organization.

J. **Chief Compliance Officer designated by the *applicant* in accordance with the Exchange Acts Section 15F(k):** Provide the full legal name (i.e. first, middle, last), title, phone number, and email address for the Chief Compliance Officer designated by the applicant in accordance with Exchange Act Section 15F(k).

Making Changes to Company Information: If you need to make changes to the company information maintained in EDGAR (e.g., name, address, contact information), click the hyperlinked word "here" within 'Changes to company information may be made here'. You will

be directed to the Retrieve/Edit Data screen on a new browser window where you may modify this information maintained in EDGAR. However, the modified information will only be displayed if you exit the current session and restart the filing process.

Item 2

There are two sections in Item 2 (A and B) which allow the applicant to enter details on the type of registration that is being filed.

A. **The applicant is registering as a security-based swap dealer:** Select "Yes" if registering as a security-based swap dealer. Otherwise, select "No."

B. **The applicant is registering as a major security-based swap participant:** Select "Yes" if registering as a major security-based swap participant. Otherwise, select "No."

    a. **Because it: (check all that apply):** Select at least one response from the following options, only if "Yes" was selected for Item 2B:

        i. maintains a substantial security-based swap position

        ii. has substantial counterparty exposure

        iii. is highly leveraged to its capital position

Note: Responses to Item 2A and 2B cannot both be "Yes" nor can both be "No." One response must be "Yes" and one must be "No."

Item 8

There are three sections in Item 8 (A to C) which allow the applicant to enter details on the Organization Information of the applicant.

A. **Indicate the legal status of the *applicant*:** Indicate the legal status of the applicant from the following options:

- Corporation
- Partnership
- Limited Liability Company
- Other (specify)

Note: If "Other (specify)" is selected, the applicant must provide an explanation of the legal status.

B. **Month *applicant's* fiscal year ends:** Indicate the month in which the applicant's fiscal year ends. To update this field, visit the Retrieve/Edit page on the EDGAR Filing Website. Changes made on Form SBSE will not be made to information stored in EDGAR.

C. **Indicate date and place *applicant* obtained its legal status (i.e. state or country where incorporated, where partnership agreement was filed, or where *applicant* entity was formed):** Provide the State, Country, and Date of formation, where the applicant entity was formed.

8.2.20.1.1 Form SBSE Schedules

Form SBSE contains supplemental Schedules A, B, D, E, and F.

All applicants filing an initial application must complete Schedule A, and if applicable, Schedule B, D, E, and F.

A brief description of each schedule is available in Table 8-5.

Table 8-5: Form SBSE Schedules

Schedule	Description
Schedule A	Schedule A: Direct Owners and Executive Officers of the Applicant Use Schedule A to provide information on the direct owners and executive officers of the applicant.
Schedule B	Schedule B: Indirect Owners of the Applicant Use Schedule B to provide information on the indirect owners of the applicant. 'Yes' must be selected for "Does the applicant have any indirect owners to be reported on Schedule B?" on Schedule A in order to provide information on the indirect owners of the applicant on Schedule B.
Schedule D	Schedule D is divided into three pages containing the following sections, further described below: Schedule D Page 1 contains the following sections: Section I: Other Business Names Section II: Other Business Section III: Successions Section IV: Record Maintenance Arrangements/Business Arrangements/Control Persons/Financings Schedule D Page 2 contains the following section: Section V: Complete this section for control issues relating to Item 13A only. Schedule D Page 3 contains the following section: Section VI: Complete this section for control issues relating to Item 13B only. Note: Schedule D must be designated as an "Initial" or "Amended' filing for Form SBSE. On an initial submission (SBSE), "Initial" should be selected. On an SBSE/A submission, the system will auto populate "Initial" if this Schedule D is being created on that submission. "Amended" will be selected if changes are being made to an existing Schedule D. No check box will be selected on an SBSE/A submission if no change is made to the Schedule D.
Schedule D	Schedule D Page 1 – Section I: Other Business Names Section I of Schedule D allows the applicant to indicate if there are any other business names associated with the applicant, and if applicable, to list each of the "other" names and the state(s) or country(ies) in which they are used.

Schedule	Description
Schedule D	Schedule D Page 1 – Section II: Other Business Section II of Schedule D requires the applicant to provide further information for affirmative responses in Items 15, 16A, and 16B on Form SBSE. Note: The applicant must complete a separate Schedule D Page 1 for each affirmative response in Item 15, 16A, and 16B on Form SBSE.
Schedule D	Schedule D Page 1 – Section III: Successions Section III of Schedule D allows the applicant to provide the name, IRS Employer Number, SEC File Number, and UIC number, if any, of any predecessor involved in the application for registration. Section III is only required if the applicant selected "Yes" in Item 9 of Form SBSE.
Schedule D	Schedule D Page 1 – Section IV: Record Maintenance Arrangements/Business Arrangements/Control Persons/Financings Section IV of Schedule D requires the applicant to provide further information for affirmative responses in Items 11A, 11B, 12A, and 12B on Form SBSE. Note: The applicant must complete a separate Schedule D Page 1 for each affirmative response in Item 11A, 11B, 12A, and 12B on Form SBSE, including any multiple responses to any item.
Schedule D	Schedule D Page 2 – Section V: Complete this section for control issues relating to Item 13A only Section V of Schedule D allows the applicant to report details for Item 13A. The applicant must supply details for all partnerships, corporations, organizations, institutions and individuals necessary to answer each item completely.
Schedule D	Schedule D Page 3 – Section VI: Complete this section for control issues relating to Item 13B only Section VI of Schedule D allows the applicant to report details for Item 13B. The applicant must supply details for all partnerships, corporations, organizations, institutions and individuals necessary to answer each item completely.
Schedule E	Schedule E: Other Business Locations Use Schedule E to identify other business locations of the applicant. Repeat Items 1-6 for each other business locations. Note: Schedule E is only required when changes, additions, or deletions are being made to the information stored in Schedule E. Otherwise, Schedule E is not required.
Schedule F	Schedule F: Non-resident Security-based Swap Dealers and Major Security-based Swap Participants Schedule F is required only if a non-US State is selected in Item 1E of Form SBSE. Schedule F is divided into two sections, described below:

Schedule	Description
Schedule F	Schedule F – Section I: Service of Process and Certification Regarding Access to Records Section I of Schedule F requires each non-resident security-based swap dealer and non-resident security-based swap participant to identify its United States agent for service of process and to certify that it can as a matter of law and will: (1) Provide the Commission with prompt access to its books and records, and (2) Submit to on site inspection and examination by the Commission.
Schedule F	Schedule F – Section II: Registration with Foreign Financial Regulatory Authorities Section II of Schedule F requires the applicant that selected "Yes" on Item 17 to list each foreign financial regulatory authority with which it is registered, the Foreign Registration number (if any), and the name of the Country with which the applicant is registered.

Schedule A of Form SBSE is explained further below.

Schedule A of Form SBSE enables the applicant to provide information on the Direct Owners and Executive Officers.

Adding or Deleting a Direct Owner or Executive Officer

To complete Schedule A:

1. Click the [Add Direct owner / Executive officer] button at the bottom of the screen.
2. Indicate if the applicant is a "Firm" or an "Individual."
3. Enter the name, title or status, date when title or status was acquired, and other relevant information of the Direct Owner or Executive Officer in the fields displayed.
4. Select the appropriate entity type (Domestic Entity, Foreign Entity, or Individual).
5. Select an appropriate Ownership Code for the Direct Owner and indicate whether the identified Direct Owner is a control person or a public reporting company under Sections 12 or 15(d) of the Exchange Act.
6. If "Individual" was selected during step 1, then the applicant can provide entries for CRD, IARD, and Foreign Business Number, but cannot provide an IRS Tax No. Additionally, if a value is not provided for "CRD" or "IARD," proceed to step 7. Otherwise, proceed to step 8.
   If "Firm" was selected during step 1, then the applicant must provide at least one entry for CRD, IARD, Foreign Business Number, or IRS Tax No. Proceed to step 8.
7. For individuals not presently registered through CRD or IARD, describe prior investment-related experience (e.g., for each prior position – employer, job title, and dates of service).
8. Click the [Save Direct owner / Executive officer] button to save the information.
9. Repeat steps 1 to 8 to add additional entries.
10. Click the [Delete] button adjacent to an entry to remove it from the submission.

8.2.20.1.2 Form SBSE Disclosure Reporting Pages

Form SBSE and its variants include four types of Disclosure Reporting Pages (DRPs). The DRPs can either be an initial or amended response (to report a change to any of the information provided on a previously reported disclosure event).

Affirmative responses to any of the questions in Item 14 will add the corresponding disclosure tab on the left navigation pane.

The four types of DRPs on Form SBSE and its variants are listed below:

- **Criminal Action DRP**: Use this DRP to report details for affirmative responses to questions in Items 14A and 14B of Form SBSE or its variants.
- **Regulatory Action DRP**: Use this DRP to report details for affirmative responses to questions in Items 14C, 14D, 14E, 14F, and 14G of Form SBSE or its variants.
- **Civil Judicial Action DRP**: Use this DRP to report details for affirmative responses to questions in Item 14H of Form SBSE or its variants.
- **Bankruptcy/SIPC DRP**: Use this DRP to report details for affirmative responses to Item 14I on Form SBSE or its variants.

Completing Disclosure Reporting Pages (DRPs) on Form SBSE

To report an event, click the appropriate disclosure tab on the left navigation pane. The corresponding disclosure reporting page is displayed. For example, clicking the Regulatory Action DRP tab displays the Regulatory Action Disclosure Reporting Page (SBSE) screen.

Note: When filing an amended filing, a new entry must be added to the DRP to report a new event/proceeding or a new case arising out of an existing event/proceeding that was reported earlier on Form SBSE. (Do not add the new case to an existing entry).

The "Regulatory Action DRP" is explained further below.

> **This Disclosure Reporting Page (DRP SBSE) is an:** The "Initial" radio button is pre-populated, if a new event is being added to the DRP. Alternatively, the "Amended" radio button will be pre-populated if an event reported earlier (on Form SBSE or its variants) is being updated.
>
> **Check item(s) being responded to**: Select the appropriate check boxes to match the questions with affirmative responses in Item 14.

There are two parts to the Regulatory Action DRP on Form SBSE, and they are to be completed as applicable. In Part 1 of the DRP, specify for whom the DRP is being filed and if applicable, provide the total number of associated persons, the type, and identifying information of each associated person. Proceed further by completing Part 2 of the DRP as necessary.

A. **The person(s) or entity(ies) for whom this DRP (SBSE) is being filed is (are) the:** Only one of the following may be selected:
   a. The Applicant
   b. Applicant and one or more control affiliate(s)
   c. One or more control affiliate(s)

1. **Applicant**: Follow the steps below to provide information about the applicant's

disciplinary event.

a. Click the [Add Applicant] button to report the event being filed for the applicant.

2. **Control Affiliate**: Follow the steps below to provide information about the control affiliate's disciplinary event.

   a. Click the [Add Control Affiliate(s)] button to identify the associated person involved in the event being reported and their details. If there is more than one associated person involved with the same event, identify each associated person separately. In the corresponding "Control Affiliate" section of the DRP, provide identifying information and registration information of the control affiliate, and if applicable, complete Regulatory Action DRP Part 2.

   b. If the control affiliate is registered through the CRD and has submitted a DRP (with Form U-4) or DRP (BD) to the CRD System for the event then no further information is required on this DRP.

Removing Disclosure Reporting Pages on Form SBSE

In order to remove a Disclosure Reporting Page from an accepted SBSE or SBSE/A submission, you must submit a new SBSE/A submission. The following DRPs cannot be deleted by providing "No" for questions in Item 14:

- Criminal Action Disclosure Reporting Page
- Regulatory Action Disclosure Reporting Page
- Civil Judicial Action Disclosure Reporting Page
- Bankruptcy/SIPC Disclosure Page

To remove one of these DRPs for the:

Applicant: Select "Yes" for the "Is this DRP an amendment that seeks to remove a previously filed DRP concerning the applicant from the record?" field. Then, select one or more of the following reasons that the DRP should be removed:

- The event or proceeding previously reported was resolved in the applicant's favor.
- The event or proceeding occurred more than ten years ago.
- The DRP was filed in error. Explain the circumstances.

Control Affiliate: Select "Yes" for the "Is this DRP an amendment that seeks to remove a previously filed DRP concerning the control affiliate from the record?" field. Then, select one of the following reasons that the DRP should be removed:

- The control affiliate(s) is no longer associated with the SBS Entity.
- The event or proceeding previously reported was resolved in the control affiliate's favor.
- The event or proceeding occurred more than ten years ago.
- The DRP was filed in error. Explain the circumstances.

8.2.20.2 Form SBSE-A: Application for Registration of Security-based Swap Dealers and Major Security-based Swap Participants that are Registered or Registering with the Commodity Futures Trading Commission as a Swap Dealer or Major Swap

Participant

Form SBSE-A is the Application for Registration as either a Security-based Swap Dealer or Major Security-based Swap Participant by an entity that is not registered or registering as a broker-dealer, but is registered or registering with CFTC as a swap dealer or major swap participant. The form contains nineteen Items, five Schedules, and four Disclosure Reporting Pages. The applicant must complete all applicable Items, Schedules, and Disclosure Reporting Pages (DRPs), and attach any required documents when submitting Form SBSE-A. These Items, Schedules, and DRPs are explained further in this section.

Form SBSE-A Items

Item 1: Provides basic information about the applicant, which includes the legal name of the firm, business and mailing address, registration information, website URL, and Chief Compliance Officer.

Item 2: Indicates the type of registration the applicant is submitting (Security-based Swap Dealer or Major Security-based Swap Participant).

Item 3: Indicates if the applicant is a foreign security-based swap dealer that intends to work with the Commission and its primary regulator to have the Commission determine whether the requirements of its primary regulator's regulatory system are comparable to the Commission's or if the applicant is a foreign security-based swap dealer that intends to avail itself of a previously granted substituted compliance determination.

Item 4: Indicates if the applicant intends to compute capital or margin, or price customer or proprietary positions, using mathematical models.

Item 5: Indicates if the applicant is currently registered or registering with the Commodity Futures Trading Commission as a Swap Dealer or Major Swap Participant.

Item 6: Indicates if the applicant is subject to regulation by a prudential regulator, as defined in Section 1a(39) of the Commodity Exchange Act**.**

Item 7: Provides a brief description of the applicant's business activities.

Item 8: Indicates if the applicant is subject to regulation by a prudential regulator, as defined in Section 1a(39) of the Commodity Exchange Act. If "Yes" is selected, the applicant must also identify the prudential regulator (The Federal Reserve Board, Office of the Comptroller of the Currency, Federal Deposit Insurance Corporation, Farm Credit Administration, or Federal Housing Finance Agency).

Item 9: Indicates if the applicant is registered with the Commission as an investment advisor. If "Yes" is selected, provide the Applicant's IARD number.

Item 10: Indicates if the applicant is otherwise registered with the CFTC. If so, the applicant must provide the type of registration (Futures Commission Merchant, Introducing Broker, Commodity Pool Operator, or Other).

Item 11: Indicates if the applicant has any other non-securities, financial services industry-related business. If "Yes" is selected, describe each other business briefly on Schedule B, Section I. See Section "8.2.20.2.1 SBSE-A Schedules" for more information.

Item 12: Indicates if the applicant is holding or maintaining any funds or securities to

collateralize counterparty Transactions.

Item 13: Indicates if the applicant has any arrangement under which any person, firm or organization keeps any books or records, executes, trades, custodies, clears, or settles on behalf of the applicant. If "Yes" is selected for any question in Item 13, then the applicant must complete appropriate items on Schedule B, Section II. See Section "8.2.20.2.1 Form SBSE-A Schedules" for more information.

Item 14: Indicates if any person directly or indirectly controls the management or policies of the applicant through agreement or otherwise. If "Yes" is selected, then the applicant must complete appropriate items on Schedule B, Section II. See Section "8.2.20.2.1 Form SBSE-A Schedules" for more information.

Item 15: Indicates if any person wholly/partially finances the business of the applicant. If "Yes" is selected, then the applicant must complete appropriate items on Schedule B, Section II. See Section "8.2.20.2.1 Form SBSE-A Schedules" for more information.

Note: Do not answer "Yes" to Item 15 if the person finances the business of the applicant through: 1) a public offering of securities made pursuant to the Securities Act of 1933; or 2) credit extended in the ordinary course of business by suppliers, banks, and others.

Item 16: Indicates if the applicant is a successor to a currently registered SBSE. If "Yes" is selected, then the applicant must complete appropriate items on Schedule B, Section III. See Section "8.2.20.2.1 Form SBSE-A Schedules" for more information.

Item 17: Indicates if the applicant is registered with a foreign financial regulatory authority. If "Yes" is selected, then the applicant must list all such registrations on Schedule F, Section II. See Section "8.2.20.2.1 Form SBSE-A Schedules" for more information.

Item 18: Specify the number of principals that the applicant has who are individuals. The applicant must also list all principals who are individuals on Schedule A. See Section "8.2.20.2.1 Form SBSE-A Schedules" for more information.

Item 19: Indicates if any principal not identified in Item 18 and Schedule A effect, or is any principal not identified in Item 18 and Schedule A involved in effecting security-based swaps on behalf of the applicant, or will such principals effect or be involved in effecting such business on the applicant's behalf. If "Yes" is selected, the applicant must complete the appropriate items on Schedule B, Section IV. See Section "8.2.20.2.1 Form SBSE-A Schedules" for more information.

8.2.20.2.1 Form SBSE-A Schedules

Form SBSE-A contains supplemental Schedules A, B, D, and F.

All applicants filing an initial application must complete Schedule D, and if applicable, Schedule A, B, and F.

A brief description of each schedule is available in Table 8-6.

Table 8-6: Form SBSE-A Schedules

Schedule	Description
Schedule A	Schedule A: Principals that are Individuals Each applicant can use Schedule A to list the Principals of the applicant that are individuals. Schedule A must be completed only if a numerical value greater than zero is entered in Item 18.
Schedule B	Schedule B is divided into multiple sections, further described below. I. Other Business II. Record Maintenance Arrangements/Business Arrangements/Control Persons/Financings III. Successions IV. Principals Effecting or Involved in Effecting SBS Business Note: Schedule B will only be displayed if the applicant has selected "Yes" for questions in Items 11, 13, 14, 15, 16 or 19 of Form SBSE-A.
Schedule B	Schedule B – Section I: Other Business Section I of Schedule B allows the applicant to provide more information on an affirmative response in Item 11 of Form SBSE-A.
Schedule B	Schedule B – Section II: Record Maintenance Arrangements/Business Arrangements/Control Persons/Financings Section II of Schedule B requires the applicant to provide further information for affirmative responses in Items 13A, 13B, 14, and 15 on Form SBSE-A. Note: The applicant must complete a separate Schedule B Page 1 for each affirmative response in Item 13A, 13B. 14, and 15 on Form SBSE-A, including any multiple responses to any item.
Schedule B	Schedule B – Section III: Successions Section III of Schedule B allows the applicant to provide details of any predecessor entity, including date of succession, SEC file number, and CRD number, involved in the application for registration. Section III is only required if the applicant selected "Yes" in Item 16 of Form SBSE-A.
Schedule B	Schedule B – Section IV: Principals Effecting or Involved in Effecting SBS Business Section IV of Schedule B allows the applicant to provide details for an affirmative response to Item 19. For each Principal identified in Section IV of Schedule B, the applicant must complete Schedule D of Form SBSE-A and the relevant DRP Pages. See section "Form SBSE-A Disclosure Reporting Pages" for more information. Note: An applicant can have multiple principals in Schedule B, Section IV and each principal must complete a Schedule D.

Schedule	Description
Schedule D	Schedule D: Disclosure Information Schedule D is divided into four sections: Criminal Disclosure, Regulatory Action Disclosure, Civil Judicial Disclosure, and Financial Disclosure. Based on affirmative responses to questions in each section, corresponding Disclosure Reporting Pages will be displayed on the left navigation pane. The applicant must complete all applicable Disclosure Reporting Pages.
Schedule F	Schedule F: Non-Resident Security-based Swap Dealers and Major Security-based Swap Participants Schedule F is divided into two sections, described below.
Schedule F	Schedule F – Section I: Service of Process and Certification Regarding Access to Records Section I of Schedule F requires each nonresident security-based swap dealer and nonresident security-based swap participant to identify its United States agent for service of process and to certify that it can as a matter of law and will: (1) Provide the Commission with prompt access to its books and records, and (2) Submit to onsite inspection and examination by the Commission.
Schedule F	Schedule F – Section II: Registration with Foreign Financial Regulatory Authorities Section II of Schedule F requires the applicant to list each foreign financial regulatory authority with which it is registered, the Foreign Registration number (if any), and the name of the Country from which the authority presides.

The following Form SBSE-A Schedules, with their primary screens, are explained further.

- Schedule B, Section IV: Principals Effecting or Involved in Effecting SBS Business
- Schedule D: Disclosure Information

Schedule B, Section IV of Form SBSE-A enables the applicant to identify any principal not identified in Item 15, Item 18, or Schedule A who effects or is involved in effecting security-based swaps on behalf of the applicant. For each principal identified in Schedule B, Section IV, the applicant must complete Schedule D and all relevant Disclosure Reporting Pages.

Adding a Principal

To complete Schedule B, Section IV:

1. Click the [Add Principal] button at the bottom of the page.
2. Enter the name of the principal and select the type of entity (Corporation, Partnership, Limited Liability Company, or Other). If other, provide a description.
3. Enter the SEC File Number, CRD, NFA, IARD, CIK Number, UIC (if any), and/or Tax Identification number for the principal.
4. Enter the Business Address for the principal.
5. Indicate if the principal either “effects” or “is involved in effecting” security swaps on behalf of the applicant.
6. Briefly describe the details of the principal’s activities relating to its effecting or involvement in effecting security-based swap transactions on behalf of the applicant.

7. Click the [Save principals] button at the bottom of the screen.
8. Repeat steps 1 to 7 to add additional principals.

Note: The applicant can provide up to 20 principals in an SBSE-A submission.

Schedule D of Form SBSE-A enables the applicant to indicate the disclosure requirements of principals identified in the filing. If "Yes" is selected for any question on Schedule D then the applicant must complete the associated Disclosure Reporting Page. See Section "8.2.20.2.2 Form SBSE-A Disclosure Reporting Pages" for more information.

8.2.20.2.2 Form SBSE-A Disclosure Reporting Pages

Form SBSE-A and its variants include four types of Disclosure Reporting Pages (DRPs). The DRPs can either be an initial response or an amendment to report a change in status to a previously reported disclosure event. Affirmative responses to any of the questions in Schedule D will add a corresponding disclosure tab on the left navigation pane.

The four types of DRPs on Form SBSE-A are listed below:

- **Criminal Action DRP:** Use this DRP to report details for affirmative responses to questions in Items A and B of Schedule D on Form SBSE-A.
- **Regulatory Action DRP:** Use this DRP to report details for affirmative responses to question(s) in Items C, D, E, F, or G of Schedule D of Form SBSE-A.
- **Civil Judicial Action DRP:** Use this DRP to report details for affirmative responses to questions in Item H of Schedule D on Form SBSE-A.
- **Bankruptcy/SIPC DRP:** Use this DRP to report details for an affirmative response to questions in Item I of Schedule D of Form SBSE-A.

Completing Disclosure Reporting Pages (DRPs) on Form SBSE-A

To report an event, click the appropriate disclosure tab on the left navigation pane. The corresponding disclosure reporting page is displayed. For example, clicking the Criminal Action DRP tab displays the Criminal Action Disclosure Reporting Page (SBSE-A) screen.

Note: When filing an amended filing, a new entry must be added to the DRP to report a new event/proceeding or a new case arising out of an existing event/proceeding that was reported earlier on Form SBSE-A. (Do not add the new case to an existing entry).

The "Criminal Action DRP" is explained further below.

This Disclosure Reporting Page (DRP SBSE-A) is an: The "Initial" radio button is pre-populated, if a new event is being added to the DRP. Alternatively, the "Amended" radio button will be pre-populated if an event reported earlier (on Form SBSE-A or its variants) is being updated.

Check item(s) being responded to: Select the appropriate check boxes to match the questions with affirmative responses in Schedule D.

There are two parts to the Criminal Action DRP on Form SBSE-A, and they are to be completed as applicable. In Part 1 of the DRP, specify for whom the DRP is being filed and indicate if the principal is registered. Proceed further by completing Part 2 of the DRP as necessary.

1. **Principal:** Click the [Add New Criminal DRP] button and follow the steps below to provide information about the principal's disciplinary event.
    a. Select a principal from the drop down menu to identify the principal involved in the event being reported and their details. If there is more than one principal involved with the same event, identify each principal separately. Provide identifying information and registration information of the principal, and if applicable, complete Criminal Action DRP Part 2.
    b. If the principal is registered through the CRD and has submitted a DRP (with Form U-4) or DRP (BD) to the CRD System for the event then no further information is required on this DRP.

Removing Disclosure Reporting Pages on Form SBSE-A

In order to remove a Disclosure Reporting Page from an accepted SBSE-A or SBSE-A/A submission, you must submit a new SBSE-A/A submission. The following DRPs cannot be deleted by providing "No" for questions in Schedule D:

- Criminal Action Disclosure Reporting Page
- Regulatory Action Disclosure Reporting Page
- Civil Judicial Action Disclosure Reporting Page
- Bankruptcy/SIPC Disclosure Page

To remove one of these DRPs, select "Yes" for the "Is this DRP an amendment that seeks to remove a previously filed DRP concerning the principal from the record?" field. Then, select one of the following reasons that the DRP should be removed:

- The principal is no longer associated with the SBS Entity.
- The event or proceeding previously reported was resolved in the principal's favor.
- The event or proceeding occurred more than ten years ago.
- The DRP was filed in error.

8.2.20.3 Form SBSE-BD: Application for Registration of Security-based Swap Dealers and Major Security-based Swap Participants that are Registered Broker-dealers

Form SBSE-BD is the Application for Registration as either a Security-based Swap Dealer or Major Security-based Swap Participant by an entity that is registered or registering with the Commission as a broker or dealer. The form contains seven Items and two Schedules. The applicant must complete all applicable Items, Schedules, and attach required documents when submitting Form SBSE-BD. These Items and Schedules are explained further in the following sections.

Form SBSE-BD Items

Item 1: Provides basic information about the applicant, which includes the legal name of the firm, business and mailing address, CRD Number, registration information, contact employee, and Chief Compliance Officer designated by the applicant.

Item 2: Indicates the type of registration the applicant is submitting (Security-based

Swap Dealer or Major Security-based Swap Participant).

Item 3: Indicates if the applicant is currently registered or registering with the Commodity Futures Trading Commission as a Swap Dealer or Major Swap Participant.

Item 4: Indicates if the applicant is subject to regulation by a prudential regulator, as defined in Section 1a(39) of the Commodity Exchange Act. If "Yes" is selected, the applicant must also identify the prudential regulator.

Item 5: Indicates if the applicant is registered with the Commission as an over-the-counter derivatives dealer.

Item 6: Provides a brief description of the applicant's business activities.

Item 7: Indicates if the applicant is registered with a foreign financial regulatory authority. If "Yes" is selected, then the applicant must list all such registrations on Schedule F. See Section "8.2.20.3.1 Form SBSE-BD Schedules" for more information.

8.2.20.3.1 Form SBSE-BD Schedules

Form SBSE-BD contains Schedule F. Applicants must complete Schedule F, if applicable. A comprehensive description of each Schedule is available in Table 8-7.

Table 8-7: SBSE-BD: Schedules and Description

Schedule	Description
Schedule F	Schedule F: Nonresident Security-Based Swap Dealers and Major Security-Based Swap Participants Schedule F is required for applicants who have a non-US State stored for the entity's Mailing Address. Schedule F is divided into two sections, described below.
Schedule F	Schedule F – Section I: Service of Process and Certification Regarding Access to Records Section I of Schedule F requires each nonresident security-based swap dealer and nonresident security-based swap participant to identify its United States agent for service of process and to certify that it can as a matter of law, and will: (1) Provide the Commission with prompt access to its books and records, and (2) Submit to onsite inspection and examination by the Commission.
Schedule F	Schedule F – Section II: Registration with Foreign Financial Regulatory Authorities Section II of Schedule F requires the applicant to list each foreign financial regulatory authority with which it is registered, the Foreign Registration number (if any), and the name of the Country from which the authority presides.

8.2.20.4 Form SBSE-C: Certifications for Registration of Security-based Swap Dealers and Major Security-based Swap Participants

Each Security-based Swap Dealer and Major Security-based Swap Participant must file Form SBSE-C to complete their registration as a Security-based Swap Dealer or Major Security-based Swap Participant.

8.2.20.5 Form SBSE-W: Request for Withdrawal from Registration as a Security-based Swap Dealer or Major Security-based Swap Participant

Security-based Swap Dealers and Major Security-based Swap Participants must file Form SBSE-W to withdraw their registration from the Securities and Exchange Commission.

8.2.20.6 Form SBSE-CCO-RPT: Chief Compliance Officer's Annual Compliance Report of Security-Based Swap Dealer or Major Security-Based Swap Participant pursuant to Rule 15Fk-1

Each Security-based Swap Dealer and Major Security-based Swap Participant must file Form SBSE-CCO-RPT to complete their annual compliance report.

8.2.20.7 Document Attachments

The Attach Documents List screen enables applicants to upload the documents necessary for Forms SBSE, SBSE-A, SBSE-BD and their variants. Official documents can be submitted in ASCII, HTML, or PDF format.

The following attachments are required when the applicant or an associated person is a non-resident of the U.S.:

Attach an Opinion of Counsel as *EX-99.34 OPIN COUNSL* if the applicant is a non-resident of the U.S. A non-resident is defined as an applicant incorporated in or organized under the laws of a jurisdiction outside of the United States or its territories, or having its principal place of business in any place not in the United States or its territories.

Adding a Document

To add a document, follow the steps given below:

1. Click the [Add Document] button on the Attach Documents List screen. The Select File window is displayed.
2. Select the file to attach and click the [Open] button. The name of the attached file is displayed in the File Name field.

   Note: The file name must follow the EDGAR file naming standards described in Section 5.1.1, File Naming Standards.

3. Select the document type from the values displayed in the Type field.
4. Enter a description for the attached document in the Description field.
5. Repeat steps 1 to 4 to add multiple attachments.

Deleting a Document

To delete a document, follow the steps given below:

1. Select the check box adjacent to the document and click the [Delete Document] button. A Confirmation window will be displayed.
   a. Click the [Yes] button to confirm deletion. EDGAR removes the document from the submission.
   b. Click the [No] button to return to the Attached Documents List screen.

Before transmitting the Form SBSE submission, we recommend that applicants validate the

document attachments.

Validating a Document

Applicants can validate a document for errors by using the Doc Validation function.

1. Attach documents to the EDGAR submission as described above.
2. Select the check box adjacent to the document and click the [Validate Document] button.
    a. If there are errors in the document, then the Errors field displays a value that corresponds to the number of errors in the document. Proceed to step 3.
    b. If there are no errors in the document, then the Errors field is empty. Proceed to step 5.
3. Click the value in the Errors field for the document that contains errors to view errors. A Documentation Validation window opens and lists the errors in the document.
4. Correct any document errors using the tool used to create the document.
5. Transmit the submission, once the submission has been compiled and validated.

Execution

The Execution screen allows the applicant to provide a signature by typing a name in the Signature field and thereby certifying that all information provided on the submission is current, accurate, and complete.

The following are the data entry conventions for this screen:

- **Date**: The date of the signature.
- **Name of *Applicant***: The name of the applicant will be pre-populated from the entity name based on the Filer CIK. This field is not editable.
- **By: Signature:** When signing the form, the individual must type their full (i.e., first name, middle name, and last name) in the Signature field.
- **Name of Person Signing on *Applicant's* behalf:** The name of the person signing on the applicant's behalf.
- **Title of Person Signing on *Applicant's* behalf:** The title of the person signing on the applicant's behalf.

SBS Entity Form Submission

Once the required information on a selected SBS Entity Form is complete, click the [SUBMIT] button at the top of the screen to transmit the submission to EDGAR.

The system validates the form to ensure that all Items and any required Schedules or DRPs have been completed. A red "x" icon is displayed on the tabs that contain incomplete or invalid data. The applicant must complete any missing information and correct any errors before re-attempting to submit the form to EDGAR. A warning message is displayed on the Confirmation screen to indicate that a LIVE submission is being made to EDGAR, in contrast to a TEST submission.

Confirmation

The Confirmation screen prompts you to 'Transmit' or 'Cancel' your submission.

If you do not want to transmit the live submission, click the [Cancel] button on the Confirmation screen. Otherwise, click the [Transmit LIVE Submission] button to submit your filing to EDGAR for processing. If the submission transmits successfully, an Acknowledgment screen is displayed.

SBS Entity Form Submission Acknowledgment

The Acknowledgment screen provides acknowledgment for your submission. Retain the accession number of the submission for your records.

File Form X-17A-5 Part III

This section describes the main screens of Form X-17A-5 (Information Required Pursuant to Sections 15F and 17 of the Securities Exchange Act of 1934 and Rules 17a-5, 17a-12, and 18a-7 thereunder).

Form X-17A-5 has the following variants (submission form types):

- Annual Reports – Submission form type X-17A-5
- Amendment to Annual Reports – Submission form type X-17A-5/A

Form X-17A-5 is composed of the following sections:

File X-17A-5 Part III: Specifies the type of filing that the registrant is submitting.

X-17A-5: Filer Information: Information regarding the Form X-17A-5 Part III filer.

X-17A-5: Submission Information: Information regarding the Form X-17A-5 Part III submission.

X-17A-5: A. Registrant Identification: Information identifying the registrant submitting the filing.

X-17A-5: B. Accountant Identification: Information identifying the accountant whose opinion is included in the filing.

X-17A-5: Documents: Enables you to upload the attachments necessary for submission form types X-17A-5 and X-17A-5/A.

8.2.21 Completing a Form X-17A-5 Part III Submission

To aid you in completing a Form X-17A-5 or X-17A-5/A, the primary screens are shown below.

File X-17A-5 Part III

The File X-17A-5 Part III screen allows you to specify the type of X-17A-5 filing.

Select the type of filing from this screen:

- If you are filing a Form X-17A-5 Part III submission, select "Annual Reports (X-17A-5)."
- If you are filing an amendment, select "Amendment to Annual Reports (X-17A-5/A)."

Filer Information

The Filer Information screen allows you to enter Form X-17A-5 Part III filer information.

Note: It is necessary to provide a valid filer CIK and CCC on the Filer Information screen before entering any other data or navigating to other screens. Based on the CIK/CCC entered, certain fields on the Filer Information screen are pre-populated with information maintained in EDGAR.

The following are the data entry conventions for the Filer Information screen:

- **Filer CIK and CCC**: Enter the CIK and CCC of the filer. Once you enter a valid CIK and CCC, these fields become non-editable.
- **Is this a LIVE or TEST submission?**: Select the radio button to mark the submission as a LIVE or TEST filing. The default selection for this button is LIVE. Select the "TEST" radio button if you want to submit a test filing and EDGAR will treat the submission as a test and it will not be disseminated.
- **Is this an electronic copy of an official filing submitted in paper format?**: Select the "Yes" check box only if your submission is a confirming electronic copy of an official filing previously submitted on paper in connection with a temporary or continuing hardship exemption pursuant to 17 CFR 232.201 or 202, respectively.
- **Submission Contact Information**: Enter the name, phone number, and e-mail address of the person you would like the SEC to contact for any questions concerning the submission.
- **Notify via Filing Website only?**: Select the "Yes" check box to download the filing status notification from the EDGAR Filing Website. Selecting this option restricts EDGAR from sending e-mail notifications of filing status.
- **Notification E-mail Address**: To notify others about the status of the filing, enter their e-mail addresses. A maximum of three addresses may be added by clicking the [Add] button. After the applicant submits the filing, EDGAR will automatically send notification messages to these e-mail addresses informing them of the filing status, i.e., the filing was accepted or suspended.

Submission Information

The Submission Information screen for submission form type X-17A-5 allows you to enter information about the submission.

The following are the data entry conventions for the Submission Information screen:

- **Report of the Period Beginning**: Enter or select the start date of reporting period of filing. The date entered must be in MM/DD/YYYY format. A future date is not allowed.
- **And Ending**: Enter or select the end date of the reporting period of filing. The date entered must be in MM/DD/YYYY format. A future date is not allowed.
- **Type of Registrant**: Select one or more from the following options:
  - Broker-dealer
  - Security-based swap dealer

- Major security-based swap participant

  • Note that only the following combinations of selection are allowed: Broker-dealer and Security-based swap dealer, or Broker-dealer and Major security-based swap participant.

  • Non-broker-dealer filers that are filing pursuant to a Commission substituted compliance order are given the option to check a box to indicate they are "Filing pursuant to a Commission substituted compliance order."

- **Does this submission include an accountant's report covering the compliance report that identifies one or more material weaknesses?**: Select the "Yes" radio button to indicate your submission includes an accountant's report covering the compliance report that identifies one or more material weaknesses. Otherwise, select the "No" radio button.

  Note: There is no default selection for this field and if the entry is missing or invalid, then EDGAR will not accept the submission.

- **Please describe what information is being amended with this filing**: This field is only applicable to submission form type X-17A-5/A. Provide a description of the information that is being amended with this filing. This field is optional and allows up to 1,000 alphanumeric characters.

A. Registrant Identification

The Registrant Identification screen for submission form type X-17A-5 allows you to enter information about the registrant submitting the filing. Certain fields will be pre-populated with information maintained in EDGAR.

- **Name of Firm:** Pre-populated field that is not editable.
- **Address 1:** Street address of the office. Pre-populated field that is editable.
- **Address 2:** Street address of the office. Pre-populated field that is editable.
- **City:** City of the office. Pre-populated field that is editable.
- **State/Country Code:** State or foreign country of the office. Pre-populated field that is editable.
- **Mailing ZIP/Postal Code:** ZIP/Postal code of the office. Pre-populated field that is editable.

Note: Any edits made to pre-populated fields on Form X-17A-5 or its variants will not update the company information stored in the EDGAR Company Database. Instead, broker-dealers must submit a Form BD/A (Amendment) to CRD to update their company information. The Form BD/A filing will automatically update the company information in EDGAR. All other, non-broker-dealer filers must submit a COUPDAT (Company Update) through EDGAR. In either case, thereafter the new company address information will be pre-populated into the applicable fields on future Form X-17A-5 submissions.

The Registrant Identification Screen also allows you to enter contact information for the SEC to use for any questions regarding the report.

- **Name**: The name of the person to contact with regard to this report.
- **Telephone Number**: Phone number of the contact person.

B. Accountant Identification

The Accountant Identification screen for submission form type X-17A-5 allows you to enter information about the Independent Public Accountant whose reports are contained in this filing.

The following are the data entry conventions for the B. Accountant Identification screen:

- **Name** - ***if individual, state last, first, middle name***: The name of the accountant.
- **Address 1**: The Street Address of the accountant.
- **Address 2**: The Street Address of the accountant.
- **City**: The City of the accountant.
- **State/Country**: The State or Foreign Country of the accountant.
- **Mailing Zip/Postal Code**: The Mailing Zip/Postal Code of the accountant.
- **Check One**: The type of accountant:
  - Certified Public Accountant
  - Certified Public Accountant not resident in United States or any of its possessions

Signature

The Signature screen must be signed by a person who is duly authorized to act on behalf of the filer. This screen allows the registrant to provide the firm name, signature, and title of the duly authorized representative of the filer who certifies that the information provided in this submission is true and correct.

The following are the data entry conventions on the Signature screen:

- **I (*person signing*)**: Enter the name of the person signing the form.
- **, swear (or affirm) that, to the best of my knowledge and belief, the accompanying financial report pertaining to the firm of (Entity Name)**: The name of the firm will be pre-populated from the Company Database based on the CIK provided on the Filer Information screen.
- **, as of (MM-DD-YYYY)**: Enter the "as-of" date. Date formats entered will be converted to the EDGAR preferred format mm-dd-yyyy. Future dates are not permitted.
- **, is true and correct. I further swear (or affirm) that neither the company, nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows**: Enter an explanation, as applicable, if there is any explanation regarding proprietary interest. If provided, must be less than or equal to 1,000 characters.
- **Signature**: Enter the name of the person making the oath or affirmation.
- **Title**: Enter the title of the person making the oath or affirmation.

Attach Documents List

The Attached Documents List screen allows the filer to upload the necessary attachments for submission form types X-17A-5 and X-17A-5/A. The maximum size for all X-17A-5

submissions, including document attachments, must not exceed 200 MB. Upload these document attachments in ASCII, HTML, PDF, JPEG, or GIF formats, as applicable. Refer to Chapter 5, "Constructing Attached Documents and Document Types" in this volume for information on EDGAR standards for ASCII and HTML document attachments. Once a document is attached, select, the "FULL" document type and, as applicable, the "Request Confidentiality" check box to assign confidential treatment for the attached document. Except for OTC Derivatives Dealers filing audited financial statements under Rule 17a-12, and security-based swap dealers and major security-based swap participants filing under the substituted compliance order, there must be at least one public "FULL" attachment for which the "Request Confidentiality" check box is not selected. EDGAR will disseminate the content and only the attached documents which are public.

Adding a Document and Requesting Confidentiality

To add a document, follow the steps given below:

1. Click the [Add Document] button on the Attached Documents List screen. The Select File window is displayed.
2. Select the file to attach and click the [Open] button. The name of the attached file is displayed in the File Name field.

   Note: The file name must follow the EDGAR file naming standards described in Section 5.1.1, "File Naming Standards" of this volume.

3. Select the "FULL" document type.
4. Enter a description for the attached document in the Description field. This field is optional and allows a maximum of 255 characters.
5. To request confidential treatment for the attached document, select the "Request Confidentiality" check box.

   Note: (1) By default, the "Request Confidentiality" check box will not be selected for each attached document.

   (2) Except for OTC Derivatives Dealers filing annual audited financial statements and accountant's reports under Rule 17a-12, a warning message will appear unless at least one document is attached for which the "Request Confidentiality" box is not selected. This public document must contain the Statement of Financial Condition, the notes to the Statement of Financial Condition, and the accountant's report covering the Statement of Financial Condition.

6. Repeat steps 1 to 5 to add multiple documents.

Deleting a Document

To delete a document, follow the steps given below.

1. Select the check box adjacent to the document and click the [Delete Document] button. A Confirmation window will be displayed.
   a. Click the [Yes] button to confirm deletion. EDGAR removes the document from the submission.
   b. Click the [No] button to return to the Attached Documents List screen.

Before transmitting the X-17A-5 submission, we recommend that registrants validate their document attachments.

Validating a Document

Applicants can validate a document for errors by using the Doc Validation function.

1. Attach the documents to the EDGAR submission as described above.
2. Select the check box adjacent to the document and click the [Validate Document] button.
   - If there are no errors in the document, then the Errors field will display a value of zero. Transmit the submission after it is validated.
   - If there are errors in the document, then the Errors field will display a value that corresponds to the number of errors in the document. Follow steps 3 and 4 to correct any document errors.
3. Click the value in the Errors field for the document that contains errors. A Document Validation window will open and list the errors in the document.
4. Correct any document errors using the tool used to create the document.

Form X-17A-5 Submission

Once you have completed the required information on a selected Form X-17A-5 Part III, click [Submit] at the top of the screen to transmit your submission to EDGAR. The Confirmation screen is displayed.

- If you do not want to transmit a live submission, click [Cancel] on the Confirmation screen; this returns you to the Filer Information screen.
- To submit your filing to EDGAR for processing, click [Transmit LIVE Submission] on the Confirmation screen. An Acknowledgement screen is displayed.

The Acknowledgement screen provides acknowledgement of your Form X-17A-5 Part III submission. Write down the accession number of the filing for your records.

8.2.22 File Form 17-H

This section describes the general process for preparing and submitting variants of Form 17-H (Risk Assessment for Brokers and Dealers) to EDGAR for processing.

Form 17-H has the following variants (submission form types):

- 17HACON: Confidential broker dealer annual 17-H report
- 17HACON/A: Amendment for confidential broker dealer annual 17-H report
- 17HQCON: Confidential broker dealer quarterly 17-H report
- 17HQCON/A: Amendment for confidential broker dealer quarterly 17-H report

Form 17-H submission form types are divided into two parts. Part I is composed of the following sections:

File 17-H Entity Forms: Specifies the type of filing that the filer is submitting.

Form 17-H: Filer Information: Information regarding the Form 17-H filer.

Part I, Page 1: Information about the Reporting Broker-Dealer and the Risk Assessment Report being submitted.

Signature: Enables the filer to certify that the information contained in the report is true, accurate and complete.

Part I, Page 2: Consists of the following Items:

Item 1: Organization chart maintained by the broker or dealer.

Item 2: Risk Management and other policies maintained by the broker or dealer.

Item 3: A description of any material pending legal or arbitration proceedings maintained by the broker or dealer.

Item 4: Financial information required to be maintained by the broker or dealer.

Documents: Enables the filer to upload necessary documents for the Form 17-H submission.

Part II of 17-H submission form types is only applicable for Material Associated Persons identified in the filing. You must complete a separate Part II for each Material Associated Person identified in Part I, Page 1.

Completing a Form 17-H Submission

To assist you in completing a Form 17-H submission, descriptions of the screens for submission form types 17HACON and 17HQCON are included in this section.

8.2.23 Completing a Form 17-H Submission

To file a Form 17-H variant, click the 'File Form 17-H' link on the EDGAR Menu of the Filing Website. The File 17-H Entity Forms screen is displayed.

Select the form type you want to submit from the File 17-H Entity Forms screen:

- Confidential broker dealer annual 17-H report (17HACON)
- Amendment for confidential broker dealer annual 17-H report (17HACON/A)

  Note: When filing an amended annual 17-H report (17HACON/A) the submission will be pre-populated with data from the most recently accepted 17HACON or 17HACON/A submission with the same Start Period and End Period as the 17HACON/A being submitted, except for those fields which are pre-populated from the company database.
- Confidential broker dealer quarterly 17-H report (17HQCON)
- Amendment for confidential broker dealer quarterly 17-H report (17HQCON/A)

  Note: When filing an amended quarterly 17-H report (17HQCON/A) the submission will be pre-populated with data from the most recently accepted 17HQCON or 17HQCON/A submission with the same Start Period and End Period as the 17HQCON/A being submitted, except for those fields which are pre-populated from the company database.

Throughout the filing process, you will have the ability to view the filing instructions, view and print your responses for your submission, save your submission to your computer, or exit the filing process. For more information on menu buttons (Save, Print, Instructions, etc.) available on the submission form type, refer to Section 8.2.2, "General Information on Online Forms."

Once you select a submission form type on the Type of Filing screen, click [Next]. You will be directed to the Filer Information screen specific to the selected form type.

Filer Information

The Filer Information screen allows you to enter Form 17-H filer information. Based on the type of submission selected, the screen title displays the type of Form 17-H being submitted.

Note: It is necessary to provide a valid filer CIK and CCC on the Filer Information screen before entering any other data or navigating to other screens. Based on the CIK/CCC entered, certain fields on the Part I, Page 1 screen are pre-populated with information maintained in EDGAR.

The following are the data entry conventions for the Filer Information screen:

- **Filer CIK and Filer CCC**: Enter the CIK and CCC of the filer. Once you enter a valid CIK and CCC, these fields become non-editable.
- **Is this a LIVE or TEST Filing?**: Select the radio button to mark the submission as a LIVE or TEST filing. The default selection for this button is LIVE. Select the "TEST" radio button if you want to submit a test filing and EDGAR will treat the submission as a test and it will not be disseminated.
- **Is this an electronic copy of an official filing submitted in paper format?**: Select the "Yes" check box only if your submission is a confirming electronic copy of an official filing previously submitted on paper in connection with a temporary or continuing hardship exemption pursuant to 17 CFR 232.201 or 202, respectively.
- **Submission Contact Information**: Enter the name, phone number, and e-mail address of the person you would like the SEC to contact regarding any questions concerning the submission.
- **Notify via Filing website only?**: Select the "Yes" check box to download the filing status notification from the EDGAR Filing Website. Selecting this option restricts EDGAR from sending e-mail notifications of filing status.
- **Notification E-mail Address**: Enter the e-mail address of any additional individuals you want to notify the status of your filing (e.g., submission was accepted or suspended). You may enter up to three addresses by clicking the [Add E-mail] button.

Making changes to Company Information: Broker-Dealers cannot update their company information (except for e-mail address) through the 'Retrieve/Edit Data' link on the EDGAR Filing Website. Instead, they must submit a Form BD/A (Amendment) to FINRA's CRD website to update their company information. The Form BD/A filing will automatically update the company information in EDGAR, and thereafter the new company address information will be pre-populated into the applicable address fields on future EDGAR submissions.

8.2.23.1 Part I, Page 1:

The Part I, Page 1 screen for submission form type 17HACON allows you to provide information about the broker or dealer and the Risk Assessment Report being submitted.

The data entry conventions for this screen are:

Name of Reporting Broker-Dealer [14]: The name of the reporting broker-dealer. This field is pre-populated from the Entity Name associated with the provided CIK number. This field is not editable.

Address of the Principal Place of Business [18]: The street address for the broker-dealer's primary place of business. This field is pre-populated based on the provided CIK number. This field is not editable.

Firm I.D. No. [20]: Federal Employer Identification Number (FEIN, EIN) also known as a Federal Tax Identification Number.

For Period Beginning [22]: The start date of the reporting period. Future dates are not allowed.

and Ending [24]: The end date of the reporting period. Future dates are not allowed.

Is this being filed for a period that is NOT a full year?: Indicate whether the 17HACON filing is for a reporting period that is a full calendar year or not.

Filing Type: (Pre-populated by selecting the Type of Filing): Based on the submission form type being filed, one or more of the following options will be automatically selected.

- **Quarterly [26]**: If the submission form type is either 17HQCON or 17HQCON/A, then this field will be automatically selected.
- **Annual [28]**: If the submission form type is either 17HACON or 17HACON/A, then this field will be automatically selected.
- **Amended [30]**: If the submission form type is either 17HQCON/A or 17HACON/A, then this field will be automatically selected.

Contact Information regarding this Report [32]: The name, phone number, and email address for the person to contact in regard to this report.

Name(s) Of Material Associated Persons Contained in this Report [34]: Enter the name of at least one Material Associated Person. For each Material Associated Person, you must complete Part II of the submission.

Would you like to add Name(s) of Associated Broker-Dealer(s) not Filing (if applicable) [44]: Indicate if there are Associated Broker-Dealer(s) not filing in this report by selecting "Yes." If yes, provide the name(s) of any Associated Broker-Dealers. If there are no Associated Broker-Dealers to report, the filer should select "No."

Note: At least one Associated Broker-Dealer is required if "Yes" is selected for the "Would you like to add Name(s) of Associated Broker-Dealer(s) not Filing (if applicable) [44]" field. Duplicate names of Associated Broker-Dealers are not allowed.

Signature

The Signature screen identifies the City and State where the form was signed, the date of

signature, the name of the Broker-Dealer, the name and title of the person signing this report on behalf of the Broker-Dealer, and provides a signature to certify that the information provided in this submission is true and accurate.

8.2.23.2 Part I, Page 2: Form 17-H Items

Part I, Page 2 of Form 17-H consists of the following Items:

Item 1: Organizational Chart Reflecting Material Associated Persons and the Broker-Dealer: Provide a copy of the organizational chart maintained by the broker or dealer pursuant to paragraph (a)(1)(i) of section 240.17h-1T. This screen directs the filer to the Documents tab where you can attach, remove, and view documents. For more information on document attachments, see Section 8.2.22.3, "Documents."

The information provided pursuant to this Item should be included in the first Form 17-H filed by the broker or dealer and in the year-end filing. Quarterly updates should be provided only where a material change in the information provided to the Commission has occurred. If no material changes have occurred since the last report, select the "No material changes have occurred since last filed" check box.

> **Note:** Even if you select "No material changes have occurred since last filed," a copy of the organizational chart must still be attached to the 17HACON submission.

Item 2: Risk Management And Other Policies: Provide copies of the financing, capital adequacy, and risk management and other policies, procedures or systems maintained by the broker-dealer pursuant to paragraph (a)(1)(ii) of Section 240.17h-1T. This screen directs the filer to the Documents tab where you can attach, remove, and view documents. For more information on document attachments, see Section 9.2.22.3, "Documents."

The information provided pursuant to this Item should be included in the first Form 17-H filed by the broker or dealer. Quarterly updates should be provided only where a material change in the information provided to the Commission has occurred. If no material changes have occurred since the last report, select the "No material changes have occurred since last filed" check box.

Item 3: Legal Proceedings: Provide the description of any material pending legal or arbitration proceedings maintained by the broker or dealer pursuant to paragraph (a)(1)(iii) of section 240.17h-1T. This screen directs the filer to the Documents tab where you can attach, remove, and view documents. For more information on document attachments, see Section 8.2.22.3, "Documents."

The information provided pursuant to this Item should be included in the first Form 17-H filed with the Commission. Quarterly updates should be provided only where a material change in the information provided to the Commission has occurred. If no material changes have occurred since the last report, select the "No material changes have occurred since last filed" check box.

Item 4: Financial Statements: Provide the information required to be maintained by the broker or dealer pursuant to paragraphs (a)(1)(iv) and (a)(1)(v) of section 240.17h-1T. The financial statements may be presented on an unaudited basis. The statement of cash flows and the notes to financial statements may be omitted for the consolidating financial statements. Entities using accounting principles other than U.S. GAAP should indicate in a note the accounting principles used. This screen directs the filer to the Documents tab where you can attach, remove, and view documents. For more information on document attachments, see Section 8.2.22.3, "Documents."

The consolidating financial statements must be presented on a subsidiary basis and shall indicate which subsidiaries are Material Associated Persons.

8.2.23.3 Documents

The Attached Documents List screen allows the filer to upload the necessary attachments for Form 17-H submission form types. The maximum size for all 17-H submissions, including document attachments, must be less than 200 MB. Upload these document attachments in ASCII, HTML, PDF, JPEG, or GIF formats, as applicable. Refer to Chapter 5, "Constructing Attached Documents and Document Types" in this volume for information on EDGAR standards for ASCII and HTML document attachments.

Section 3.13, "Document Type Values for Document Attachments Filed with Form 17-H," of the "How Do I Understand Automated Conformance Rules for EDGAR Data Fields" webpage on SEC.gov lists the document attachments applicable to Form 17-H submissions (https://www.sec.gov/edgar/automated-conformance-rules). The list identifies the required and optional exhibits for these submission form types.

Adding a Document

To add a document, follow the steps given below:

1. Click the [Add Document] button on the Attached Documents List screen. The Select File window is displayed.
2. Select the file to attach and click the [Open] button. The name of the attached file is displayed in the File Name field.

   Note: The file name must follow the EDGAR file naming standards described in Section 5.1.1, "File Naming Standards" of this volume.
3. Select the document type from the values displayed in the Type field.
4. For applicable documents, select the Material Associated Person for whom the document is being submitted.
5. Repeat steps 1 to 4 to add multiple documents.

Deleting a Document

To delete a document, follow the steps given below:

1. Select the check box adjacent to the document and click the [Delete Document] button. A Confirmation window will be displayed.
   a. Click the [Yes] button to confirm deletion. EDGAR removes the document from the submission.
   b. Click the [No] button to return to the Attached Documents List screen.

Before transmitting the 17-H submission, we recommend that registrants validate their document attachments.

Validating a Document

Applicants can validate a document for errors by using the Doc Validation function.

1. Attach the documents to the EDGAR submission as described above.

2. Select the check box adjacent to the document and click the [Validate Document] button.
    - If there are no errors in the document, then the Errors field will display a value of zero. Transmit the submission after it is validated.
    - If there are errors in the document, then the Errors field will display a value that corresponds to the number of errors in the document. Follow steps 3 and 4 to correct any document errors.
3. Click the value in the Errors field for the document that contains errors. A Document Validation window will open and list the errors in the document.
4. Correct any document errors using the tool used to create the document.

Form 17-H Submission

Once you have completed the required information on a selected Form 17-H, click [Submit] at the top of the screen to transmit your submission to EDGAR. The Confirmation screen is displayed.

If you do not want to transmit the live submission, click [Cancel] on the Confirmation screen; this returns you to the Filer Information screen.

To submit the filing to EDGAR for processing, click [Transmit LIVE Submission] on the Confirmation screen. An Acknowledgment screen is displayed.

The Acknowledgment screen provides acknowledgment of your Form 17-H submission. Write down the accession number of the filing for your records.

8.2.24 Transfer Agent Forms

This section describes the process for preparing and submitting Transfer Agent (TA) forms to EDGAR for processing.

Transfer Agent Forms have the following variants (submission types):

- Uniform Form for Registration as a Transfer Agent (TA-1)
- Amendment to Uniform Form for Registration as a Transfer Agent (TA-1/A)
- Form for Reporting Activities of Transfer Agents (TA-2)
- Amendment to Form for Reporting Activities of Transfer Agents (TA-2/A)
- Notice of Withdrawal from Registration as Transfer Agent (TA-W)

Before a registrant can function as a transfer agent, it must register with the Securities and Exchange Commission using Form TA-1.

The following section provides general instructions that apply to all Transfer Agent forms.

- You have to apply for and obtain access to EDGAR as a “Transfer Agent” regulated entity prior to filing TA forms electronically in EDGAR. (Refer to Volume I of the EDGAR Filer Manual for information on how to obtain access to EDGAR.)
- Filers must select the ‘File Transfer Agent Forms’ link on the EDGAR Filing Website to file submission form types TA-1, TA-1/A, TA-2, TA-2/A, and TA-W.

- If you amend a filing for the first time on this application, please note the following:
  - If you select submission form type TA-1/A, the system will pre-populate the form with data from the most recent TA-1 or TA-1/A filing using the filer's CIK.
  - If you select submission form type TA-2/A, the system will not pre-populate the form from a previous submission. Filer needs to restore an already saved file or create a new TA-2/A form.
  - You must complete the Signature section, attach any documents, and correct any field data as necessary in the form that is pre-populated, prior to submission.
- The Items on the form are numbered (based on the paper form); your response to these Items will determine if you need to answer additional Items displayed.
- Throughout the filing process, you will have the ability to view the filing instructions, view and print the form, save the form to your computer, and exit the process via the menu buttons displayed on the upper right corner of the screen. (For more information on menu buttons, refer to Section 8.2.2, General Information on Online Forms.)
- You can submit filer-constructed XML submissions for Transfer Agent Forms via the 'Transmit' link on the EDGAR Filing Website or EDGAR OnlineForms Management website. Refer to Chapter 9, 'Filer-Constructed XML Submissions', for more information.

Selecting a Transfer Agent Form Type

The first step to filing a Transfer Agent form is to select the required form type on the File Transfer Agent Forms screen. To navigate to this screen, click the 'File Transfer Agent Forms' link on the EDGAR menu of the Filing Website. The File Transfer Agent Forms screen allows you to select the type of Transfer Agent form you are filing.

Select the type of filing from this screen:

- If you are registering as a transfer agent, select the Uniform Form for Registration as a Transfer Agent (TA-1) option.
- If you are filing an amendment to the initial application, select the Amendment to Uniform Form for Registration as a Transfer Agent (TA-1/A) option.
- If you are reporting transfer agent activities for the reporting period, select the Form for Reporting Activities of Transfer Agent (TA-2) option.
- If you are filing an amendment to Form TA-2, select the Amendment to Form for Reporting Activities of Transfer Agent (TA-2/A) option. You will have an option to select a saved file or begin entering from a blank submission.
  - If you are continuing with a previous original TA-2 or TA-2/A, select the Amendment to Form for Reporting Activities of Transfer Agent (TA-2/A) option, then select the "Continue with saved original TA-2 or TA-2/A" check box to upload a previously started TA-2 or TA-2/A.

- If you want to withdraw your registration as a transfer agent from the Securities and Exchange Commission, select the Notice of Withdrawal from Registration as Transfer Agent (TA-W) option.
- If you want to continue working on a previously saved Transfer Agent form, select the Continue with Saved Transfer Agent Form (stored on your computer) option.

Once you select a form type on the File Transfer Agent Forms screen, click [Next]. You will be directed to the Filer Information screen specific to the selected form type.

Filer Information

The Filer Information screen allows you to enter Transfer Agent filer information. The screen header displays the Transfer Agent form that corresponds to the type of submission selected on the File Transfer Agent Forms screen. In addition to the screen header, the screen displays fields that are specific to the Transfer Agent form being submitted.

Complete the fields that pertain to the Transfer Agent form that you are filing:

- **Filer CIK and CCC**: Enter the CIK and CCC of the applicant that is submitting the filing.
- **Is this a LIVE or TEST filing?**: Select the radio button to mark the submission as a LIVE or TEST filing. The default selection for this button is LIVE. Select the "TEST" radio button if you want to submit a test filing; EDGAR will then treat the submission as a test and it will not be disseminated.
- **Is this filing an amendment to a previous filing?**: This field indicates if this filing is an amendment to a previous filing and is disabled for Forms TA-1 and TA-2. For submission form types TA-1/A and TA-2/A, the system defaults the response to "Yes" and is not editable.
- **File Number**: For submission form types TA-1/A, TA-2, TA-2/A and TA-W, the File Number field is pre-populated based on the registrant's CIK and cannot be edited.
- **For the reporting period ending December 31**: Enter the calendar year for which Form TA-2 (or TA-2/A) is filed. A transfer agent registered on December 31 should file Form TA-2 by March 31 of the following year, even if the entity conducted business for less than the entire reporting period.
- **Submission Contact Information**: Enter the contact information (name, phone number, and email address) for the filer.
- **Notification Email Address**: If you want to notify others about the status of the filing, then enter their e-mail addresses. After you submit the filing, EDGAR will automatically send notification messages to these email addresses informing them of the filing status, i.e., that the filing was accepted or suspended.
- **Full Name of Registrant**: The name of the registrant is pre-populated on submission form types TA-2 and TA-2/A, and is non-editable on this screen. The name is pre-populated based on the registrant's CIK and it is also displayed on Item 3(a) of Form TA-1.

Making Changes to Company Information:

If you need to make changes to the "Full Name of Registrant," click the hyperlinked word "here" within 'Changes to company information may be made here'. You will be directed to the Retrieve/Edit Data screen on a new browser window where you may modify this information maintained in EDGAR. However, the modified information will only be displayed if you exit the current session and restart the filing process.

8.2.25 Completing a Transfer Agent Form

This section provides instructions for completing and filing each Transfer Agent form. It comprises the following topics:

- Form TA-1
- Form TA-2
- Form TA-W
- Documents
- Signature
- Transfer Agent Form Submission

We recommended that you read this section prior to filing a Transfer Agent form. Understanding how the screens work for each TA form will help you avoid commonly reported problems.

8.2.25.1 Form TA-1

Form TA-1 is composed of six tabs and a set of 11 Items. These Items are distributed across six tabs on the left navigation menu. You must complete all 11 Items and attach any necessary documents when submitting a TA-1 submission.

To assist you in completing Form TA-1 or its amendment, a comprehensive description of each screen is given below.

Registrant Information

The Registrant Information screen comprises Items 2 through 7. This screen enables you to specify registrant information such as the type of Appropriate Regulatory Agency, name, Financial Industry Number, office address, mailing address, locations where transfer agent activities are conducted, and service company information.

The following fields are pre-populated with information maintained in EDGAR for the filer CIK, and are non-editable on the Registrant Information screen. You can update the Full Name of Registrant and Mailing Address from the 'Retrieve/Edit Data' link on the EDGAR Filing Website (accessible via the 'Changes to company information may be made here' link on this screen).

- **Full Name of Registrant**: Displays the name of the registrant organization, such as a bank, trust company, savings bank, bank holding company, or a subsidiary organization on whose behalf Form TA-1 is filed. This field is pre-populated with the company name associated with the registrant CIK, and is not editable.

- **Previous name, if being amended**: This field displays the previous name of the registrant organization (if any) and is non-editable.
- **Is Mailing Address different from response to Question 3(c)?**: Items 3(d)(i) to 3(d)(v) display the complete mailing address to which the Registrant wants official mail sent.

Note: The Securities and Exchange Commission is the default Appropriate Regulatory Agency for transfer agents to file Form TA-1.

Follow the steps given below to complete the remaining Items 3(b) to 7 on this screen:

1. Enter the six-digit Financial Industry Number Standard (FINS) assigned by the Depository Trust & Clearing Corporation (DTCC) to financial institutions engaged in securities transactions in Item 3(b).

   Note: Registrants that do not have a FINS number may obtain one by following the steps described on the DTCC website (https://www.dtcc.com).

2. Enter the address of your principal or main office where transfer agent related business is conducted in Item 3(c).
3. In Item 3(d), specify if the mailing address is different from that given in Item 3(c). If you select "Yes," the system will display the mailing address associated with the filer CIK.
4. Enter a telephone number of an individual or department to whom questions may be addressed in Item 3(e).
5. Specify in Item 4 if you conduct transfer agent related activities in locations other than those provided in Item 3(c) earlier. If you answered "Yes," refer to the steps below to add an address. Otherwise, select the "No" radio button and go to step 6.
   a. Click the [Add Other Business Location] button. The Add Business Location window displays.
   b. Enter the full street address, city, and postal code where transfer agent activities are conducted.
   c. Select the state or country where transfer agent activities are conducted from the State or Country drop-down list.
   d. Click [Save Other Business Location] once you have entered all the information. The address details are displayed in the Other Business Locations list.
   e. If you need to add more locations, repeat steps a. to d.

   To delete an address:

   a. To delete an address, click the [Delete] button adjacent to the address.

      A dialog box prompts you for confirmation prior to deleting the address.

   b. Click [Yes] to delete the address. The Confirmation dialog box closes and the deleted address is removed from the Other Addresses list box.
6. In Item 5, select the "Yes" radio button if you transfer only your own securities (stock, notes, bonds), and/or the securities of an affiliate. Conversely, select the "No"

radio button if you transfer some type of outside securities such as mutual funds and municipal bonds.

7. In Item 6, specify if you have engaged a service company to perform any transfer agent functions. If you answered "Yes," refer to the steps below. Otherwise, select the "No" radio button and proceed to step 8.

A registrant may engage an external service company to perform its transfer agent functions for an issue of securities. This external service company must be a registered transfer agent. Furthermore, a registrant can engage more than one service company for a given security issue. Follow the steps below to add or delete an external service company.

a. Click the [Add Engaged service company information Related to item 6] button. The Engaged service company information Related to item 6 window is displayed.

b. Enter the name of the service company engaged (or will be engaged) by the registrant to perform its transfer agent functions.

c. Select either 84- or 85- as the prefix from the drop-down list and then enter the file number of the service company in the "File Number" text box.

d. Enter the street address, city, and postal code of the service company's main office.

e. Select the state or country where the service company is located from the State or Country drop-down list.

f. Click the [Save Engaged service company information Related to item 6] button once you have entered all the information. The service company name is displayed in the Service Companies list box.

g. If you need to add details of another service company, repeat steps a. to f.

To delete a service company entry:

a. To delete a service company, click the [Delete] button adjacent to the service company name.

A dialog box prompts you for confirmation prior to deleting the service company.

b. Click [Yes] to delete the service company.

The Confirmation dialog box closes and the deleted service company is removed from the Service Companies list box.

8. In Item 7, specify if you have been (or will be) engaged by a named transfer agent to perform any transfer agent services. If you answered "Yes," follow the steps below to provide details of named transfer agents. Otherwise, select the "No" radio button.

a. Click the [Add Engaged transfer agent company information Related to item 7] button in the Named Transfer Agents list box. The Add Named Transfer Agent window displays.

b. Enter the name of the named transfer agent who has engaged the registrant as a service company to perform transfer agent functions.

c. Select either 84- or 85- as the prefix from the drop-down list and then enter the file number of the named transfer agent in the "File Number" text box.

d. Enter the street address, city, and zip code of the named transfer agent's main office.

e. Select the state or country where the named transfer agent is located from the State or Country drop-down list.

f. Click the [Save Engaged transfer agent company information Related to item 7] button once you have entered all the information. The named transfer agent is displayed in the Named Transfer Agents list box.

g. If you need to add details of another transfer agent, repeat steps a) to f).

To delete a named transfer agent:

a. To delete a named transfer agent, click the [Delete] button adjacent to the named transfer agent.

   A dialog box prompts you for confirmation prior to deleting the named transfer agent.

b. Click [Yes] to delete the named transfer agent. The Confirmation dialog box closes and the deleted transfer agent is removed from the Named Transfer Agents list box.

Independent, Non-Issuer Registrant Information:

The Independent, Non-issuer Registrant Information screen comprises Items 8 and 9.

Item 8 identifies the type of registrant organization and provides details such as the name, title or status, ownership code, and a description of authority of the registrant.

Item 9 offers details of an entity or individual (not identified earlier in response to Item 8) that exercises control over the management or policies of the applicant and wholly or partially finances the business of the applicant.

Note: If you are an 'Independent, Non-Issuer' registrant whose Appropriate Regulatory Authority is the SEC, then you are required to complete Item 8. (An 'Independent, Non-Issuer Transfer Agent' refers to an entity which acts as a transfer agent for other than its own securities or securities of an affiliate).

Follow the steps given below to complete Item 8:

1. Select the type of registrant organization (e.g., Corporation, Partnership, Sole Proprietorship, etc.) from the options displayed.

   The text 'Section for Initial Registration and for Amendments Reporting Additional Persons' is displayed. This window displays a button that is specific to the organization type chosen in Item 8.

   Note: If you select 'Other' as the organization type, then provide a description of the organization type in the text box that is displayed.

2. Click the [Add corporation or partner information Related to item 8] button. The Add Person window is displayed.
   Complete the fields that are applicable to your organization type:

   a. **Full Name**: Enter the name of each Chief Executive Officer, Chief Financial Officer, Chief Operations Officer, Director, or person with similar status or function and the name of a person belonging to the other registrant category. (i.e., a person who is directly or indirectly the beneficial owner of 5% or more of any class of equity security of the registrant).

   b. **Relationship Start Date**: Select the date when a relationship began between the Chief Executive Officer, Chief Financial Officer, Chief Operations Officer, Director, and person belonging to the other registrant category.

   c. **Title or Status**: Enter the title or status for each name entered.

   d. **Ownership Code**: For each Chief Executive Officer, Chief Financial Officer, Chief Operations Officer, Chief Legal Officer, Chief Compliance Officer, Director, or person with similar status or function, select the percentage of ownership from the values given in the drop-down menu.

   e. **Control Person**: Select the "Yes" radio button, if the person has the power to direct the management or policies of a company, whether it is through ownership of securities, by contract or otherwise. Select the "No" radio button if the person does not have the power to direct the management or policies of a company.

   f. **Description of Authority**: This field displays only if the type of organization is 'Sole Proprietorship' or 'Other'. Enter the beneficial interest each person, (including a trustee, who directs, manages, or participates in directing or managing the affairs of the registrant) has in the applicant.

   g. **Relationship End Date**: This field is only applicable to submission form type TA-1/A. Select the date when the relationship ended between the Chief Executive Officer, Chief Financial Officer, Chief Operations Officer, Director, and person belonging to the Other registrant category.

3. Click [Proprietor or other entity information Related to item 8] once you have entered all the information.

   The name of the entity is displayed in the 'Section for Initial Registration and for Amendments Reporting Additional Persons' window.

You can edit or delete the information in the 'Section for Initial Registration and for Amendments Reporting Additional Persons' window using the [Edit] or [Delete] buttons as applicable.

Follow the steps given below to complete Item 9:

1. In Items 9(a), click "Yes" if any person or entity not named in Item 8 (directly or indirectly) exercises control over the management or policies of the applicant and provide details in the 'Persons and Entities' window.
2. In Item 9(b), click "Yes" if any person or entity not named in Item 8 finances the business of the applicant (directly or indirectly) in any manner other than a public

offering of securities made pursuant to the Securities Act of 1933 or by credit extended in the ordinary course of business by suppliers, banks and others. Provide details in the 'Persons and Entities' window.

Adding a New Person or Entity

The Persons and Entities window allows you to add or delete details of a new person or entity. The process to add or delete a new person or entity is similar for Items 9(a) and 9(b). Follow the steps given below to add or delete a new person or entity.

1. Select "Yes" as a response to Item 9(a) or 9(b) on the Independent, Non-Issuer Registrant Information screen. The Person and Entities list box displays.
2. Click the [Add Person or Entity] button. The Add Person or Entity window displays.
3. Enter the name of the person or entity that exercises control over the policies (or management) of the registrant in Item 9a(i) or finances the business of the applicant in Item 9(b)(i).
4. Enter a description of the agreement through which the person or entity listed in Item 9(a)(i) exercises control over the management or policies of the applicant in 9(a)(ii). Alternatively, enter a description of the agreement through which the person or entity listed in Item 9(b)(i) finances the business of the applicant in 9(b)(ii).
5. Click the [Save Person or Entity information] button to add the details. The name of the new person or entity appears in the Person and Entities list box.
6. If you want to add other names of persons or entities (not named in Item 8), then repeat steps 1 to 5.

To delete a new person or entity:

1. To delete a new person or entity, click the [Delete] button adjacent to the new person or entity name. A dialog box prompts you for confirmation prior to deleting the new person or entity.
2. Click [Yes] to delete the new person or entity. The Confirmation dialog box closes and the new person or entity name is removed from the Person and Entities list box.

Applicant and Control Affiliate Disciplinary History

The Applicant and Control Affiliate Disciplinary History screen enables you to disclose the disciplinary history of the applicant or its control affiliate.

This screen comprises Items 10 (a) through 10 (i). If you respond affirmatively to any question, you must complete the corresponding section that is displayed.

All "Yes" responses to Items 10(a) through 10(i) require you to disclose the following information: individuals named in the action, the title and date of the action, the court or body taking the action, a description of the action and the disposition of the proceeding.

8.2.25.2 Form TA-2

Form TA-2 is composed of six tabs and a set of 12 Items. You must complete all 12 Items and attach any necessary documents when filing a TA-2 submission.

When you initially access the TA-2 screen, only five of the six tabs will be visible. The tabs that are initially visible are: Filer Information, Service Company Information, Registration Information, Signature, Documents/Attachments. An additional tab, Annual Report Information, is displayed based on your response to Item 2(a) on the Service Company information screen.

To assist you in completing Form TA-2 or its amendment, a comprehensive description of each screen is given below.

Service Company Information

This Service Company Information screen allows you to specify if you engaged a service company to perform all, some, or none of your transfer agent functions, and provide additional details such as name and file number of transfer agent. Conversely, you can specify if you have been engaged as a service company by any named transfer agent to perform transfer agent functions.

Notes:

(1) Registrants that hire a service company to perform all of their transfer agent functions are required to complete Items 1, 2, 3, and the Signature section of Form TA-2.

(2) Select "All" or "Some" in Item 2(a) to display Items 2(b), 2b(i) and 2(b)(ii).

Adding or Deleting Service Company Information

The process to add or delete transfer agent details is similar for Items 2(b) and 2(d). Follow the steps below to add or delete transfer agent details:

1. Click the [Add Transfer Agent Company] button in the List of Transfer Agents list box.

   The 'New Transfer Agent' window is displayed.

2. Enter the name of the transfer agent that you have engaged to perform some or all of your transfer agent functions in Item 2(b)(i). Alternatively, enter the name of the named transfer agent for which you been engaged as a service company in Item 2(d)(i).

3. Select either 84- or 85- as the prefix from the drop-down list and then enter the file number of the transfer agent in the "File Number" text box.

4. Click the [Save Transfer Agent Company] button. The newly added transfer agent name is displayed in the List of Transfer Agent list box.

5. Repeat steps 1 to 4 to add more than one transfer agent.

6. To delete a transfer agent entry, click the [Delete] button adjacent to the transfer agent name. A dialog box prompts you for confirmation prior to deleting the transfer agent entry.

7. Click [Yes] to delete the entry. The Confirmation dialog box closes and the transfer agent is removed from the List of Transfer Agents list box.

Registration Information

The Registration Information screen helps you to identify the Appropriate Regulatory Agency (ARA) in Item 3(a). Additionally, it allows you to specify in Item 3(b) if an amendment was filed within 60 days of the date on which any of the information reported on Form TA-1 became inaccurate, misleading, or incomplete.

Annual Report Information

The Annual Report Information screen enables you to submit an annual report of transfer agent activities. This screen comprises Items 4(a) to 11(b).

The following are important points to consider when completing this screen:

- You must complete the Items on this screen only if your response to Item 2(a) is "Some" or "None."
- Numeric values entered on this screen must be non-negative and in the nnn,nnn format (where n = integer).
- Items 4, 5, 11, 12 will display only if you select "Some" or "None" for Item 2A.
- If your response to Item 4(a) is greater than 1000 or Item 4(b) is greater than 1000, complete Items 6(a), 6(b), 6(c), 7(a),7 (b), 7(c), 8(a), 8(b), 9(a), 10(a), and 10(b).
    - If your response to Item 4(a) is less than or equal to 1000 and Item 4(b) is less than or equal to 1000, then it is optional to complete Items 6(a), 6(b), 6(c), 7(a),7 (b), 7(c), 8(a), 8(b), 9(a), 10(a), and 10(b).
- The percentages listed in Item 5(d) for Corporate Equity Securities, Corporate Debt Securities, Open-End Investment Company Securities, Limited Partnership Securities, Municipal Debt Securities, and Other Securities must add up to 100%, if you selected "Some" or "None" as a response to Item 2(a) and your answer to Item 5(a) was greater than zero.

Adding or Deleting Database Search Details:

Items 11(a) and 11(b) help you provide database search results of lost securityholders account data. Follow the steps below to add database search details for lost securityholders during the reporting period:

1. **Click the [Add Database Search] button in the Database Searches list box. The Add Database Search window displays**
2. Enter the date for each database search in Item 11(a)(i).
3. Enter the number of lost securityholder accounts submitted for a database search in Item 11(a)(ii).
4. Enter the number of lost security holder accounts for which a different address has been obtained as a result of a database search in Item 11(a)(iii).
5. Click the [Save Database Search] button. This displays the database search details in the Database Searches list box.

6. Repeat steps 1 to 5 to add more database search details.
7. To delete an entry, click the [Delete] button adjacent to the corresponding database search result. A dialog box appears and prompts you to confirm that you wish to delete the search result entry.
8. Click [Yes] to delete the entry. The Confirmation dialog box closes and the search result is removed from the Database Searches list box.
9. Enter the number of lost security holder accounts that have been remitted to the states during the reporting period in Item 11(b).

8.2.25.3 Form TA-W

Form TA-W is composed of seven tabs and a set of 12 Items. These Items are distributed across eight tabs on the left navigation menu. You must complete all 12 Items and attach any necessary documents when submitting Form TA-W.

When an organization ceases all transfer agent activities (e.g., due to a merger, regulatory closing, or other reason) or when it no longer transfers qualifying corporate securities, it is required to terminate its registered status. Before an organization may withdraw from registration as a transfer agent, it must file a notice of withdrawal from registration as a transfer agent with the Securities and Exchange Commission on Form TA-W.

To assist you in completing Form TA-W, a detailed description of the main screens is given below.

Registration Information

The Registration Information screen comprises Items 2 through 5. This screen provides registrant information such as Transfer Agent File Number, name, and address of registrant's principal place of business.

The "Transfer Agent File Number" and "Name of the Registrant" fields are pre-populated based on the CIK of the registrant. If you need to make changes to the information maintained in EDGAR, such as the full name of registrant, click the hyperlinked word "here" within 'Changes to company information may be made here.' You will be directed to the Retrieve/Edit Data screen on a new browser window where you may modify this information maintained in EDGAR. However, the modified information will only be displayed if you exit the current session and restart the filing process.

Withdrawal Information

The Withdrawal Information screen comprises Items 6 and 7. This screen allows you to disclose the reasons for ceasing transfer agent functions or for withdrawing your registration as a transfer agent with the Commission. Additional details including the last date you performed transfer agent functions for any security, and your intention of performing such functions in the future may be specified on the screen.

Legal Action Information

The Legal Action Information screen enables you to disclose any history of disciplinary or legal actions or proceedings.

The steps to add and delete legal actions or claims are given below. When adding each legal action or claim, you must provide details such as the individuals named in the legal action or claim, date, and court of body taking the action.

Follow the steps below to provide information for each legal action or claim:

Adding or Deleting New Legal Action or Claim Details

1. Select "Yes" as a response to Item 8 on the Legal Action Information screen. The List of Actions and Claims list box displays.
2. Click the [Add Action or Claim] button. The Add Action or Claim window displays where you may enter information regarding the action or claim.
3. Enter the name of the individual involved in a court or regulatory action.
4. Enter the title and date of the action in the fields provided.
5. Enter the name of the court or body taking the action and its location.
6. Provide a description of the proceedings (or legal actions) and a disposition of the proceedings in the fields provided.
7. Click the [Save Action or Claim] button once you have entered all the information. The individual named in the action or claim is displayed in the List of Actions and Claims list box.
8. Repeat steps 1 to 7 if you want to add details of another action or claim.
9. To delete a claim or action, click the [Delete] button adjacent to the individual named in the action or claim. A dialog box displays confirming that you wish to delete the name of the individual involved in the action or claim.
10. Click [Yes] to delete the entry. The Confirmation dialog box closes and the deleted action or claim is removed from the List of Actions and Claims list box.

Adding or Deleting New Judgment or Lien Details

Follow the steps below to furnish information for each new judgment or lien:

1. Select "Yes" as a response to Item 9 on the Legal Action Information screen. The List of Judgments and Liens list box displays.
2. Click the [Add judgments liens details for any security] button. The Add Judgment or Lien window displays where you may enter information regarding each new judgment or lien.
3. Enter the name of the individual involved in the judgment or lien.
4. Enter the title and date of the judgment or lien in the fields provided.
5. Enter the name of the court or body holding the judgment or lien and its location.

6. Describe each judgment or lien held against the registrant as well as its disposition in the fields provided.
7. Click the [Save judgment liens details for any security] button once you have entered all the information.
   The individual named in the judgment or lien is displayed in the List of Judgments and Liens list box.
8. Repeat steps 1 to 7 if you want to add details of another judgment or lien.
9. To delete a judgment or lien, click the [Delete] button adjacent to the individual named in the judgment or lien. A dialog box displays confirming that you wish to delete the name of the individual involved in the judgment or lien.
10. Click [Yes] to delete the entry. The Confirmation dialog box closes and the deleted judgment or lien is removed from the List of Judgments and Liens list box.

Document Retention Information

The Document Retention Information screen allows the filer to provide information on any security issue for which the registrant acted as a transfer agent (or assumed transfer agent functions) since the last amendment to Form TA-1. This includes names of successor transfer agents, names and addresses of the persons who have custody or possession of the books and records which the registrant maintained in connection with its performance of transfer agent functions.

8.2.25.4 Signature

The Signature screen is displayed on all Transfer Agent forms (TA-1, TA-2, TA-W, and their amendments). This screen allows you to sign the form and certify that the information being submitted is accurate and complete.

The following are the data entry conventions for this screen:

- When signing the form, the principal or official must type their name in full (i.e., first name, middle name, and last name) in the "Signature of Official responsible for Form" field.

  Note: Each signatory is required to manually sign the Signature page or other document authenticating his or her signature that appears in typed form. They must retain this manually signed signature page (or equivalent document) for five years.

Enter the title and telephone number of the individual signing the form, and the date of signature in the respective fields.

8.2.25.5 Related Documents/Attachments

The Related Documents/Attachments screen enables you to upload the necessary attachments to Form TA-1, TA-2, TA-W and the relevant amendments.

A Transfer Agent form submission may include Cover, Corresp, and Graphic document types. For Transfer Agent submissions created via the filer interface, filers can upload a maximum of 100 document attachments. Documents may be included in the following combinations:

- Up to 10 Cover letters (document type “COVER”)
- Up to 100 Correspondence documents (document type “CORRESP”)

In addition, you may attach any number of supporting Graphic files to the submission. The maximum size of all Transfer Agent submissions, including all attached documents, must not exceed 200 MB. For filer-constructed Transfer Agent submissions, there is also a limit of 10 for COVER documents, 100 for CORRESPONDENCE documents and as many GRAPHIC documents as a submission can allow within the 200 MB submission file size.

You can upload these document attachments in .txt, .htm, .jpg, .gif formats as applicable. Document attachments must conform to other EDGAR standards described in Chapter 5. Attaching files that do not meet these standards may cause your filing to be suspended.

Adding or Deleting a Document

To add or delete a document, follow the steps given below:

1. Click the [Add Document] button on the Related Documents/Attachments screen. The Select File window is displayed.
2. Select the file you want to attach and click the [Open] button. The name of the attached file is displayed in the “File Name” field.

Note: The file name must follow the EDGAR file naming standards described in Section 5.1.1, File Naming Standards.

3. Select the type of attachment from the Type drop-down list. The options available are Cover, Corresp, or Graphic.
4. Optionally, provide additional information to further qualify the document type in the “Type of Attachment Additional Description” field.
5. Enter a description for the attached document in the “Attachment Description” field.
6. If you want to add multiple attachments, repeat steps 1 to 5.
7. To delete a document, select the box adjacent to the document, and click the [Delete Document] button. A window prompts you to confirm that you want to delete the document. If you click the [Yes] button, then EDGAR removes the document from the submission.

Before you transmit your submission, we recommend that you validate your document attachments. Refer to the steps outlined in ‘Validating a Document’ in Section 8.2.4 to validate your document attachment for errors.

8.2.25.6 Transfer Agent Form Submission

When you have completed the form and are ready to submit the filing, click the [Submit] button at the top of the screen.

The system validates the form to ensure that you have completed all Items. If there are errors in the form, a ‘red x’ icon is displayed on the tabs that contain incomplete or invalid information. You must complete any missing information and correct any errors before re-submitting your

form to EDGAR. If there are no errors in the form, the system displays a Confirmation/Warning screen.

Confirmation/Warning

The Transfer Agent Form Confirmation screen prompts you for confirmation prior to transmitting your submission.

Submission Acknowledgment

The Transmit Submission Acknowledgement screen provides acknowledgment of your Transfer Agent submission transmission. Note the accession number for your records.

8.2.26 Form N-CEN

This section describes the process for preparing and submitting Form N-CEN to EDGAR for processing.

Form N-CEN has the following variants (submission types):

- Annual Report for Registered Investment Companies (N-CEN)
- Amendment to Annual Report for Registered Investment Companies (N-CEN/A)

The following sections are applicable to Form N-CEN and its amendments:

- **Filer Information:** Information regarding the filer.
- **Series/Classes (Contracts) Information:** Enables you to enter series and classes for filers who select N-1A, N-3, N-4, or N-6 from the "Filer Investment Company Type" drop-down list in the Filer Information screen.
- **General Information:** Information regarding the reporting period covered.
- **Information About the Registrant:** Information regarding the registrant completing the submission.
- **Additional Questions for Management Investment Companies:** Specific information for management investment companies only.
- **Additional Questions for Closed-End Management Investment Companies and SBIC:** Specific information for closed-end management investment companies and small business investment companies only.
- **Additional Questions for Exchange-Traded Funds and Exchange-Traded Managed Funds:** Specific information for exchange traded funds and exchange-traded managed funds only.
- **Additional Questions for Unit Investment Trusts:** Specific questions for unit investment trusts only.
- **Attachments:** Enables you to indicate the attachments filed with the current report.
- **Signatures:** Enables the authorized signatory to electronically sign and submit the form.
- **Documents:** Enables you to upload the attachments necessary for the submission.

Note: The list of the sections above appear as tabs on the left side of the Filer Information screen and subsequent screens. The tabs between General Information and Documents will vary depending on the selection the filer chooses from the "Filer Investment Company Type" drop-down list on the Filer Information screen. Only tabs that apply to the particular selection will appear in the list on the left of the screen. For instance, the Series Class tab appears when N-1A, N-3, N-4, or N-6 are selected from the "Filer Investment Company Type" drop-down list on the Filer Information screen. Please refer to Table 8-8 and Table 8-9 below for more information.

Table 8-8: Sections to Complete Depending on the Filer Investment Company Type

Tabs to Display	N-1A	N-2	N-3	N-4	N-5	N-6	S-6
Filer Information	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Series/Classes (Contracts) Information	Yes	No	Yes	Yes	No	Yes	No
General Information (Part A)	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Information About the Registrant (Part B)	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Additional Questions for Management Investment Companies (Part C)	Yes*	Yes*	Yes*	No	No	No	No
Additional Questions for Closed-End Management Investment Companies and Small Business Investment Companies (Part D)	No	Yes	No	No	Yes	No	No
Additional Questions for Exchange-Traded Funds and Exchange-Traded Managed Funds (Part E)	No	No	No	No	No	No	Yes
Additional Questions for Unit Investment Trusts (Part F)	No	No	Yes	Yes	No	Yes	Yes
Attachments (Part G)	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Signatures	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Documents	Yes	Yes	Yes	Yes	Yes	Yes	Yes

Note: If there are affirmative responses to the Exchange-Traded Fund questions in Item C.3.a.i or C.3.a.ii for management investment company (N-1A, N-2, and N-3) filer types, the tabs that appear will adjust as follows:

*Can be skipped if all of a filer's series are terminated.

Table 8-9: Additional Sections to Complete for N-1A, N-2, and N-3 Filer Investment Company Types Based on Answers to Items C.3.a.i or C.3.a.ii

Tabs to Display	N-1A	N-2	N-3
Filer Information	Yes	Yes	Yes
Series/Classes (Contracts) Information	Yes	No	Yes
General Information (Part A)	Yes	Yes	Yes
Information About the Registrant (Part B)	Yes	Yes	Yes
Additional Questions for Management Investment Companies (Part C)	Yes^	Yes^	Yes^
Additional Questions for Closed-End Management Investment Companies and Small Business Investment Companies (Part D)	No	Yes	No
Additional Questions for Exchange-Traded Funds and Exchange-Traded Managed Funds (Part E)	Yes	Yes	Yes
Additional Questions for Unit Investment Trusts (Part F)	No	No	Yes
Attachments (Part G)	Yes	Yes	Yes
Signatures	Yes	Yes	Yes
Documents	Yes	Yes	Yes

^ Can be skipped if all of a filer's series are terminated.

Selecting an N-CEN Form Type

The first step to filing an N-CEN form is to select the required form type on the File N-CEN forms screen. To navigate to this screen, select the 'File N-CEN' link on the EDGAR menu of the Filing Website. The File N-CEN screen is displayed as shown below and allows you to select the type of form you are filing.

- If you are filing an Annual Report for Registered Investment Companies, select the "Annual Report for Registered Investment Companies (N-CEN)" radio button.
- If you are filing an amendment, select the "Amendment to Annual Report for Registered Investment Companies (N-CEN/A)" radio button.

  Note: If you select the "Amendment to Annual Report for Registered Investment

Companies (N-CEN/A)" radio button, an Accession Number field appears. Provide the accession number of the N-CEN filing being amended.

For an N-CEN/A submission created by loading data from a previously accepted N-CEN or N-CEN/A filing for the same period-end, a filer must re-attach all attachments filed with the previous submission in addition to making the intended changes in the data on the form. Filers should also confirm that information in the Signature section is accurate.

- If you want to continue working on a previously saved N-CEN filing, select the "Continue with any saved N-CEN Form (Stored on your computer)" radio button.

Once you select a form type on the File N-CEN screen, click [Next]. You will be directed to the Filer Information screen specific to the selected form type.

8.2.27 Completing a Form N-CEN

This section provides instructions for completing and filing Form N-CEN.

We recommend that you read this section prior to filing a Form N-CEN. Understanding how the screens work may help you avoid commonly reported problems.

Below is a list of conventions used throughout the online form:

- Each field has a help message that provides information on how to complete a field. Some of these messages will include information on permitted formats. To view a help message, hover over the field name or question.
- Asterisks identify fields that are required.
- If a required item is not applicable, the Form instructions direct the filer to respond "N/A" to that item. The text "N/A" is case sensitive. Unless this exact format is entered as a response, the entry may fail the validation and trigger an error.
- Some questions on the Form require the filers to select items from a list. If none of the items are applicable, an option to select "N/A" is provided.
- Unless otherwise specified, dates should be reported in the format yyyy-mm-dd. You may either type the date or choose a date from the calendar widget.
- Certain fields will be pre-populated based on your responses to the Filer Information screen. These fields cannot be edited (they will be grayed out).
- The Form N-CEN sections and questions you answer are based upon the "Filer Investment Company Type" you select on the Filer Information screen. This is why you will not see every question on the form.
- Decimals are permitted, but optional when responding to questions that request a dollar amount or percentage.
- Duplicate series and class IDs are not permitted.
- Many Form items request a State or Foreign country. If a State is entered, the Foreign country defaults to US.
- Certain questions permit multiple entries. Below are instructions for adding entries:

1. Complete the first entry.
2. Select the [Save] button to save the entry.
3. Select the [Add] button to add more entries.

   To delete an entry, click the [Delete] button adjacent to the entry. A dialog box prompts you for confirmation prior to deleting the entry. Click [Yes] to delete the entry. The Confirmation dialog box closes and the deleted entry is removed from the list.

   To edit an entry, click the [Edit] button adjacent to the entry. Make the required changes and save the entry.

8.2.27.1 Filer Information

The filer fills out their information on the N-CEN Filer Information screen.

Note: It is necessary to provide a valid Filer CIK and CCC on the Filer Information screen before entering any other data or navigating to other tabs. Based on the CIK/CCC entered, certain fields on various tabs throughout the N-CEN or N-CEN/A submission become pre-populated with information maintained in EDGAR.

The tabs on the left side of the screen will vary depending on the selection the filer chooses from the "Filer Investment Company Type" drop-down list. Only tabs that apply to the chosen Filer Investment Company Type will appear.

Complete the fields that pertain to the N-CEN form type that you are filing:

- **Filer CIK and CCC:** Enter the CIK and CCC of the filer.
- **Filer Investment Company Type:** Click the drop-down arrow to display the list of filer investment company types and select the correct type from the list.

  Note: The tabs displayed on the left side of the screen will vary depending on the chosen filer investment company type.
- **Is this a LIVE or TEST Filing?:** Select the radio button to mark the submission as a LIVE or TEST filing. The default selection for this button is LIVE. Select the "TEST" radio button if you want to submit a test filing; EDGAR will then treat the submission as a test and it will not be disseminated.
- **Is this an electronic copy of an official filing submitted in paper format?:** Select the check box only if your submission is confirming an electronic copy of an official filing previously submitted on paper. If selected, the screen displays a field for the standard EDGAR File Number. Enter the file number, with a 811- prefix, in the File Number field.
- **Submission Contact Information:** Enter the name, phone number, and e-mail address of the person you would like the SEC to contact for any questions concerning the submission.
- **Notify via Filing Website only?:** Select the check box if you want the acceptance or suspense messages to **only** be available on the EDGAR Filing website.
- **Notification E-mail Address:** If you want to notify others about the status of the filing,

then enter their e-mail addresses. After you submit the filing, EDGAR will automatically send notification messages to these email addresses informing them of the filing status, i.e., whether the filing was accepted or suspended.

To add a Notification E-mail Address:

1. Enter the e-mail address.
2. Select the [Save Notification Email] button to save the email address. The record is saved.
3. If you need to add more email addresses, repeat steps 1 to 2.

Note: If you need to delete an address, click the [Delete] button adjacent to the email address. A dialog box prompts you for confirmation prior to deleting the email address.

Click [Yes] to delete the email address. The Confirmation dialog box closes and the deleted email address is removed from the list box.

Select the [Next] button to continue to the General Information screen. If N-1A, N-3, N-4, or N-6 was selected as the Filer Investment Company Type, the [Next] button continues to the Series/Class screen. Once the series and class information is filled in and the [Next] button is pressed on that screen, then the General Information screen appears.

8.2.27.2 Series/Class (Contract) Information

The Series/Class screen only appears when the Filer selects N-1A, N-3, N-4, or N-6 as the Filer Investment Company Type.

The following are the data entry conventions on the Series/Class screen:

- **All?:** Check only if the filing is being made for all series of the registrant.
- **Series ID:** Enter the SEC-supplied series identifier, which starts with an "S," followed by nine digits.
- **All?:** Check only if the filing is being made for all classes of that series.
- **Class (Contract) ID:** Enter the SEC-supplied class identifier, which starts with a "C," followed by nine digits.

  Select the [Save Class ID] button to save the Class ID. Once all entries are provided, then select the [Save Series/Class ID].

8.2.27.3 Part A: General Information

The filer fills out General Information screen.

The following are the data entry conventions on the Part A: General Information screen:

- **Report for Period Ending**: Enter the end date of the reporting period of the filing either by typing the date or by choosing a date from the calendar widget. The date entered must be in yyyy-mm-dd format. A future date is not allowed.
- **Does this report cover a period of less than 12 months?**: Select "Yes" only if the report covers a period less than 12 months.

8.2.27.4 Part B: Information About the Registrant

Some fields in Item B.1 will be pre-populated from the CIK entered previously by the filer. That information cannot be edited.

The following fields are pre-populated with information maintained in EDGAR for the filer CIK, and are non-editable on the Part B: Information About the Registrant screen. You can update the Full Name of Registrant (along with other contact information) from the 'Retrieve/Edit Data' link on the EDGAR Filing Website (accessible via the 'Changes to company information may be made here' link on this screen).

- **Full Name of Registrant:** This field is pre-populated with the Entity Name associated with the CIK number entered at the beginning of the filing process.
- **Investment Company Act File Number:** This field is pre-populated with the 811- file number associated with the CIK.
- **CIK:** This field is pre-populated with the SEC-supplied CIK for the Filer.
- The data entry convention for Item B.1 Background information also includes:
  - **LEI:** Provide the legal entity identifier (LEI), which is twenty alphanumeric characters. The LEI is assigned by the Global LEI Regulatory Oversight Committee or the Global LEI Foundation.

The following are the data entry conventions for Item B.2. Address and telephone number of Registrant:

- Complete the required field(s): Street Address 1, City, State or Foreign country (when State is selected, US is the default country), Zip code, and Telephone number. Street Address 2 is optional.
- **Public Website, if any:** Enter the URL of the public website.

The following are the data entry conventions for Item B.3. Location of books and records:

- Complete the required field(s): Name of person, Street Address 1, City, State or Foreign country (when State is selected, US is the default country), Zip code, and Telephone number. Street Address 2 is optional.
- **Briefly describe the books and records kept at this location:** Enter a description of the books and records kept at this location.

The following are the data entry conventions for Item B.4. Initial or final filings:

- **Is this the first filing on this form by the Registrant?**: Select either "Yes" or "No."
- **Is this the last filing on this form by the Registrant?**: Select "Yes" if the filer has filed an application to deregister or will file an application to deregister before its next required filing on this form. Otherwise, select "No."

The following are the data entry conventions for Item B.5. Family of investment companies:

- **Is the Registrant part of a family of investment companies?** Select either "Yes" or "No." If "Yes" is selected, then enter the full name of the family of investment companies.

- **Full name of family of investment companies:** This field only appears if "Yes" is selected for whether the Registrant is part of a family of investment companies. Provide the name of the family of investment companies.

The following are the data entry conventions for Item B.6. Organization:

- The classification of the Registrant will be pre-populated with the Filer Investment Company Type chosen from the drop-down list on the Filer Information screen.
- N-1A filers must respond to the following additional sub-questions:
  - **Total number of Series of the Registrant:** Enter the total number of Series of the Registrant.

    If a Series of the Registrant with a fiscal year end covered by the report was terminated during the reporting period, provide the following information:
  - **Name of the Series:** Enter the name of the series that was terminated during the reporting period.
  - **Series identification number:** Enter the SEC-supplied series identifier, which starts with an "S," followed by nine digits.
  - **Date of Termination (month/year):** Enter the termination date in mm/yyyy format.

The following covers the data entry convention for Item B.7. Securities Act registration:

- **Is the Registrant the issuer of a class of securities registered under the Securities Act of 1933 ("Securities Act")?:** Select either "Yes" or "No."

The following are the data entry conventions for Item B.8. Directors:

- **Full name:** Provide the full name of the director.
- **CRD number, if any:** Enter a valid CRD number. If not applicable, enter "N/A." The text "N/A" is case sensitive. Unless this exact format is entered as a response, the entry will fail the validation and trigger an error.
- **Is the person an "interested person" of the Registrant as that term is defined in section 2(a)(19) of the Act (15 U.S.C. 80a-2(a)(19))?:** Select either "Yes" or "No."
- **Investment Company Act file number of any other registered investment company for which the person also serves as a director (e.g., 811-):** Enter a valid 811- file number. Sample format 811-00000 or 811-00000-1. If not applicable, enter "N/A." The text "N/A" is case sensitive. Unless this exact format is entered as a response, the entry will fail the validation and trigger an error.

The following are the data entry conventions for Item B.9. Chief compliance officer:

- Complete the required field(s): Full name, CRD number (if any), Street Address 1, City, and State or Foreign country (when State is selected, US is the default country), Zip code, and Telephone number. Street Address 2 is optional.

  CRD is a required field. If not applicable, enter "N/A." The text "N/A" is case sensitive. Unless this exact format is entered as a response, the entry will fail the validation and trigger an error.

- **Has the chief compliance officer changed since the last filing?:** Select either "Yes" or "No."
- **If the chief compliance officer is compensated or employed by any person other than the Registrant, or an affiliated person of the Registrant, for providing chief compliance officer services, provide**: Name of the person and Person's IRS Employer Identification Number. **Do not enter a Social Security Number in this field**.

The following data entry convention applies for Item B.10. Matters for security holder vote:

- **Were any matters submitted by the Registrant for its security holders' vote during the reporting period?:** Select either "Yes" or "No." If "Yes," list the series name(s) and series identification number(s) when the response relates to only certain series of the Registrant, otherwise enter "N/A" when the response applies to the entire Registrant.

The following data entry conventions apply for Item B.11. Legal proceedings:

- **Have there been any material legal proceedings, other than routine litigation incidental to the business, to which the Registrant or any of its subsidiaries was a party or of which any of their property was the subject during the reporting period?:** Select either "Yes" or "No." If "Yes," list the series name(s) and series identification number(s) when response only relates to certain series of the Registrant, otherwise enter "N/A" when the response applies to the entire Registrant.
- **Has any proceeding previously reported been terminated?:** Select either "Yes" or "No." If "Yes," list the series name(s) and series identification number(s) when the response relates to only certain series of the Registrant, otherwise enter "N/A" when the response applies to the entire Registrant.

The following data entry convention applies for Item B.12. Fidelity bond and insurance (management investment companies only):

- **Were any claims with respect to the Registrant filed under a fidelity bond (including, but not limited to, the fidelity insuring agreement of the bond) during the reporting period?:** Select either "Yes" or "No." If "Yes," provide the aggregate dollar amount of claims filed. Decimals permitted but optional.

The following data entry convention applies for Item B.13. Directors and officers/errors and omissions insurance (management investment companies only):

- **Are the Registrant's officers or directors covered in their capacities as officers or directors under any directors and officers/errors and omissions insurance policy owned by the Registrant or anyone else?:** Select either "Yes" or "No." If "Yes," then the following field appears:
- **If yes, were any claims filed under the policy during the reporting period with respect to the Registrant?:** Select either "Yes" or "No."

The following data entry convention applies for Item B.14. Provision of financial support:

- **Did an affiliated person, promoter, or principal underwriter of the Registrant, or an affiliated person of such a person, provide any form of financial support to the Registrant during the reporting period?:** Select either "Yes" or "No." If "Yes,"

include the attachment required by Item G.1.a.ii unless the Registrant is a money market fund. If applicable, also list the series name(s) and series identification number(s) when the response relates to only certain series of the Registrant, otherwise enter "N/A" when the response applies to the entire Registrant.

The following data entry convention applies for Item B.15. Exemptive orders:

- **During the reporting period, did the Registrant rely on any orders from the Commission granting an exemption from one or more provisions of the Act, Securities Act or Exchange Act?:** Select either "Yes" or "No." If "Yes," provide the release number for each order. The release number entry must have a two character prefix followed by one or more digits (sample format: IC-00000).

The following data entry conventions apply for Item B.16. Principal underwriters:

For each principal underwriter:

- Provide the Full name, SEC file number, CRD number, LEI and/or RSSD ID, and State or Foreign country (when State is selected, US is the default country). Filers without a principal underwriter may skip this item, but when a name is provided, CRD number is a required field. If not applicable, enter "N/A." The text "N/A" is case sensitive. Unless this exact format is entered as a response, the entry will fail the validation and trigger an error.
- **Is the principal underwriter an affiliated person of the Registrant, or its investment adviser(s) or depositor?:** Select either "Yes" or "No."
- **Have any principal underwriters been hired or terminated during the reporting period?:** Select either "Yes" or "No."

The following data entry conventions apply for Item B.17. Independent public accountant:

For each independent public accountant:

- Provide the Full name, PCAOB number, LEI and/or RSSD ID, and State or Foreign country (when State is selected, US is the default country). If not applicable, enter "N/A." The text "N/A" is case sensitive. Unless this exact format is entered as a response, the entry will fail the validation and trigger an error.
- **Has the independent public accountant changed since the last filing:** Select either "Yes" or "No."

The following data entry convention applies for Item B.18. Report on internal control (management investment companies only):

- **For the reporting period, did an independent public accountant's report on internal control note any material weaknesses?:** Select either "Yes" or "No."

The following data entry convention applies for Item B.19. Audit opinion:

- **For the reporting period, did an independent public accountant issue an opinion other than an unqualified opinion with respect to its audit of the Registrant's financial statements?:** Select either "Yes" or "No." If "Yes," list the series name(s) and series identification number(s) when the response relates to only certain series of the

Registrant, otherwise enter "N/A" when the response applies to the entire Registrant.

The following data entry convention applies for Item B.20. Change in valuation methods:

- **Have there been material changes in the method of valuation (e.g., change from use of bid price to mid price for fixed income securities or change in trigger threshold for use of fair value factors on international equity securities) of the Registrant's assets during the reporting period?:** Select either "Yes" or "No." If "Yes" is selected, provide the following:
- **Date of change:** Either select the date from the calendar widget or input the date in yyyy- mm-dd. Future dates are not permitted.
- **Explanation of the change:** Provide an explanation.
- **Asset type involved:** Select the asset-type involved. If "other" is selected, provide a brief description.
- **Type of investments involved:** Provide a description of the investments involved.
- **Statutory or regulatory basis, if any:** Enter the statutory or regulatory basis of the change.
- **To the extent the response relates only to certain series of the Registrant, indicate the series involved:** List the series name(s) and series identification number(s) when the response relates to only certain series of the Registrant, otherwise enter "N/A" when the response applies to the entire Registrant.

The following data entry convention applies for Item B.21. Change in accounting principles and practices:

- **Have there been material changes in the method of valuation (e.g., change from use of bid price to mid price for fixed income securities or change in trigger threshold for use of fair value factors on international equity securities) of the Registrant's assets during the reporting period?:** Select either "Yes" or "No." If "Yes," include an attachment per Item G.1.a.iv.

The following data entry convention applies for Item B.22. Net asset value error corrections (open-end management investment companies only):

- **During the reporting period, were any payments made to shareholders or shareholder accounts reprocessed as a result of an error in calculating the Registrant's net asset value (or net asset value per share)?:** Select either "Yes" or "No." If "Yes," list the series name(s) and series identification number(s) when the response relates to only certain series of the Registrant, otherwise enter "N/A" when the response applies to the entire Registrant.

The following data entry convention applies for Item B.23. Rule 19a-1 notice (management investment companies only):

- **During the reporting period, did the Registrant pay any dividend or make any distribution in the nature of a dividend payment, required to be accompanied by a written statement pursuant to section 19(a) of the Act (15 U.S.C. 80a-19(a)) and rule 19a-1 thereunder (17 CFR 270.19a-1)?:** Select either "Yes" or "No." If "Yes," list the

series name(s) and series identification number(s) when the response relates to only certain series of the Registrant, otherwise enter "N/A" when the response applies to the entire Registrant.

8.2.27.5 Part C: Additional Questions for Management Investment Companies

To begin this section or add additional series, select the [Add a New Series] button. Each of the items in this section corresponds to a single series.

Note: If all of your series are terminated, then Part C: Additional Questions for Management Investment Companies can be skipped.

The following data entry convention applies for Item C.1. Background information:

- **Full name of the Fund:** Enter the full name of the fund (alphanumeric up to 150 characters).
- **Series identification number, if any:** Enter the SEC-supplied series identifier, which starts with an "S," followed by nine digits.
- **LEI:** Enter the LEI.
- **Is this the first filing on this form by the Fund?:** Select either "Yes" or "No."

The following data entry convention applies for Item C.2. Classes of open-end management investment companies:

- **How many Classes of shares of the Fund (if any) are authorized?:** Enter the number.
- **How many new Classes of shares of the Fund were added during the reporting period?:** Enter the number.
- **How many Classes of shares of the Fund were terminated during the reporting period?:** Enter the number.

For Item C.2.d., provide the following information:

- **Full name of Class:** Enter the full name of the class (alphanumeric up to 150 characters).
- **Class identification number, if any:** Enter the SEC-supplied class identifier, which starts with a "C," followed by nine digits.
- **Ticker symbol, if any:** Enter the ticker symbol of the class (no spaces are permitted). If not applicable, enter "N/A."

The following data entry convention applies for Item C.3. Type of fund:

- **Indicate if the Fund is any one of the types listed below. Check all that apply:** Check all the boxes that apply from the list. At least one fund type must be selected. If none of the fund types listed are applicable, an option to select "N/A" is provided.

  Additional questions for certain fund types:

  1) If either the "Exchange-Traded Fund" or "Exchange-Traded Managed Fund" are selected, then "Additional Questions for Exchange-Traded Funds and Exchange-Traded Managed Funds" appear.

2) If "Index Fund" is selected:

    a. Is the index whose performance the Fund tracks, constructed:

        i. **By affiliated person of the fund?:** Select either "Yes" or "No."

        ii. **Exclusively for the fund?:** Select either "Yes" or "No."

    b. Provide the annualized difference between the Fund's total return during the reporting period and the index's return during the reporting period (i.e. the Fund's total return less the index's return):

        i. **Before Fund fees and expenses:** Enter the amount.

        ii. **After Fund fees and expenses (i.e., net asset value):** Enter the amount.

    c. Provide the annualized standard deviation of the daily difference between the Fund's total return and the index's return during the reporting period:

        i. **Before Fund Fees and Expenses:** Enter the amount. Decimals are permitted but optional.

        ii. **After Fund fees and expenses (i.e., net asset value):** Enter the amount. Decimals are permitted but optional.

3) Seeks to achieve performance results that are a multiple of an index or other benchmark, the inverse of an index or other benchmark, or a multiple of the inverse of an index or other benchmark.

4) If "Master-Feeder Fund" is selected, fill in the appropriate section.

The following data entry convention applies for Item C.4. Diversification:

- **Does the Fund seek to operate as a "non-diversified company" as such term is defined in section 5(b)(2) of the Act (15 U.S.C. 80a-5(b) (2))?:** Select either "Yes" or "No."

The following data entry convention applies for Item C.5. Investments in certain foreign corporations:

- **Does the fund invest in a controlled foreign corporation for the purpose of investing in certain types of instruments such as, but not limited to, commodities?:** Select either "Yes" or "No." If "Yes," provide the full name of the subsidiary and the LEI and/or RSSD ID of the subsidiary, if any.

The following data entry conventions apply for Item C.6. Securities lending:

- **Is the Fund authorized to engage in securities lending transactions?:** Select either "Yes" or "No."

- **Did the Fund lend any of its securities during the reporting period?:** Select either "Yes" or "No." If "Yes" is selected, then indicate whether a borrower failed to return the loaned securities by the contractual filing with the result that: 1) The Fund (or its securities lending agent) liquidated collateral pledged to secure the loaned securities? Or 2) The Fund was otherwise adversely impacted?

- **Provide the information requested below about each securities lending agent, if any, retained by the Fund:** Filers without a securities lending agent may skip this item, but when a name is provided, the subsequent fields except LEI and RSSD ID are required.
- **If a person managing any pooled investment vehicle in which cash collateral is invested in connection with the Fund's securities lending activities (i.e., a cash collateral manager) does not also serve as securities lending agent, provide the following information about each person:** Filers without a cash collateral manager may skip this item, but when a name is provided, the subsequent fields are required except LEI and RSSD ID.
- **Types of payments made to one or more securities lending agents and cash collateral managers (check all that apply):** Select all options that apply.
- **Provide the monthly average of the value of portfolio securities on loan during the reporting period:** Enter the amount. Decimals are permitted but are optional.
- **Provide the net income from securities lending activities:** Enter the amount. Decimals are permitted but optional. Negative values are also permitted.

The following data entry convention applies for Item C.7. Reliance on certain statutory exemption and rules:

- **Did the Fund rely on the following statutory exemption or any of the rules under the Act during the reporting period? (check all that apply):** Select all rules that apply ("a" through "n"). Select sub-items under "n" if applicable. If none of the rules listed are applicable, please select "N/A."

The following data entry conventions apply for Item C.8 Expense limitations:

- **Did the Fund have an expense limitation arrangement in place during the reporting period?:** Select either "Yes" or "No."
- **Were any expenses of the Fund reduced or waived pursuant to an expense limitation arrangement during the reporting period?:** Select either "Yes" or "No."
- **Are the fees waived subject to recoupment?:** Select either "Yes" or "No."
- **Were any expenses previously waived recouped during the period?:** Select either "Yes" or "No."

The following data entry conventions apply for Item C.9 Investment advisers:

- **Provide the following information about each investment adviser (other than a sub-adviser) of the Fund:** Full name, SEC file number, CRD number, LEI and/or RSSD ID, and State or Foreign country (when State is selected, US is the default country). Also answer whether the investment adviser was hired during the reporting period. Filers without an adviser may skip this item.

  Enter the adviser's start date either by typing the date or by choosing a date from the calendar widget. The date entered must be in yyyy-mm-dd format. A future date is not allowed.

- **If an investment adviser (other than a sub-adviser) to the Fund was terminated during the reporting period, provide the following with respect to each investment adviser:** Full name, SEC file number, CRD number, LEI and/or RSSD ID, State or Foreign country (when State is selected, US is the default country), and the termination date. Filers without a terminated adviser may skip this item.

  Enter the adviser's termination date either by typing the date or by choosing a date from the calendar widget. The date entered must be in yyyy-mm-dd format. A future date is not allowed.

- **For each sub-adviser to the Fund, provide the information requested:** Full name, SEC file number, CRD number, LEI and/or RSSD ID, and State or Foreign country (when State is selected, US is the default country). Also answer whether the sub-adviser is an affiliated person of the Fund's investment adviser, and whether the sub-adviser was hired during the reporting period. Filers without a sub-adviser may skip this item, but when a name is provided, CRD number is a required field. If not applicable enter "N/A." The text "N/A" is case sensitive. Unless this exact format is entered as a response, the entry will fail the validation and trigger an error.

  Enter the sub-adviser's start date either by typing the date or by choosing a date from the calendar widget. The date entered must be in yyyy-mm-dd format. A future date is not allowed.

- **If a sub-adviser was terminated during the reporting period, provide the following with respect to each such sub-adviser:** Full name, SEC file number, CRD number, LEI and/or RSSD ID, State or Foreign country (when State is selected, US is the default country), and the termination date. Filers without a terminated adviser may skip this item but when a name is provided, CRD number is a required field. If not applicable enter "N/A." The text "N/A" is case sensitive. Unless this exact format is entered as a response, the entry will fail the validation and trigger an error.

  Enter the sub-adviser's termination date either by typing the date or by choosing a date from the calendar widget. The date entered must be in yyyy-mm-dd format. A future date is not allowed.

The following data entry conventions apply for Item C.10 Transfer agents:

- **Provide the following information about each person providing transfer agency services to the Fund:** Full name, SEC file number, LEI and/or RSSD ID, and State or Foreign country (when State is selected, US is the default country). Also answer whether transfer agent is an affiliated person of the Fund or its investment adviser(s), and whether the transfer agent is a sub-transfer agent.

  Filers without a transfer agent may skip this item, but when a name is provided, SEC File number is a required field. If not applicable enter "N/A." The text "N/A" is case sensitive. Unless this exact format is entered as a response, the entry will fail the validation and trigger an error.

- **Has a transfer agent been hired or terminated during the reporting period?:** Select either "Yes" or "No."

The following data entry conventions apply for Item C.11 Pricing services:

- **Provide the following information about each person that provided pricing services to the Fund during the reporting period:** Full name, LEI, RSSD ID (or other identifying number), description of other identifying number, and State or Foreign country (when State is selected, US is the default country). Also answer whether the pricing service is an affiliated person of the Fund or its investment adviser(s).

  Filers without a pricing service may skip this item.

- **Was a pricing service hired or terminated during the reporting period?:** Select either "Yes" or "No."

The following data entry conventions apply for Item C.12 Custodians:

- **Provide the following information about each person that provided custodial services to the Fund during the reporting period:** Full name, LEI and/or RSSD ID, and State or Foreign country (when State is selected, US is the default country).

  Is the custodian an affiliated person of the Fund or its investment adviser(s)?: Select either "Yes" or "No."

  Is the custodian a sub-custodian?: Select either "Yes" or "No."

  With respect to the custodian, check below to indicate the type of custody: Select the appropriate type of custody.

- **Has a custodian been hired or terminated during the reporting period?:** Select either "Yes" or "No."

The following data entry conventions apply for Item C.13 Shareholder servicing agents:

- **Provide the following information about each shareholder servicing agent of the Fund:** Full name, LEI, RSSD ID (or other identifying number), description of other identifying number, and State or Foreign country (when State is selected, US is the default country).

  Filers without a shareholder servicing agent may skip this item.

  Is the shareholder servicing agent an affiliated person of the Fund or its investment adviser(s)?: Select either "Yes" or "No."

  Is the shareholder servicing agent a sub-shareholder servicing agent?: Select either "Yes" or "No."

- **Has a shareholder servicing agent been hired or terminated during the reporting period?:** Select either "Yes" or "No."

The following data entry conventions apply for Item C.14 Administrators:

- **Provide the following information about each administrator of the Fund:** Full name, LEI, RSSD ID (or other identifying number), description of other identifying number, and State or Foreign country (when State is selected, US is the default country).

  Filers without an administrator may skip this item.

  Is the administrator an affiliated person of the Fund or its investment adviser(s)?: Select either "Yes" or "No."

Is the administrator a sub-administrator?: Select either "Yes" or "No."

- **Has an administrator been hired or terminated during the reporting period?:** Select either "Yes" or "No."

The following data entry conventions apply for Item C.15 Affiliated broker-dealers:

- **Provide the following information about each affiliated broker-dealer:** Full name, SEC file number, CRD number, LEI and/or RSSD ID, State or Foreign country (when State is selected, US is the default country), and Total commissions paid to the affiliated broker-dealer for the reporting period.

  Filers without an affiliated broker-dealer may skip this item, but when a name is provided, CRD is a required field. If not applicable enter "N/A." The text "N/A" is case sensitive. Unless this exact format is entered as a response, the entry will fail the validation and trigger an error.

The following data entry conventions apply for Item C.16 Brokers:

- **For each of the ten brokers that received the largest dollar amount of brokerage commissions (excluding dealer concessions in underwritings) by virtue of direct or indirect participation in the Fund's portfolio transactions, provide the information below:** Full name of broker, SEC file number, CRD number, LEI and/or RSSD ID, State or Foreign country (when State is selected, US is the default country), and Gross commissions paid by the Fund for the reporting period. Decimals are permitted but optional.

  Filers without brokerage commissions may skip this item, but when a name is provided, SEC file number and CRD number are required fields. If not applicable enter "N/A." The text "N/A" is case sensitive. Unless this exact format is entered as a response, the entry will fail the validation and trigger an error.

- **Aggregate brokerage commissions paid by Fund during the reporting period:** Enter the amount. Decimals are permitted but optional.

The following data entry conventions apply for Item C.17 Principal transactions:

- **For each of the ten entities acting as principals with which the Fund did the largest dollar amount of principal transactions (include all short-term obligations, and U.S. government and tax-free securities) in both the secondary market and in underwritten offerings, provide the information below:** Full name of dealer, SEC file number, CRD number, LEI and/or RSSD ID, State or Foreign country (when State is selected, US is default country), and Total value of purchases and sales (excluding maturing securities) with Fund. Decimals are permitted but optional.

  Filers without principal transactions may skip this item, but when a name is entered, SEC file number and CRD number are required fields. If not applicable enter "N/A." The text "N/A" is case sensitive. Unless this exact format is entered as a response, the entry will fail the validation and trigger an error.

- **Aggregate value of principal purchase/sale transactions of Fund during the reporting period:** Enter the amount. Decimals are permitted but optional.

The following data entry convention applies for Item C.18 Payments for brokerage and research:

- **During the reporting period, did the Fund pay commissions to broker-dealers for "brokerage and research services" within the meaning of section 28(e) of the Exchange Act (15 U.S.C. 78bb)?:** Select either "Yes" or "No."

The following data entry conventions apply for Item C.19 Average net assets:

- **Provide the Fund's (other than a money market fund's) monthly average net assets during the reporting period:** Enter the amount. Decimals are permitted but optional.
- **Provide the money market fund's daily average net assets during the reporting period:** Enter the amount. Decimals are permitted but optional.

The following data entry conventions apply for Item C.20 Lines of credit, interfund lending and interfund borrowing (only open-end management investment companies):

- **Does the Fund have available a line of credit?:** Select either "Yes" or "No." If "Yes" is selected, provide the following for each line of credit:
    - **Is the line of credit a committed or uncommitted line of credit?** Select "Committed" or "Uncommitted."
    - **What size is the line of credit?** Enter the amount. Decimals are permitted but optional.
    - **With which institution(s) is the line of credit?** Enter name(s) of the institution(s).
    - **Is the line of credit just for the Fund, or is it shared among multiple funds?** Select either "Sole" or "Shared." If "Shared," enter the names and SEC File numbers of other funds that may use the line of credit. When a name is entered, SEC file number is a required field. If not applicable, enter "N/A." The text "N/A" is case sensitive. Unless this exact format is entered as a response, the entry will fail the validation and trigger an error.
- **Did the Fund draw on the line of credit this period?:** Select either "Yes" or "No." If "Yes" is selected, provide the following:
    - **If the Fund drew on the line of credit during this period, what was the average amount outstanding when the line of credit was in use?:** Enter the amount. Decimals are permitted but optional.
    - **If the Fund drew on the line of credit during this period, what was the number of days that the line of credit was in use?:** Enter the number of days.
- **Did the Fund engage in interfund lending?:** Select either "Yes" or "No." If "Yes" is selected, provide the following:
    - **What was the average amount of the interfund loan when the loan was outstanding?:** Enter the amount. Decimals are permitted but optional.
    - **What was the number of days that the interfund loan was outstanding?:** Enter the number of days.
- **Did the Fund engage in interfund borrowing?:** Select either "Yes" or "No." If "Yes" is

selected, provide the following:

- **What was the average amount of the interfund loan when the loan was outstanding?:** Enter the amount. Decimals are permitted but optional.
- **What was the number of days that the interfund loan was outstanding?:** Enter the number of days.

The following data entry conventions apply for Item C.21 Swing pricing (only open-end management investment companies):

- **Did the Fund (if not a Money Market Fund, Exchange-Traded Fund, or Exchange-Traded Managed Fund) engage in swing pricing?:** Select either "Yes" or "No." If "Yes" is selected, provide the swing factor upper limit. Decimals are permitted but optional.

The following data entry conventions apply for Item C.22 Liquidity classification services (for open-end management companies subject to rule 22e-4 (17 CFR 270.22e-4)):

- **Provide the following information about each person that provided liquidity classification services to the Fund during the reporting period:** Full name, LEI, RSSD ID (or other identifying number), description of other identifying number, and State or Foreign country (when State is selected, US is the default country).
  - **Is the liquidity classification service an affiliated person of the Fund or its investment adviser(s)?:** Select either "Yes" or "No."
  - **Asset class(es) for which liquidity classification services were provided to the Fund (check all that apply):** Select all asset class(es) that apply.
  - **Was a liquidity classification service hired or terminated during the reporting period?:** Select either "Yes" or "No."

Once all information is inputted, select [Save & Close This Management Investment Series].

8.2.27.6 Part D: Additional Questions for Closed-End Management Companies and Small Business Investment Companies

This section is required for N-2 and N-5 Filer Investment Company Types.

The following data entry conventions apply for Item D.1 Securities issued by Registrant (indicate all that apply):

- **Type of security:** Select an option from the dropdown menu.
- **Title of class:** Enter the title.
- **Exchange where listed:** Select an option from the drop-down menu.
- **Ticker symbol:** Provide the ticker symbol (no spaces are permitted).

The following data entry conventions apply for Item D.2 Rights offerings:

- **Did the Fund make a rights offering with respect to any type of security during the reporting period?:** Select either "Yes" or "No." If "Yes" is selected:
- **Type of security:** Select all that apply.

- **Percentage of participation in primary rights offering:** Enter the percentage value. Decimals are permitted but optional. Do not include the percent sign.

The following data entry conventions apply for Item D.3 Secondary offerings:

- **Did the Fund make a secondary offering during the reporting period?:** Select either "Yes" or "No." If "Yes" is selected, select the type(s) of security.

The following data entry conventions apply for Item D.4 Repurchases:

- **Did the Fund repurchase any outstanding securities issued by the Fund during the reporting period?:** Select either "Yes" or "No." If "Yes" is selected, select the type(s) of security.

The following data entry conventions apply for Item D.5 Default on long-term debt:

- **Were any issues of the Fund's long-term debt in default at the close of the reporting period with respect to the payment of principal, interest, or amortization?:** Select either "Yes" or "No." If "Yes" is selected, provide the following: Nature of default, Date of default (yyyy-mm-dd), Amount of default per $1,000 face amount, and Total amount of default. Decimals are permitted but optional.

The following data entry conventions apply for Item D.6 Dividends in arrears:

- **Were any accumulated dividends in arrears on securities issued by the Fund at the close of the reporting period?:** Select either "Yes" or "No." If "Yes" is selected, provide the Title of issue and Amount per share in arrears. Decimals are permitted but optional.

The following data entry conventions apply for Item D.7 Modification of securities:

- **Were any accumulated dividends in arrears on securities issued by the Fund at the close of the reporting period?:** Select either "Yes" or "No." If "Yes" is selected, provide the attachment required by Item G.1.b.ii.

The following data entry convention applies for Item D.8 Management fee (closed-end companies only):

- **Provide the Fund's advisory fee as of the end of the reporting period as percentage of net assets:** Enter the amount. Decimals are permitted but optional.

The following data entry convention applies for Item D.9 Net annual operating expense:

- **Provide the Fund's net annual operating expenses as of the end of the reporting period (net of any waivers or reimbursements) as a percentage of net assets:** Enter the amount. Decimals are permitted but optional.

The following data entry convention applies for Item D.10 Market price:

- **Market price per share at end of reporting period:** Enter the amount. Decimals are permitted but optional. This is a required field. If not applicable, enter "N/A." The text "N/A" is case sensitive. Unless this exact format is entered as a response, the entry will fail the validation and trigger an error.

The following data entry convention applies for Item D.11 Net asset value:

- **Net asset value per share at end of reporting period:** Enter the amount. Decimals are permitted but optional.

The next sections for Part D only appear if the Filer Investment Company Type is N-5.

The following data entry conventions apply for Item D.12. Investment advisers (small business investment companies only):

- **Provide the following information about each investment adviser (other than a sub-adviser) of the Fund:** Full name, SEC file number, CRD number, LEI and/or RSSD ID, and State or Foreign country (when State selected, US is the default country).

  Filers without an investment adviser may skip this item.

  - **Was the investment adviser hired during the reporting period?:** Select either "Yes" or "No." If "Yes," provide the investment adviser's start date. Enter the date the investment adviser was hired either by typing the date or by choosing a date from the calendar widget. The date entered must be in yyyy-mm-dd format. A future date is not allowed.

- **If an investment adviser (other than a sub-adviser) to the Fund was terminated during the reporting period, provide the following with respect to each investment adviser:** Full name, SEC file number, CRD number, LEI and/or RSSD ID, State or Foreign country (when State selected, US is the default country), and Termination date.

  Filers without a terminated investment adviser may skip this item.

  Enter the date the investment adviser was terminated either by typing the date or by choosing a date from the calendar widget. The date entered must be in yyyy-mm-dd format. A future date is not allowed.

- **For each sub-adviser to the Fund, provide the information requested:** Full name, SEC file number, CRD number, LEI and/or RSSD ID, and State or Foreign country (when State is selected, US is the default country).

  Filers without a sub-adviser may skip this item, but when a name is provided, SEC file number and CRD number are required fields. If not applicable enter "N/A." The text "N/A" is case sensitive. Unless this exact format is entered as a response, the entry will fail the validation and trigger an error.

  - **Is the sub-adviser an affiliated person of the Fund's investment adviser(s)?:** Select either "Yes" or "No."

  - **Was the sub-adviser hired during the reporting period?:** Select either "Yes" or "No." If "Yes," provide the start date. Enter the date the sub-adviser was hired either by typing the date or by choosing a date from the calendar widget. The date entered must be in yyyy-mm-dd format. A future date is not allowed.

  - **If a sub-adviser was terminated during the reporting period, provide the following with respect to such sub-adviser:** Full name, SEC file number, CRD number, LEI and/or RSSD ID, State or Foreign country (when State is selected, US is the default country), and Termination date. Filers without a terminated sub-adviser may skip this item, but when a name is provided, SEC file number

and CRD number are required fields. If not applicable enter "N/A." The text "N/A" is case sensitive. Unless this exact format is entered as a response, the entry will fail the validation and trigger an error.

Enter the date the sub-adviser was terminated either by typing the date or by choosing a date from the calendar widget. The date entered must be in yyyy-mm-dd format. A future date is not allowed.

The following data entry conventions apply for Item D.13. Transfer agents (small business investment companies only):

- **Provide the following information about each person providing transfer agency services to the Fund:** Full name, SEC file number, LEI and/or RSSD ID, and State or Foreign country (when State is selected, US is default country).

  Filers without a transfer agent may skip this question, but when a name is provided, SEC file number is a required field. If not applicable enter "N/A." The text "N/A" is case sensitive. Unless this exact format is entered as a response, the entry will fail the validation and trigger an error.

  - **Is the transfer agent an affiliated person of the Fund or its investment adviser(s)?:** Select either "Yes" or "No."
  - **Is the transfer agent a sub-transfer agent?:** Select either "Yes" or "No."
- **Has a transfer agent been hired or terminated during the reporting period?:** Select either "Yes" or "No."

The following data entry conventions apply for Item D.14. Custodians (small business investment companies only):

- **Provide the following information about each person that provided custodial services to the Fund during the reporting period:** Full name, LEI and/or RSSD ID, and State or Foreign country (when State is selected, US is the default country).
  - **Is the custodian an affiliated person of the Fund or its investment adviser(s)?:** Select either "Yes" or "No."
  - **Is the custodian a sub-custodian:** Select either "Yes" or "No."
  - **With respect to the custodian, check below to indicate the type of custody:** Select one of the types of custody.
- **Has a custodian been hired or terminated during the reporting period?:** Select either "Yes" or "No."

8.2.27.7 Part E: Additional Questions for Exchange-Traded Funds and Exchange-Traded Managed Funds

This section is required for S-6 Filer Investment Company Types organized as Exchange-Traded Funds and Exchange-Traded Managed Funds, as well as N-1A, N-2, and N-3 Filer Investment Company Types providing affirmative responses to the Exchange-Traded Fund questions in Item C.3.a.i or C.3.a.ii.

To begin this section or add additional series select the [Add Exchange-Traded or

Exchange-Traded Managed Funds] button. Each of the items in this section corresponds to a single series.

The following data entry conventions apply for Item E.1. Exchange:

- **Provide the name of the national securities exchange on which the Fund's shares are listed:** Select the exchange from the drop-down menu.
- **Ticker:** Provide the Fund's ticker symbol (no spaces are permitted).

The following data entry conventions apply for Item E.2. Authorized participants:

- **For each authorized participant of the Fund, provide the following information:** Full name, SEC file number, CRD, LEI and/or RSSD ID, The dollar value of the Fund shares, The authorized participant purchased from the Fund during the reporting period, and The dollar value of the Fund shares the authorized participant redeemed during the reporting period. Decimals are permitted but optional.
- **Did the Fund require that an authorized participant post collateral to the Fund or any of its designated service providers in connection with the purchase or redemption of Fund shares during the reporting period?:** Select "Yes" or "No."

The following data entry conventions apply for Item E.3. Creation units:

- **Number of Fund shares required to form a creation unit as of the last business day of the reporting period:** Enter the amount. Decimals are permitted but optional.
- **Based on the dollar value paid for each creation unit purchased by authorized participants during the reporting period, provide:**
    - **The average percentage of that value composed of cash:** Enter the amount. Decimals are permitted but optional.
    - **The standard deviation of the percentage of that value composed of cash:** Enter the amount. Decimals are permitted but optional.
    - **The average percentage of that value composed of non-cash assets and other positions exchanged on an "in-kind" basis:** Enter the amount. Decimals are permitted but optional.
    - **The standard deviation of the percentage of that value composed of non-cash assets and other positions exchanged on an "in-kind" basis:** Enter the amount. Decimals are permitted but optional.
- **Based on the dollar value paid for creation units redeemed by authorized participants during the reporting period, provide:**
    - **The average percentage of that value composed of cash:** Enter the amount. Decimals are permitted but optional.
    - **The standard deviation of the percentage of that value composed of cash:** Enter the amount. Decimals are permitted but optional.
    - **The average percentage of that value composed of non-cash assets and other positions exchanged on an "in-kind" basis:** Enter the amount. Decimals are

permitted but optional.

- **The standard deviation of the percentage of that value composed of non-cash assets and other positions exchanged on an "in-kind" basis:** Enter the amount. Decimals are permitted but optional.

- **For creation units purchased by authorized participants during the reporting period, provide:**
  - **The average transaction fee charged to an authorized participant for transacting in the creation units, expressed as:**
    - **Dollars per creation unit, if charged on that basis:** Enter the amount. Decimals are permitted but optional. If not applicable, enter "N/A." The text "N/A" is case sensitive. Unless this exact format is entered as a response, the entry will fail the validation and trigger an error.
    - **Dollars for one or more creation units purchased on the same day, if charged on that basis:** Enter the amount. Decimals are permitted but optional. If not applicable, enter "N/A." The text "N/A" is case sensitive. Unless this exact format is entered as a response, the entry will fail the validation and trigger an error.
    - **A percentage of the value of each creation unit, if charged on that basis:** Enter the amount. Decimals are permitted but optional. If not applicable, enter "N/A." The text "N/A" is case sensitive. Unless this exact format is entered as a response, the entry will fail the validation and trigger an error.
  - **The average transaction fee charged to an authorized participant for transacting in those creation units the consideration for which was fully or partially composed of cash, expressed as:**
    - **Dollars per creation unit, if charged on that basis:** Enter the amount. Decimals are permitted but optional. If not applicable, enter "N/A." The text "N/A" is case sensitive. Unless this exact format is used, the entry will fail the validation and trigger an error.
    - **Dollars for one or more creation units purchased on the same day, if charged on that basis:** Enter the amount. Decimals are permitted but optional. If not applicable, enter "N/A." The text "N/A" is case sensitive. Unless this exact format is used, the entry will fail the validation and trigger an error.
    - **A percentage of the cash in each creation unit, if charged on that basis:** Enter the amount. Decimals are permitted but optional. If not applicable, enter "N/A." The text "N/A" is case sensitive. Unless this exact format is used, the entry will fail the validation and trigger an error.

- **For creation units redeemed by authorized participants during the reporting period, provide:**
  - **The average transaction fee charged to an authorized participant for**

transacting in the creation units, expressed as:

- **Dollars per creation unit, if charged on that basis:** Enter the amount. Decimals are permitted but optional. If not applicable, enter "N/A." The text "N/A" is case sensitive. Unless this exact format is entered as a response, the entry will fail the validation and trigger an error.
- **Dollars for one or more creation units redeemed on the same day, if charged on that basis:** Enter the amount. Decimals are permitted but optional. If not applicable, enter "N/A." The text "N/A" is case sensitive. Unless this exact format is entered as a response, the entry will fail the validation and trigger an error.
- **A percentage of the value of each creation unit, if charged on that basis:** Enter the amount. Decimals are permitted but optional. If not applicable, enter "N/A." The text "N/A" is case sensitive. Unless this exact format is entered as a response, the entry will fail the validation and trigger an error.

- **The average transaction fee charged to an authorized participant for transacting in those creation units the consideration for which was fully or partially composed of cash, expressed as:**
  - **Dollars per creation unit, if charged on that basis:** Enter the amount. Decimals are permitted but optional. If not applicable, enter "N/A." The text "N/A" is case sensitive. Unless this exact format is entered as a response, the entry will fail the validation and trigger an error.
  - **Dollars for one or more creation units redeemed on the same day, if charged on that basis:** Enter the amount. Decimals are permitted but optional. If not applicable, enter "N/A." The text "N/A" is case sensitive. Unless this exact format is entered as a response, the entry will fail the validation and trigger an error.
  - **A percentage of the cash in each creation unit, if charged on that basis:** Enter the amount. Decimals are permitted but optional. If not applicable, enter "N/A." The text "N/A" is case sensitive. Unless this exact format is entered as a response, the entry will fail the validation and trigger an error.

The following data entry conventions apply for Item E.4. Benchmark return difference (unit investment trusts only):

- **If the Fund is an Index Fund as defined in Item C.3 of this Form, provide the following information:**
  - **Is the index whose performance the Fund tracks, constructed:**
    - **By an affiliated person of the fund?:** Select either "Yes" or "No."
    - **Exclusively for the fund?:** Select either "Yes" or "No."
  - **The annualized difference between the Fund's total return during the reporting period and the index's return during the reporting period (i.e., the**

Fund's total return less the index's return):

- **Before Fund fees and expenses:** Enter the amount. Decimals are permitted but optional.
- **After Fund fees and expenses (i.e., net asset value):** Enter the amount. Decimals are permitted but optional.

- **The annualized standard deviation of the daily difference between the Fund's total return and the index's return during the reporting period:**
  - **Before Fund fees and expenses:** Enter the amount. Decimals are permitted but optional.
  - **After Fund fees and expenses (i.e., net asset value):** Enter the amount. Decimals are permitted but optional.

The following data entry convention applies for Item E.5. In-Kind ETF:

- **Is the Fund an "In-Kind Exchange-Traded Fund" as defined in rule 22e-4 under the Act (17 CFR 270.22e-4)?:** Select either "Yes" or "No."

Upon completion, select [Save & Close This Fund].

8.2.27.8 Part F: Additional Questions for Unit Investment Trusts

This section is required for N-3, N-4, N-6 and S-6 Filer Investment Company Types.

The following data entry convention applies for Item F.1 Depositor:

- **Provide the following information about the depositor:** Full name, CRD number, LEI and/or RSSD ID, State or Foreign country (when State is selected, US is the default country), and full name of ultimate parent of depositor. Filers without a depositor may skip this item, but when a name is provided, CRD is a required field. If not applicable, enter "N/A." The text "N/A" is case sensitive. Unless this exact format is entered as a response, the entry will fail the validation and trigger an error.

The following data entry conventions apply for Item F.2 Administrators:

- **Provide the following information about each administrator of the Fund:** Full name, LEI, RSSD ID (or provide and describe other identifying number), and State or Foreign country (when State is selected, US is the default country). Filers without an administrator may skip this item.

  In addition:

  - **Is the administrator an affiliated person of the Fund or depositor?:** Select either "Yes" or "No."
  - **Is the administrator a sub-administrator?:** Select either "Yes" or "No."
- **Has an administrator been hired or terminated during the reporting period?:** Select either "Yes or "No."

The following data entry conventions apply for Item F.3 Insurance company separate accounts:

- **Is the Registrant a separate account of an insurance company?:** Select either "Yes"

or "No." If the answer to Item F.3 is "Yes," respond to Item F.12 through Item F.17. If the answer to Item F.3 is "No," respond to Item F.4 through Item F.11, and Item F.17.

The following data entry conventions apply to Item F.4 Sponsor.

- **Provide the following information about each sponsor:** Full name, CRD number, LEI and/or RSSD ID, and State or Foreign country (when State is selected, US is the default country). Filers without a sponsor may skip this item, but when a name is provided, CRD is a required field. If not applicable, enter "N/A." The text "N/A" is case sensitive. Unless this exact format is entered as a response, the entry will fail the validation and trigger an error.

The following data entry conventions apply to Item F.5 Trustees.

- **Provide the following information about each trustee:** Full name, and State or Foreign country (when State is selected, US is the default country). Filers without a trustee may skip this item, but when a name is provided, State or Foreign country is required.

The following data entry conventions apply to Item F.6 Securities Act registration.

- **Provide the number of series existing at the end of the reporting period that had outstanding securities registered under the Securities Act:** Enter the amount.
- **Series CIK:** SEC supplied CIK for the Filer. Enter up to 10 numeric characters. When fewer than 10 characters are entered, the field will be prefilled with zeroes.

The following data entry conventions apply to Item F.7 New series.

- **Number of new series for which registration statements under the Securities Act became effective during the reporting period:** Enter the amount.
- **Total aggregate value of the portfolio securities on the date of deposit for the new series:** Enter the amount. Decimals are permitted but optional.

The following data entry convention applies to Item F.8 Series with a current prospectus.

- **Number of series for which a current prospectus was in existence at the end of the reporting period:** Enter the amount.

The following data entry conventions apply to Item F.9 Number of existing series for which additional units were registered under the Securities Act.

- **Number of existing series for which additional units were registered under the Securities Act during the reporting period:** Enter the amount.
- **Total value of additional units:** Enter the amount. Decimals are permitted but optional.

The following data entry conventions apply to Item F.10 Value of units placed in portfolios of subsequent series.

- **Total value of units of prior series that were placed in the portfolios of subsequent series during the reporting period (the value of these units is to be measured on the date they were placed in the subsequent series):** Enter the amount. Decimals are permitted but optional.

The following data entry convention applies to Item F.11. Assets.

- **Provide the total assets of all series of the Registrant combined as of the end of the reporting period:** Enter the amount. Decimals are permitted but optional.

The following data entry convention applies to Item F.12. Series ID of separate account.

- **Series identification number:** Enter the SEC-supplied series identifier, which starts with an "S," followed by nine digits.

The following data entry convention applies to Item F.13. Number of contracts.

- **For each security that has a contract identification number assigned pursuant to rule 313 of Regulation S-T (17 CFR 232.313), provide the number of individual contracts that are in force at the end of the reporting period:** Enter the amount.

The following data entry convention applies to Item F.14. Information on the security issued through the separate account.

- **For each security that has a contract identification number assigned pursuant to rule 313 of Regulation S-T (17 CFR 232.313), provide the following information as of the end of the reporting period:** Full name of the security, Contract identification number (in format: C123456789), Total assets attributable to the security, Number of contracts sold during the reporting period, Gross premiums received during the reporting period, Gross premiums received pursuant to section 1035 exchanges, Number of contracts affected in connection with premiums paid in pursuant to section 1035 exchanges, Amount of contract value redeemed during the reporting period, Amount of contract value redeemed pursuant to section 1035 exchanges, and Number of contracts affected in connection with contract value redeemed pursuant to section 1035 exchanges.

The following data entry convention applies to Item F.15. Reliance on rule 6c-7:

- **Did the Registrant rely on rule 6c-7 under the Act (17 CFR 270.6c-7) during the reporting period?:** Select either "Yes" or "No."

The following data entry convention applies to Item F.16. Reliance on rule 11a-2:

- **Did the Registrant rely on rule 11a-2 under the Act (17 CFR 270.11a-2) during the reporting period?:** Select either "Yes" or "No."

The following data entry convention applies to Item F.17. Divestments under section 13(c) of the Act:

- **If the Registrant has divested itself of securities in accordance with section 13(c) of the Act (15 U.S.C. 80a-13(c)) since the end of the reporting period immediately prior to the current reporting period and before filing of the current report, disclose the information requested below for each such divested security:** Full name of the issuer, Ticker symbol, CUSIP number, Total number of shares or, for debt securities, principal amount divested, Date that the securities were divested, and Name of the statute that added the provision of section 13(c) in accordance with which the securities were divested.
- **If the Registrant holds any securities of the issuer on the date of the filing, provide the information requested below:** Ticker symbol, CUSIP number, and Total number of shares or, for debt securities, principal amount held on the date of the filing.

The following data entry convention applies to Item F.18: Reliance on rule 12d1-4:

- **Did the Registrant rely on rule 12d1-4 under the Act (17 CFR 270.12d1-4) during the reporting period?**: Select either "Yes" or "No." If the "Report for period ending" is on or after 12/31/2021, then a response to Item F.18 is required for N-4, N-6, and S-6 filers. Else, it is optional.

The following data entry convention applies to Item F.19: Reliance on section 12(d)(1)(G):

- **Did the Registrant rely on the statutory exception in section 12(d)(1)(G) of the Act (15 USC 80a-12(d)(1)(G)) during the reporting period?**: Select either "Yes" or "No."

  If the "Report for period ending" is on or after 12/31/2021, then a response to Item F.19 is required for N-4, N-6, and S-6 filers. Else, it is optional.

8.2.27.9 Part G: Attachments

This section is required for all filers.

The following data entry conventions apply for Item G.1a. Attachments:

Attachments applicable to all Registrants. All Registrant shall file the following attachments, as applicable, with the current report. Indicate the attachments filed with the current report by checking the applicable items: Select all that apply.

The following data entry conventions apply for Item G.1b. Attachments:

Attachments to be filed by closed-end management investment companies and small business investment companies. Registrants shall file the following attachments, as applicable, with the current report. Indicate the attachments filed with the current report by checking the applicable items below: Select all that apply.

8.2.27.10 Signatures

The Signature screen identifies the Registrant (pre- filled in based on EDGAR database information) and the date (defaults to today's date, but editable). Provide the full name and title of the signing officer.

8.2.27.11 Documents

The Attach Documents List screen enables you to upload the attachments necessary for submission form types N-CEN and N-CEN/A.

- The following are important notes to consider when attaching documents to a submission:
- You can upload multiple documents to an N-CEN or N-CEN/A submission.
- You can upload the following types of documents: LEGAL PROCEEDINGS, FINANCIAL SUPPORT, INTERNAL CONTROL RPT, CHG ACCT PRINCIPLES, EXEMPT ORDER INFO, OTHER REQUIRED INFO, MATERIAL AMENDMENTS, INST DEFINING RIGHTS, ADVISORY CONTRACTS, ITEM 405 REG S-K, CODE OF ETHICS.

- You can upload GRAPHIC, COVER, and CORRESP document attachments for submission form types N-CEN and N-CEN/A.
- You can upload the document attachments in *.txt, *.htm, *.jpg, and *.pdf formats as applicable. EDGAR must receive all official documents in either ASCII format or HTML format (with optional JPG or GIF Graphic support files) or the submission will be suspended.
- The maximum size of all N-CEN and N-CEN/A submissions, including all attached documents, must not exceed 200 MB. Refer to Chapter 5, "Constructing Attached Documents and Document Types" in this Volume for information on EDGAR standards for document attachments. Attaching files that do not meet these standards may cause your filing to be suspended.

Adding and Deleting a Document

- To add a document, follow the steps given below:
    1. Click the [Add Document] button on the Attach Documents List screen. The Select File window is displayed.
    2. Select the file you want to attach and click the [Open] button. The name of the attached file is displayed in the File Name field.

       Note: The file name must follow the EDGAR file naming standards described in Section 5.1.1, "File Naming Standards."
    3. Select the document type from the values displayed in the Type field.
    4. Enter a description for the attached document in the Description field. This field is optional and allows you to include up to 255 characters.
    5. If you want to add multiple attachments, repeat steps 1 through 4.
- To delete a document, follow the steps given below:
    1. Select the check box adjacent to the document you want to delete and click the [Delete Document] button. A window prompts you to confirm that you want to delete the document.
        a. Click the [Yes] button to confirm deletion. EDGAR removes the document from the submission.
        b. Click the [No] button to return to the Attached Documents List screen.

Moving a Document Up and Down

- To move a document up, follow the steps given below:
    1. Select the check box adjacent to the document that you wish to move up on the screen.
    2. Click the [Move Doc Up] button to move the selected document up one row.
- To move a document down, follow the steps given below:
    1. Select the check box adjacent to the document that you wish to move down on the screen.
    2. Click the [Move Doc Down] button to move the selected document down one row.

- Before you transmit your submission, we recommend that you validate your document attachments.

Validating a Document

- You can validate the document for errors by using the Doc Validation function.

1. Attach your documents to the EDGAR submission as described above.
2. Select the check box for the document you want to validate.
3. Click the [Validate Document] button.

   If there are no errors in the document, then the Errors field displays a value of zero. Proceed to step 6.

   If there are errors in the document, then the Errors field displays a value that corresponds to the number of errors in the document. Proceed to step 4.
4. Click the value in the Errors field for the document that contains errors. A Document Validation window opens and lists the errors in the document.
5. Correct any document errors using the tool that you used to create the document.
6. Transmit your submission, once your submission has been compiled and validated.

Note: Clicking the check box next to the File Name field will automatically select all attachments for this submission. Clicking the check box next to the File Name field again will automatically de-select all selected attachments for this submission.

8.2.27.12 N-CEN Form Submission

When you have completed the form and are ready to submit the filing, click the [Submit] button at the top of the screen.

The system validates the form to ensure that you have completed all Items. If there are errors in the form, a 'red x' icon is displayed on the tabs that contain incomplete or invalid information. You must complete any missing information and correct any errors before re-submitting your form to EDGAR. If there are no errors in the form, the system displays a Confirmation/Warning screen.

Confirmation Screen

The N-CEN Confirmation screen prompts you for confirmation prior to transmitting your submission.

Submission Acknowledgment

The N-CEN Acknowledgment screen provides acknowledgment of your N-CEN submission transmission. Note the accession number for your records. The accession number only confirms receipt of the submission, not that it was actually accepted by EDGAR.

8.2.28 Form ATS-N

This section describes the process for preparing and submitting Form ATS-N to EDGAR for processing. Form ATS-N is a public reporting form filed by NMS Stock ATSs.

Form ATS-N has the following variants (submission types):

- Initial Form ATS-N (Rule 304(a)(1)(i)) (ATS-N)
- Material Amendment (Rule 304(a)(2)(i)(A)) (ATS-N/MA)
- Updating Amendment (Rule 304(a)(2)(i)(B)) (ATS-N/UA)
- Correcting Amendment (Rule 304(a)(2)(i)(C)) (ATS-N/CA)
- Order Display and Fair Access Amendment (Rule 304(a)(2)(i)(D)) (ATS-N/OFA)
- Notice of Cessation (Rule 304(a)(3)) (ATS-N-C)
- Withdrawal of Form ATS-N filing (ATS-N-W)

The following sections are applicable to Form ATS-N:

- **Filer Information**
- **Part I: Identifying Information**
- **Part II: Activities of the Broker-Dealer Operator and its Affiliates**
- **Part III: Manner of Operations**
- **Part IV: Contact Information, Signature Block, and Consent to Service**
- **Attachments**

Note: Parts I, II, and III will not be displayed for submission form types ATS-N-C and ATS-N-W.

Selecting an ATS-N Form Type

The first step to filing a Form ATS-N is to select the required form type on the File Form ATS-N screen. To navigate to this screen, select the 'File Form ATS-N' link on the EDGAR menu of the Filing Website. The File Form ATS-N screen is displayed and allows you to select the type of form you are filing.

- **Does the NMS Stock ATS currently operate pursuant to a Form ATS?:** When filing an initial Form ATS-N, if the NMS Stock ATS is currently operating pursuant to a Form ATS on file with the Commission, select "Yes."
- **Type of Filing (select one):** Identify the ATS-N form type that you are filing.
    - If you are submitting an Initial Form ATS-N, select the "Initial Form ATS-N (Rule 304(a)(1)(i)) (ATS-N)" option.
    - If you are submitting a Material Amendment, select the "Material Amendment (Rule 304(a)(2)(i)(A)) (ATS-N/MA)" option.
    - If you are submitting an Updating Amendment, select the "Updating Amendment (Rule 304(a)(2)(i)(B)) (ATS-N/UA)" option.
    - If you are submitting a Correcting Amendment, select the "Correcting Amendment (Rule 304(a)(2)(i)(C)) (ATS-N/CA)" option.If you are submitting an Order Display and Fair Access Amendment, select the "Order Display and Fair Access Amendment (Rule 304(a)(2)(i)(D)) (ATS-N/OFA)" option.**Note:** Selecting any amendment will require you to provide the EDGAR accession

number for the Form ATS-N filing to be amended. Please see below for more information.If you are submitting a Notice of Cessation, select the "Notice of Cessation (Rule 304(a)(3)) (ATS-N-C)" option.

- **Note:** Selecting this option will require you to provide the date that the NMS Stock ATS will cease to operate in MM/DD/YYYY format on the Filer Information section. This date must be at least ten business days into the future from the filing date.If you are submitting a Withdrawal, select the "Withdrawal of Form ATS-N filing (ATS-N-W)" option.**Note:** Selecting this option will require you to provide the accession number for the Form ATS-N filing to be withdrawn. Please see below for more information.If you want to continue working on a previously saved ATS-N filing, select the "Continue with Saved Form ATS-N (stored on your computer)" option.

Once you select a form type on the File Form ATS-N screen, click [Next]. You will be directed to the Filer Information screen specific to the selected form type.

Below is a list of things to note when filling out Form ATS-N:

- A separate Form ATS-N must be completed for each NMS Stock ATS operated by the same Broker-Dealer Operator.
- For the free response fields, filers should **not** copy and paste their responses directly from Word or PDF files, since this may introduce invalid characters and thus prevent submission.
- An NMS Stock ATS must respond to each Item, as applicable, and disclose information that is accurate, current, and complete. An NMS Stock ATS must provide all the information required by the form, including the exhibits.
- The topics and examples provided on Form ATS-N are designed to help NMS Stock ATSs consider the scope of the request and information potentially responsive to the form requirements. While the form uses the term "including" to denote topics responsive to an Item and provides examples in many of the requests, these topics and examples are not an exhaustive list of what may be responsive to a Form ATS-N request.
- An initial Form ATS-N must be submitted before any additional Form ATS-N can be filed. If the initial Form ATS-N is under review by Commission staff, then the other filings submitted will be reviewed in parallel with the initial Form ATS-N filing.
- For a Material Amendment (ATS-N/MA):
  - Filers cannot use a Material Amendment to amend an ineffective Form ATS-N filing.
  - Filers cannot submit a Material Amendment to amend another Material Amendment filing that is still under the 30-calendar day Commission review period.
- For Correcting, Updating, and Order Display and Fair Access Amendments (ATS-N/UA, ATS-N/CA, and ATS-N/OFA):
  - When a Material Amendment is under the 30-calendar day Commission review

period, filers can only submit an Updating or Correcting Amendment to such Material Amendment.

- Filers can only edit the Filer Information, Items 24 and 25 within Part III, Part IV, and Attachments (as applicable) in an Order Display and Fair Access Amendment.
- Filers can only report changes to their Market Participant Identification or MPID with an Updating Amendment or a Correcting Amendment.

- For a Notice of Cessation (ATS-N-C):
  - An NMS Stock ATS must notify the Commission of its cessation of operations at least ten business days prior to the date the NMS Stock ATS will cease to operate as an NMS Stock ATS.
  - Once an NMS Stock ATS ceases operation, then the Broker-Dealer Operator that owns the NMS Stock ATS must file another initial Form ATS-N submission to re-commence operations. This can be done on or after the date of cessation.
  - Only filers that are operating pursuant to Form ATS or an effective initial Form ATS-N can submit a Notice of Cessation.
- There must be an initial Form ATS-N on file before an ATS-N-W can be filed. In order to withdraw a Form ATS-N:
  - Filers must provide the accession number of the filing to be withdrawn.
  - A filer who is not operating under a Form ATS at the time of filing a Form ATS-N can withdraw an initial Form ATS-N only if it is within the Commission review period.
  - Filers can withdraw a Material, Correcting, Updating, or Order Display and Fair Access Amendment only if it is within the 30-calendar day Commission review period.
  - Filers cannot withdraw a Notice of Cessation on or after the date of cessation.
  - Filers cannot withdraw an ATS-N-W, or a Form ATS-N filing that has already been withdrawn.
  - Filers cannot withdraw a Form ATS-N filing that has either been deemed ineffective by the Commission or already disseminated.
  - A filer that was operating pursuant to Form ATS at the time of filing an initial Form ATS-N cannot withdraw their initial Form ATS-N.
- The accession number that you provide for the Material Amendment, Correcting Amendment, Updating Amendment, Order Display and Fair Access Amendment, or the Withdrawal filing will determine the information that is pre-populated throughout that form. The name of the Broker-Dealer Operator is pre-populated based on the entity data stored in the EDGAR database for that CIK/CCC combination.
- When filing a Form ATS-N Amendment, the form will be pre-populated based on that accession number, and you will be able to edit the form to reflect any changes. However,

any document attachments (including exhibits) are not pre-populated. You will need to re-attach the documents, as applicable.

8.2.29 Completing Form ATS-N

8.2.29.1 Filer Information

The filer fills out their information on the ATS-N Filer Information screen.

Complete the fields that pertain to the ATS-N form type that you are filing:

- **Filer CIK and CCC:** Enter the CIK and CCC of the filer.

  Note: It is necessary to provide a valid Filer CIK and CCC on the Filer Information screen before entering any other data or navigating to other tabs. Based on the CIK/CCC entered, the "Full name of registered broker-dealer of the NMS Stock ATS ("Broker-Dealer Operator") as stated on Form BD" field becomes pre-populated with information maintained in EDGAR.

- **File No:** Provide the SEC-supplied file number that was assigned to the initial Form ATS-N filing. Refer to the email notification of the accepted Form ATS-N filing for the 013- file number. Sample value: 013-00000-1.

  Note: The file number is only required for Form ATS-N Amendment filings. This file number is generated after completing an initial Form ATS-N.

- **{NMS Stock ATS} is making this filing pursuant to the Rule 304 under the Securities Exchange Act of 1934:** Enter the name of the NMS Stock ATS.

  Note: The NMS Stock ATS will be pre-populated on subsequent Form ATS-N submissions, except for Cessations and Withdrawals.

- **Statement about the Form ATS-N Amendment pursuant to Instruction A.7 (g) of this form:** For each Form ATS-N Amendment, indicate the Part and Item number of the Form ATS-N that is the subject of the change, provide a brief summary of the changes, and state whether or not the changes apply to all Subscribers and the Broker-Dealer Operator.

- **Is this a LIVE or TEST Filing?:** Select the radio button to mark the submission as a LIVE or TEST filing. The default selection for this button is "LIVE." Select the "TEST" radio button if you want to submit a test filing; EDGAR will then treat the submission as a test and it will not be disseminated.

- **Is this an electronic copy of an official filing submitted in paper format in connection with a hardship exemption?:** Select the check box only if your submission is confirming an electronic copy of an official filing previously submitted on paper. If selected, the screen displays a field for the standard EDGAR File Number. Enter the SEC-provided file number, with a 013- prefix, in the File Number field.

- **Submission Contact Information:** Enter the contact information (name, phone number, and e-mail address) of the filer.

- **Notify via Filing Website only?:** Select the check box if you want the acceptance or suspension messages to **only** be available on the EDGAR Filing website.

- **Notification E-mail Address:** If you want to notify others about the status of the filing, then enter additional e-mail addresses. After you submit the filing, EDGAR will automatically send notification messages to these email addresses informing them of the filing status, i.e., whether the filing was accepted or suspended.

  To add a Notification E-mail Address:

  1. Enter the e-mail address.
  2. Select the [Save Notification Email] button to save the email address. The record is saved.
  3. If you need to add more email addresses, repeat steps 1 and 2.

Note: If you need to delete an address, click the [Delete] button adjacent to the email address. A dialog box prompts you for confirmation prior to deleting the email address.

Click [Yes] to delete the email address. The Confirmation dialog box closes and the deleted email address is removed from the list box.

8.2.29.2 Part I: Identifying Information

The filer fills out the Part I: Identifying Information screen. The following are the data entry conventions for this screen.

- **1. Is the organization, association, Person, group of Persons, or system filing the Form ATS-N a broker-dealer registered with the Commission?:** Select either "Yes" or "No." If you do not answer "Yes" to this question, then you will not be able to proceed with the rest of the form.
- **2. Full name of registered broker-dealer of the NMS Stock ATS ("Broker-Dealer Operator") as stated on Form BD:** Pre-populated and non-editable based on the Filer CIK and CCC.
- **3. Full name(s) of NMS Stock ATS under which business is conducted, if different:** Provide the name(s) under which the NMS Stock ATS conducts business. You have the option to provide up to ten different names.
- **4. Provide the SEC file number and CRD number of the Broker-Dealer Operator:** Provide the a) EDGAR standard file number with a 008- prefix in the SEC File No. text box, and the b) CRD number in the CRD No. text box.
- **5. Provide the full name of the national securities association of the Broker-Dealer Operator, the effective date of the Broker-Dealer Operator's membership with the national securities association, and Market Participant Identifier ("MPID") of the NMS Stock ATS:**
  - **a. National Securities Association:** Provide the full name of the national securities association for the Broker-Dealer Operator.
  - **b. Effective Date of Membership:** Provide the effective date of the Broker-Dealer Operator's membership (in MM/DD/YYYY format) with the national securities association. A future date is not allowed.
  - **c. MPID of the NMS Stock ATS:** Provide the MPID (four letters) of the NMS

Stock ATS.

- **6. Provide, if any, the website URL of the NMS Stock ATS:** Enter the URL of the NMS Stock ATS.
- **7. Provide the primary, and if any, secondary, physical street address(es) of the NMS Stock ATS matching system:** Provide the primary street address, city, state, country, and zip code of the NMS Stock ATS matching system, along with the secondary address if applicable.
- **8. Attach as Exhibit 1, the most recently filed or amended Schedule A of Form BD for the Broker-Dealer Operator disclosing information related to direct owners and executive officers.** Provide a copy of the most recently filed or amended Schedule A of Form BD for the Broker-Dealer Operator disclosing information related to direct owners and executive officers. This question provides a link that directs the filer to the Attachments tab where you can attach, remove, and view documents. For more information on document attachments, see Section 8.2.28.6, "Attachments." In lieu of filing Exhibit 1, you may select the corresponding check box to certify that the information requested under this Exhibit is available at the website URL provided in Part I, Item 6 and is accurate as of the date of the filing.
- **9. Attach as Exhibit 2, the most recently filed or amended Schedule B of Form BD for the Broker-Dealer Operator disclosing information related to indirect owners.** Provide a copy of the most recently filed or amended Schedule B of Form BD for the Broker-Dealer Operator disclosing information related to indirect owners. This question provides a link that directs the filer to the Attachments tab where you can attach, remove, and view documents. For more information on document attachments, see Section 8.2.28.6, "Attachments." In lieu of filing Exhibit 2, you may select the corresponding check box to certify that the information requested under this Exhibit is available at the website URL provided in Part I, Item 6 and is accurate as of the date of the filing.
- **10. For filings made pursuant to Rule 304(a)(2)(i)(A) through (D) (i.e., Form ATS-N Amendments), attach as Exhibit 3 a document marked to indicate changes to "yes" or "no" answers or additions to or deletions from any Item in Part I, II, and Part III, as applicable. Do not include in Exhibit 3 Items that are not changing.** When filing a Form ATS-N Amendment, provide a redline of the changes (including changes to "yes" or "no" questions, and additions or deletions) for any Item in Part I, Part II, and Part III, as applicable. This question provides a link that directs the filer to the Attachments tab where you can attach, remove, and view documents. For more information on document attachments, see Section 8.2.28.6, "Attachments."

Note: This mandatory attachment is only applicable to Amendments.

8.2.29.3 Part II: Activities of the Broker-Dealer Operator and its Affiliates

The filer fills out the Part II: Activities of the Broker-Dealer Operator and its Affiliates screen. The following are the data entry conventions for Item 1: Broker-Dealer Operator Trading Activities on the ATS:

- **a. Are business units of the Broker-Dealer Operator permitted to enter or direct the entry of orders and trading interest (*e.g.*, quotes, conditional orders, or indications**

of interest) into the NMS Stock ATS? Select either "Yes" or "No." If "Yes," name and describe each type of business unit of the Broker-Dealer Operator that enters or directs the entry of orders and trading interest into the ATS (*e.g.*, NMS Stock ATS, type of trading desks, market maker, sales or client desk) and, for each business unit, provide the applicable MPID and list the capacity of its orders and trading interest (*e.g.*, principal, agency, riskless principal).

If the answer is "Yes" to Part II, Item 1(a), answer the following:

- **b. If yes to Item 1(a), are the services that the NMS Stock ATS offers and provides to the business units required to be identified in Item 1(a) the same for all Subscribers?** Select either "Yes" or "No." If "No," explain any differences in response to the applicable Item number in Part III of this form, as required, and list the applicable Item number here. If there are differences that are not applicable to Part III, explain those differences here.
- **c. Are there any formal or informal arrangements with any of the business units required to be identified in Item 1(a) to provide orders or trading interest to the NMS Stock ATS (*e.g.*, undertaking to buy or sell continuously, or to meet specified thresholds of trading or quoting activity)?** Select either "Yes" or "No." If "Yes," identify the business unit and respond to the request in Part III, Item 12 of this form.

- **d. Can orders and trading interest in the NMS Stock ATS be routed to a Trading Center operated or controlled by the Broker-Dealer Operator?** Select either "Yes" or "No." If "Yes," respond to request in Part III, Item 16 of this form.

The following are the data entry conventions for Item 2: Affiliate Trading Activities on the ATS:

- **a. Are Affiliates of the Broker-Dealer Operator permitted to enter or direct the entry of orders and trading interest into the NMS Stock ATS?** Select either "Yes" or "No." If "Yes," name and describe each type of Affiliate that enters or directs the entry of orders and trading interest into the ATS (*e.g.*, broker-dealer, NMS Stock ATS, investment company, hedge fund, market maker, principal trading firm), and, for each Affiliate, provide the applicable MPID and list the capacity of its orders and trading interest (*e.g.*, principal, agency, riskless principal).

If the answer is "Yes" to Part II, Item 2(a), answer the following:

- **b. If yes, to Item 2(a), are the services that the NMS Stock ATS offers and provides to the Affiliates required to be identified in Item 2(a) the same for all Subscribers?** Select either "Yes" or "No." If "No," explain any differences in response to the applicable Item number in Part III of this form, as required, and list the applicable Item number here. If there are differences that are not applicable to Part III, explain those differences.

- **c. Are there any formal or informal arrangements with any of the business units required to be identified in Item 2(a) to provide orders or trading interest to the NMS Stock ATS (*e.g.*, undertaking to buy or sell continuously, or to meet specified thresholds of trading or quoting activity)?** Select either "Yes" or "No." If "Yes," identify the Affiliate and respond to the request in Part III, Item 12 of this form.

- **d. Can orders and trading interest in the NMS Stock ATS be routed to a Trading Center operated or controlled by an Affiliate of the Broker-Dealer Operator?** Select either "Yes" or "No." If "Yes," respond to the request in Part III, Item 16 of this form.

The following are the data entry conventions for Item 3: Order Interaction with Broker-Dealer Operator; Affiliates:

- **a. Can any Subscriber opt out from interacting with the orders and trading interest of the Broker-Dealer Operator in the NMS Stock ATS?** Select either "Yes" or "No." If "Yes," explain the opt-out process.
- **b. Can any Subscriber opt out from interacting with the orders and trading interest of an Affiliate of the Broker-Dealer Operator in the NMS Stock ATS?** Select either "Yes" or "No." If "Yes," explain the opt-out process.

If the answer is "Yes" to Part II, Items 3(a) or 3(b), answer the following:

  - **c. If yes to Item 3(a) or 3(b), are the terms and conditions of the opt-out processes required to be identified in Item 3(a), 3(b), or both, the same for all Subscribers?** Select either "Yes" or "No." If "No," identify and explain any differences.

The following are the data entry conventions for Item 4: Arrangements with Trading Centers:

- **a. Are there any formal or informal arrangements (*e.g.*, mutual, reciprocal, or preferential access arrangements) between the Broker-Dealer Operator and a Trading Center to access the NMS Stock ATS services (*e.g.*, arrangements to effect transactions or to submit, disseminate, or display orders and trading interest in the ATS)?** Select either "Yes" or "No." If "Yes," identify the Trading Center and the ATS services and provide a summary of the terms and conditions of the arrangement.

If the answer is "Yes" to Part II, Item 4(a), answer the following:

  - **b. If yes to Item 4(a), are there any formal or informal arrangements between an Affiliate of the Broker-Dealer Operator and a Trading Center to access the NMS Stock ATS services?** Select either "Yes" or "No." If "Yes," identify the Trading Center and ATS services and provide a summary of the terms and conditions of the arrangement.

The following are the data entry conventions for Item 5: Other Products and Services:

- **a. Does the Broker-Dealer Operator offer Subscribers any products or services for the purpose of effecting transactions or submitting, disseminating, or displaying orders and trading interest in the NMS Stock ATS (*e.g.*, algorithmic trading products that send orders to the ATS, order management or order execution systems, data feeds regarding orders and trading interest in, or executions occurring on, the ATS)?** Select either "Yes" or "No." If "Yes," identify the products or services offered, provide a summary of the terms and conditions for use, and list here the applicable Item number in Part III of this form where the use of the product or service is explained. If there is no applicable Item in Part III, explain the use of the product or service with the ATS here.

If the answer is "Yes" to Part II, Item 5(a), answer the following:

- **b. If yes to Item 5(a), are the terms and conditions of the services or products required to be identified in Item 5(a) the same for all Subscribers and the Broker-Dealer Operator?** Select either "Yes" or "No." If "No," identify and explain any differences.

- **c. Does any Affiliate of the Broker-Dealer Operator offer Subscribers, the Broker-Dealer Operator, or both, any products or services for the purpose of effecting transactions or submitting, disseminating, or displaying orders or trading interest in the NMS Stock ATS?** Select either "Yes" or "No." If "Yes," identify the products or services offered, provide a summary of the terms and conditions for use, and list here the applicable Item number in Part III of this form where the use of the product or service is explained. If there is no applicable item in Part III, explain the use of the product or service with the ATS here.

If the answer is "Yes" to Part II, Item 5(c), answer the following:

- **d. If yes to Item 5(c), are the terms and conditions of the services or products required to be identified in Item 5(c) the same for all Subscribers and the Broker-Dealer Operator?** Select either "Yes" or "No." If "No," identify and explain any differences.

The following are the data entry conventions for Item 6: Activities of Service Providers:

- **a. Does any employee of the Broker-Dealer Operator or its Affiliate that services both the operations of the NMS Stock ATS and any other business unit or any Affiliate of the Broker-Dealer Operator ("shared employee") have access to confidential trading information on the NMS Stock ATS?** Select either "Yes" or "No." If "Yes," identify the business unit, Affiliate, or both that the shared employee services, and provide a summary of the role and responsibilities of the shared employee at the ATS and the business unit, Affiliate, or both that the shared employee services.

- **b. Does any entity, other than the Broker-Dealer Operator, support the services or functionalities of the NMS Stock ATS ("service provider") that are required to be explained in Part III of this form?** Select either "Yes" or "No." If "Yes," both identify the service provider and provide a summary of the role and responsibilities of the service provider in response to the applicable Item number in Part III of this form, as required. List the applicable Item number here. If there are services or functionalities that are not applicable to Part III, identify the service provider, the services and functionalities, and also provide a summary of the role and responsibilities of the service provider here.

If the answer is "Yes" to Part II, Item 6(b), answer the following:

- **c. If yes to Item 6(b), does the service provider, or any of its Affiliates, use the NMS Stock ATS services?** Select either "Yes" or "No." If "Yes," identify the service provider, or the Affiliate as applicable, and the ATS services that the service provider or its Affiliates use.

If the answer is "Yes" to Part II, Item 6(c), answer the following:

- **d. If yes to Item 6(c), are the services that the NMS Stock ATS offers and provides to the entity required to be identified in Item 6(c) the same for all**

Subscribers? Select either "Yes" or "No." If "No," identify and explain any differences.

The following are the data entry conventions for Item 7: Protection of Confidential Trading Information:

- **a. Describe the written safeguards and written procedures to protect the confidential trading information of Subscribers to the NMS Stock ATS, including:**
    - i. written standards controlling employees of the ATS that trade for employees' accounts; and
    - ii. written oversight procedures to ensure that the safeguards and procedures described above are implemented and followed.
- **b. Can a Subscriber consent to the disclosure of its confidential trading information to any Person (not including those employees of the NMS Stock ATS who are operating the system or responsible for its compliance with applicable rules)?** Select either "Yes" or "No." If "Yes," explain how and under what conditions.

If the answer is "Yes" to Part II, Item 7(b), answer the following:

- **c. If yes to Item 7(b), can a Subscriber withdraw consent to the disclosure of its confidential trading information to any Person (not including those employees of the NMS Stock ATS who are operating the system or responsible for its compliance with applicable rules)?** Select either "Yes" or "No." If "Yes," explain how and under what conditions.

- **d. Provide a summary of the roles and responsibilities of any Persons that have access to confidential trading information, the confidential trading information that is accessible by them, and the basis for the access.**

8.2.29.4 Part III: Manner of Operations

The filer fills out the Part III: Manner of Operations screen. The following are the data entry conventions for Item 1: Types of ATS Subscribers:

- **Select the type(s) of Subscribers that can use the NMS Stock ATS services:** Check all the boxes that apply from the list. At least one type of Subscriber must be selected. If "Other" is selected, identify the type(s) of Subscriber.

The following are the data entry conventions for Item 2: Eligibility for ATS Services:

- **a. Does the NMS Stock ATS require Subscribers to be registered broker-dealers?** Select either "Yes" or "No."
- **b. Are there any other conditions that the NMS Stock ATS requires a Person to satisfy before accessing the ATS services?** Select either "Yes" or "No." If "Yes," list and provide a summary of the conditions.

If the answer is "Yes" to Part III, Item 2(b), answer the following:

- **c. If yes to Item 2(b), are the conditions required to be identified in Item 2(c) the same for all Persons?** Select either "Yes" or "No." If "No," identify and

describe any differences.

- **d. Does the NMS Stock ATS require Subscribers to enter a written agreement to use the ATS services?** Select either "Yes" or "No."

The following are the data entry conventions for Item 3: Exclusion from ATS Services:

- **a. Can the NMS Stock ATS exclude, in whole or in part, any Subscriber from the ATS services?** Select either "Yes" or "No." If "Yes," list and provide a summary of the conditions for excluding, in whole or in part, a Subscriber from the ATS services.

If the answer is "Yes" to Part III, Item 3(a), answer the following:

  - **b. If yes to Item 3(a), are the conditions required to be identified in Item 3(a) the same for all Subscribers?** Select either "Yes" or "No." If "No," identify and explain any differences.

The following are the data entry conventions for Item 4: Hours of Operations:

- **a. Provide the days and hours of operation of the NMS Stock ATS, including the times when orders or trading interest can be entered on the ATS, and any hours of operation outside of regular trading hours.** Provide the information in a free-form text box.
- **b. Are the hours of operations the same for all Subscribers and the Broker-Dealer Operator?** Select either "Yes" or "No." If "No," identify and explain any differences.

The following are the data entry conventions for Item 5: Means of Entry:

- **a. Does the NMS Stock ATS permit orders and trading interest to be entered directly into the ATS? (e.g., via Financial Information eXchange ("FIX") protocol, Binary)?** Select either "Yes" or "No." If "Yes," explain the protocol that can be used to directly enter orders and trading interest into the ATS.

If the answer is "Yes" to Part III, Item 5(a), answer the following:

  - **b. If yes to Item 5(a), are the protocols required to be identified in Item 5(a) the same for all Subscribers and the Broker-Dealer Operator?** Select either "Yes" or "No." If "No," identify and explain any differences.

- **c. Are there any other means for entering orders and trading interest into the NMS Stock ATS (e.g., smart order router, algorithm, order management system, sales desk)?** Select either "Yes" or "No." If "Yes," identify and explain the other means for entering orders and trading interest, indicate whether the means are provided through the Broker-Dealer Operator, either by itself or through a third-party contracting with the Broker-Dealer Operator, or through an Affiliate of the Broker-Dealer Operator, and list and provide a summary of the terms and conditions for entering orders or trading interest into the ATS through these means.

If the answer is "Yes" to Part III, Item 5(c), answer the following:

  - **d. If yes to Item 5(c), are the terms and conditions required to be identified in Item 5(c) the same for all Subscribers and the Broker-Dealer Operator?** Select either "Yes" or "No." If "No," identify and explain any differences.

The following are the data entry conventions for Item 6: Connectivity and Co-location:

- **a. Does the NMS Stock ATS offer co-location and related services (*e.g.*, cabinets and equipment, cross-connects)?** Select either "Yes" or "No." If "Yes," provide a summary of the terms and conditions for co-location and related services, including the speed and connection (*e.g.*, fiber, copper) options offered.

If the answer is "Yes" to Part III, Item 6(a), answer the following:

  - **b. If yes to Item (6)(a), are the terms and conditions required to be identified in Item 6(a) the same for all Subscribers and the Broker-Dealer Operator?** Select either "Yes" or "No." If "No," identify and explain any differences.

- **c. Does the NMS Stock ATS offer any other means besides co-location and related services required to be explained in this Item 6(a) to increase the speed of communication with the ATS?** Select either "Yes" or "No." If "Yes," explain the means to increase the speed of communication with the ATS and provide a summary of the terms and conditions for its use.

If the answer is "Yes" to Part III, Item 6(c), answer the following:

  - **d. If yes to Item 6(c), are the terms and conditions required to be identified in Item 6(c) the same for all Subscribers and the Broker-Dealer Operator?** Select either "Yes" or "No." If "No," identify and explain any differences.

- **e. Does the NMS Stock ATS offer any means to reduce the speed of communication with the ATS (e.g., speed bumps)?** Select either "Yes" or "No." If "Yes," explain the methods to reduce the speed of communication with the ATS and provide a summary of the terms and conditions for its use.

If the answer is "Yes" to Part III, Item 6(e), answer the following:

  - **f. If yes to Item 6(e), are the terms and conditions required to be identified in Item 6(e) the same for all Subscribers and the Broker-Dealer Operator?** Select either "Yes" or "No." If "No," identify and explain any differences.

The following are the data entry conventions for Item 7: Order Types and Attributes:

- **a. Identify and explain each order type offered by the NMS Stock ATS. In your explanation, include the following:**

  i. priority, including the order type's priority upon order entry and any subsequent change to priority (if applicable); whether and when the order type can receive a new time stamp; the order type's priority vis-à-vis other orders on the book due to changes in the NBBO or other reference price; and any instance in which the order type could lose execution priority to a later arriving order at the same price;

  ii. conditions, including any price conditions (e.g., how price conditions affect the rank and price at which it can be executed; conditions on the display or non-display of an order; or conditions on executability and routability);

  iii. order types designed not to remove liquidity (e.g., post-only orders), including what occurs when such order is marketable against trading interest on the NMS

Stock ATS when received;

iv. order types that adjust their price as changes to the order book occur (*e.g.*, price sliding orders or pegged orders) or have a discretionary range, including an order's rank and price upon order entry and whether such prices or rank may change based on the NBBO or other market conditions when using such order type; when the order type is executable and at what price the execution would occur; whether the price at which the order type can be executed ever changes; and if the order type can operate in different ways, the default operation of the order type;

v. whether an order type is eligible for routing to other Trading Centers;

vi. the time-in-force instructions that can be used or not used with each order type;

vii. the circumstances under which order types may be combined with another order type, modified, replaced, canceled, rejected, or removed from the NMS Stock ATS; and

viii. the availability of order types across all forms of connectivity to the NMS Stock ATS and differences, if any, in the availability of an order type across those forms of connectivity.

- **b. Are the terms and conditions for each order type and attribute the same for all Subscribers and the Broker-Dealer Operator?** Select either "Yes" or "No." If "No," identify and explain any differences.

The following are the data entry conventions for Item 8: Order Sizes:

- **a. Does the NMS Stock ATS require minimum or maximum sizes for orders or trading interest?** Select either "Yes" or "No." If "Yes," specify any minimum or maximum order or trading interest size requirements and any related handling procedures.

If the answer is "Yes" to Part III, Item 8(a), answer the following:

  - **b. If yes to Item 8(a), are the requirements and procedures required to be identified in Item 8(a) the same for all Subscribers and the Broker-Dealer Operator?** Select either "Yes" or "No." If "No," identify and explain any differences.

- **c. Does the NMS Stock ATS accept or execute odd-lot orders?** Select either "Yes" or "No." If "Yes," specify any odd-lot order requirements and related handling procedures (e.g., odd-lot treated the same as round lot).

If the answer is "Yes" to Part III, Item 8(c), answer the following:

  - **d. If yes to Item 8(c), are the requirements and procedures required to be identified in Item 8(c) the same for all Subscribers and the Broker-Dealer Operator?** Select either "Yes" or "No." If "No," identify and explain any differences.

- **e. Does the NMS Stock ATS accept or execute mixed-lot orders?** Select either "Yes" or "No." If "Yes," specify any mixed-lot order requirements and related handling

procedures (e.g., mixed-lot treated the same as round lot).

If the answer is "Yes" to Part III, Item 8(e), answer the following:

- **f. If yes, to Item 8(e), are the requirements and procedures required to be identified in 8(e) the same for all Subscribers and the Broker-Dealer Operator?** Select either "Yes" or "No." If "No," identify and explain any differences.

The following are the data entry conventions for Item 9: Conditional Orders and Indications of Interests:

- **a. Does the NMS Stock ATS send or receive any messages indicating trading interest (*e.g.*, IOIs, actionable IOIs, or conditional orders)?** Select either "Yes" or "No." If "Yes," identify and explain the use of the messages, including information contained in messages (e.g., price or size minimums), how the message is transmitted (e.g., order management system, smart order router, FIX), when the message is transmitted (e.g., automatically by the ATS, or upon the sender's request), the type of Persons that receive the message (e.g., Subscribers, Trading Centers), responses to conditional orders or IOIs (e.g., submission to firm-up conditional orders), and the conditions under which the message might result in an execution in the ATS (e.g., response time parameters, interaction, and matching).

If the answer is "Yes" to Part III, Item 9(a), answer the following:

- **b. If yes to Item 9(a), are the terms and conditions governing conditional orders and indications of interest the same for all Subscribers and the Broker-Dealer Operator?** Select either "Yes" or "No." If "No," identify and explain any differences.

The following are the data entry conventions for Item 10: Opening and Reopening:

- **a. Explain how the NMS Stock ATS opens or re-opens for trading, including when and how orders and trading interest are priced, prioritized, matched, and executed, and identify any order types allowed prior to the start of regular trading hours or following a stoppage of trading in a security during regular trading hours.** Provide the information in a free-form text box.
- **b. Are the processes and procedures governing opening and re-opening the same for all Subscribers and the Broker-Dealer Operator?** Select either "Yes" or "No." If "No," identify and explain any differences.
- **c. Explain how unexecuted orders and trading interest are handled at the time the NMS Stock ATS begins regular trading at the start of regular trading hours or following a stoppage of trading in a security during regular trading hours.** Provide the information in a free-form text box.
- **d. Are the processes or procedures governing unexecuted orders and trading at the time the NMS Stock ATS begins regular trading at the start of regular trading hours, or following a stoppage of trading in a security during regular trading hours, the same for all Subscribers and the Broker-Dealer Operator?** Select either "Yes" or "No." If "No," identify and explain any differences.

- **e. Are there any differences between pre-opening executions, executions following a stoppage of trading in a security during regular trading hours, and/or executions during regular trading hours?** Select either "Yes" or "No." If "Yes," identify and explain any differences.

The following are the data entry conventions for Item 11: Trading Services, Facilities and Rules:

- **a. Provide a summary of the structure of the NMS Stock ATS marketplace (e.g., crossing system, auction market, limit order matching book) and explain the means and facilities for bringing together the orders of multiple buyers and sellers on the NMS Stock ATS.** Provide the information in a free-form text box.
- **b. Are the means and facilities required to be identified in Item 11(a) the same for all Subscribers and the Broker-Dealer Operator?** Select either "Yes" or "No." If "No," identify and explain any differences.
- **c. Explain the established, non-discretionary rules and procedures of the NMS Stock ATS, including order interaction rules for the priority, pricing methodologies, allocation, matching, and execution of orders and trading interest, and other procedures governing trading, such as price improvement functionality, price protection mechanisms, short sales, locked-crossed markets, the handling of execution errors, and the time-stamping of orders and executions.** Provide the information in a free-form text box.
- **d. Are the established, non-discretionary rules and procedures required to be identified in Item 11(c) the same for all Subscribers and the Broker-Dealer Operator?** Select either "Yes" or "No." If "No," identify and explain any differences.

The following are the data entry conventions for Item 12: Liquidity Providers:

- **Are there any formal or informal arrangements with any Subscriber or the Broker-Dealer Operator to provide orders or trading interest to the NMS Stock ATS (e.g., undertaking to buy or sell continuously, or to meet specified thresholds of trading or quoting activity)?** Select either "Yes" or "No." If "Yes," describe the arrangement, including the terms and conditions.

The following are the data entry conventions for Item 13: Segmentation; Notice:

- **a. Are orders and trading interest in the NMS Stock ATS segmented into categories, classifications, tiers, or levels (e.g., segmented by type of participant, order size, duration, source, or nature of trading activity)?** Select either "Yes" or "No." If "Yes," explain the segmentation procedures, including (i) a description for how orders and trading interest are segmented; (ii) identify and describe any categories, classification, tiers, or levels and the types of orders and trading interest that are included in each; (iii) provide a summary of the parameters for each segmented category and length of time each segmented category is in effect, (iv) any procedures for overriding a determination of segmented category; and (v) how segmentation can affect order interaction.

If the answer is "Yes" to Part III, Item 13(a), answer the following:

- **b. If yes to Item 13(a), is the segmentation of orders and trading interest the same**

for all Subscribers and the Broker-Dealer Operator? Select either "Yes" or "No." If "No," identify and explain any differences.

- **c. Does the NMS Stock ATS identify orders or trading interest entered by a customer of a broker-dealer on the NMS Stock ATS as a customer order?** Select either "Yes" or "No."

If the answer is "Yes" to Part III, Item 13(a), answer the following:

- **d. If yes to Item 13(a), does the NMS Stock ATS disclose to any Person the designated segmented category, classification, tier, or level of orders and trading interest?** Select either "Yes" or "No." If "Yes," provide a summary of the content of the disclosure, when and how the disclosure is communicated, who receives it, and whether and how such designation can be contested.

If the answer is "Yes" to Part III, Item 13(d), answer the following:

- **e. If yes to Item 13(d), are the disclosures required to be identified in 13(d) the same for all Subscribers and the Broker-Dealer Operator?** Select either "Yes" or "No." If "No," identify and explain any differences.

The following are the data entry conventions for Item 14: Counter-Party Selection:

- **a. Can orders or trading interest be designated to interact or not interact with certain orders or trading interest in the NMS Stock ATS (e.g., designated to execute against a specific Subscriber's orders or trading interest or prevent a Subscriber's order from executing against itself)?** Select either "Yes" or "No." If "Yes," explain the counter-party selection procedures, including how counter-parties can be selected, and whether the designations affect the interaction and priority of trading interest in the ATS.

If the answer is "Yes" to Part III, Item 14(a), answer the following:

  - **b. If yes to Item 14(a), are the procedures for counter-party selection required to be identified in Item 14(a) the same for all Subscribers and the Broker-Dealer Operator?** Select either "Yes" or "No." If "No," identify and explain any differences.

The following are the data entry conventions for Item 15: Display:

- **a. Does the NMS Stock ATS operate as an Electronic Communication Network as defined in Rule 600(a)(23) of Regulation NMS?** Select either "Yes" or "No."
- **b. Are Subscriber orders and trading interest bound for or resting in the NMS Stock ATS displayed or made known to any Person (not including those employees of the NMS Stock ATS who are operating the system)?** Select either "Yes" or "No." If "Yes," explain the display procedures, including how and when Subscriber orders and trading interest are displayed, how long orders and trading interest are displayed, what information about orders and trading interest is displayed, and the functionality of the Broker-Dealer Operator and types of market participants that receive the displayed information.

If the answer is "Yes" to Part III, Item 15(b), answer the following:

- **c. If yes to Item 15(b), are the display procedures required to be identified in 15(b) the same for all Subscribers and the Broker-Dealer Operator?** Select either "Yes" or "No." If "No," identify and explain any differences.

The following are the data entry conventions for Item 16: Routing:

- **a. Can orders and trading interest in the NMS Stock ATS be routed to a destination outside the NMS Stock ATS?** Select either "Yes" or "No."

If the answer is "Yes" to Part III, Item 16(a), answer the following:

- **b. If yes to Item 16(a), must affirmative instructions from a Subscriber be obtained before its orders or trading interest can be routed from the NMS Stock ATS?** Select either "Yes" or "No." If "Yes," describe the affirmative instruction and explain how the affirmative instruction is obtained within the text box that displays. If no, explain in the text box when orders in the NMS Stock ATS can be routed from the ATS (e.g., at the discretion of the Broker-Dealer Operator).

The following are the data entry conventions for Item 17: Closing:

- **a. Are there any differences between how orders and trading interest are treated on the NMS Stock ATS during the close and how orders and trading interest are treated during regular trading hours?** Select either "Yes" or "No." If "Yes," identify and explain the differences as compared to the information provided in the relevant Part III Items of this form.
- **b. Is the treatment of orders and trading interest during the close the same for all Subscribers and the Broker-Dealer Operator?** Select either "Yes" or "No." If "No," identify and explain any differences.

The following are the data entry conventions for Item 18: Trading Outside of Regular Trading Hours:

- **a. Does the NMS Stock ATS conduct trading outside of its regular trading hours?** Select either "Yes" or "No."

If the answer is "Yes" to Part III, Item 18(a), answer the following:

- **b. If yes to Item 18(a), are there any differences between trading outside of regular trading hours and trading during regular trading hours in the NMS Stock ATS?** Select either "Yes" or "No." If "Yes," identify and explain any differences.
- **c. If yes to Item 18(a), is the treatment of orders and trading interest outside of regular trading hours the same for all Subscribers and the Broker-Dealer Operator?** Select either "Yes" or "No." If "No," identify and explain any differences.

The following are the data entry conventions for Item 19: Fees:

- **a. Identify and describe any fees or charges for use of the NMS Stock ATS services, including the type of fees (e.g., subscription, connectivity), the structure of the fees**

(e.g., fixed, volume-based, transaction-based), variables that impact the fees (e.g., types of securities traded, block orders, form of connectivity to the ATS), differentiation among types of Subscribers (e.g., broker-dealers, institutional investors, retail) and range of fees (e.g., high and low). Provide the information in a free-form text box.

- **b. Identify and describe any fees or charges for use of the NMS Stock ATS services that are bundled with the Subscriber's use of non-ATS services or products offered by the Broker-Dealer Operator or its Affiliates, including a summary of the bundled services and products, the structure of the fee, variables that impact the fee, differentiation among types of Subscribers, and range of fees.** Provide the information in a free-form text box.
- **c. Identify and describe any rebate or discount of fees or charges required to be identified in Items 19(a) and 19(b), including the type of rebate or discount, structure of the rebate or discount, variables that impact the rebate or discount, differentiation among types of Subscribers, and range of rebate or discount.** Provide the information in a free-form text box.

The following are the data entry conventions for Item 20: Suspension of Trading:

- **a. Explain any procedures for suspending or stopping trading on the NMS Stock ATS, including the suspension of trading in individual NMS stocks.** Provide the information in a free-form text box.
- **b. Are the procedures for suspending or stopping trading the same for all Subscribers and the Broker-Dealer Operator?** Select either "Yes" or "No." If "No," identify and explain any differences.

The following are the data entry conventions for Item 21: Trade Reporting:

- **a. Explain any procedures and material arrangements for reporting transactions on the NMS Stock ATS, including where an ATS reports transactions and under what circumstances.** Provide the information in a free-form text box.
- **b. Are the procedures and material arrangements for reporting transactions on the NMS Stock ATS the same for all Subscribers and the Broker-Dealer Operator?** Select either "Yes" or "No." If "No," identify and explain any differences.

The following are the data entry conventions for Item 22: Clearance and Settlement:

- **a. Describe any procedures and material arrangements undertaken to facilitate the clearance and settlement of transactions on the NMS Stock ATS (e.g., whether the ATS becomes a counterparty, whether it submits trades to a registered clearing agency, or whether it requires Subscribers to have arrangements with a clearing firm).** Provide the information in a free-form text box.
- **b. Are the procedures and material arrangements undertaken to facilitate the clearance and settlement of transactions on the NMS Stock ATS the same for all Subscribers and the Broker-Dealer Operator?** Select either "Yes" or "No." If "No," identify and explain any differences.

The following are the data entry conventions for Item 23: Market Data:

- **a. Identify the sources of market data used by the NMS Stock ATS (e.g., proprietary feed from a national securities exchange, feed from the securities information processor ("SIP")), and how the ATS uses market data from these sources to provide the services that it offers, including how the ATS uses market data to determine the NBBO and protected quotes, and display, price, prioritize, execute, and remove orders and trading interest on the ATS.** Provide the information in a free-form text box.
- **b. Are the sources of market data and how the NMS Stock ATS uses market data for the services that it offers the same for all Subscribers and the Broker-Dealer Operator?** Select either "Yes" or "No." If "No," identify and explain any differences.

Note: Item 24 (Order Display and Execution Access) and Item 25 (Fair Access) are the only two Items that can be modified for an Order Display and Fair Access Amendment. Everything else will be read-only and non-editable.

The following are the data entry conventions for Item 24: Order Display and Execution Access:

- **a. Has the NMS Stock ATS displayed Subscriber orders to any Person (other than NMS Stock ATS employees) and had an average daily share volume of 5% or more in that NMS stock as reported by an effective transaction reporting plan or disseminated through an automated quotation system during four of the preceding six calendar months?** Select either "Yes" or "No."

If the answer is "Yes" to Part III, Item 24(a), answer the following:

- **b. If yes to Item 24(a), is the NMS Stock ATS required to comply with Rule 301(b)(3)(ii) of Regulation ATS?** Select either "Yes" or "No." If "Yes," provide responses in the free-form text boxes below.
  - i. Provide the ticker symbol for each such NMS stock displayed during each of the last 6 calendar months;
  - ii. Explain how the ATS displays such orders on a national securities exchange or through a national securities association; and
  - iii. Explain how the ATS provides access to such orders displayed in the national market system equivalent to the access to other orders displayed on that national securities exchange or through a national securities association pursuant to Rule 301(b)(iii) of Regulation ATS.

The following are the data entry conventions for Item 25: Fair Access:

- **a. Has the NMS Stock ATS executed 5% or more of the average daily trading volume in an NMS stock as reported by an effective transaction reporting plan or disseminated through an automated quotation system during four of the preceding six calendar months?** Select either "Yes" or "No."

If the answer is "Yes" to Part III, Item 25(a), answer the following:

- **b. If yes to Item 25(a), is the NMS Stock ATS required to comply with Rule**

301(b)(5)(ii) of Regulation ATS? Select either "Yes" or "No." If "Yes," provide responses in the free-form text boxes below.

- i. Provide the ticker symbol for each such NMS stock during each of the last 6 calendar months; and
- ii. Describe the written standards for granting access to trading on the ATS pursuant to Rule 301(b)(5)(ii)(A) of Regulation ATS.

The following are the data entry conventions for Item 26: Aggregate Platform Data:

- **Does the NMS Stock ATS publish or otherwise provide to one or more Subscribers aggregate platform-wide order flow and execution statistics of the ATS that are not otherwise required disclosures under Rule 605 of Regulation NMS?** Select either "Yes" or "No." If "Yes":
  - **i. Attach, as Exhibit 4, the most recent disclosure of aggregate platform-wide order flow and execution statistics of the ATS that are not otherwise required disclosures under Rule 605 of Regulation NMS and that the ATS provided to one or more Subscribers as of the end of each calendar quarter.** Provide a copy of the most recent disclosure of aggregate platform-wide order flow and execution statistics of the ATS that are not otherwise required disclosures under Rule 605 of Regulation NMS and that the ATS provided to one or more Subscribers as of the end of each calendar quarter. This question provides a link that directs you to the Attachments tab where you can attach, remove, and view documents. For more information on document attachments, see Section 8.2.28.6, "Attachments." In lieu of filing Exhibit 4, you may select the corresponding check box to certify that the information requested under Exhibit 4 is available at the website provided in Part I, Item 6 of this form and is accurate as of the date of filing.
  - **ii. Attach, as Exhibit 5, a list and explanation of the categories or metrics for the aggregate platform-wide order flow and execution statistics provided as Exhibit 4 and explain the criteria or methodology used to calculate aggregate platform-wide order flow and execution statistics.** Provide a list and explanation of the categories or metrics for the aggregate platform-wide order flow and execution statistics provided as Exhibit 4 and explain the criteria or methodology used to calculate aggregate platform-wide order flow and execution statistics. This question provides a link that directs the filer to the Attachments tab where you can attach, remove, and view documents. For more information on document attachments, see Section 8.2.28.6, "Attachments." In lieu of filing Exhibit 5, you may select the corresponding check box to certify that the information requested under Exhibit 5 is available at the website provided in Part I, Item 6 of this form and is accurate as of the date of filing.

8.2.29.5 Part IV: Contact Information, Signature Block, and Consent to Service

The Part IV: Contact Information, Signature Block, and Consent to Service screen allows the filer to provide the name of the Person at the NMS Stock ATS who is prepared to respond to questions for the submission and requires that the NMS Stock ATS consent to service at the

provided address, and certify that the information and statements included in Form ATS-N are current, true, and complete.

The following are the data entry conventions for Part IV:

- Provide the first name, last name, title, e-mail, and telephone of the Person at the NMS Stock ATS who is prepared to respond to questions for the submission.
- Provide the primary and mailing address (if different from the primary address) of the NMS Stock ATS.
- **Date:** Enter the filing date in MM/DD/YYYY format. This date is auto-populated based on the date of the filing. A future date is not allowed.
- **By:** Enter the name of the person signing the filing. This field has a limit of 150 characters.
- **Title:** Enter the title of the person duly authorized to submit this filing. This field has a limit of 100 characters.

8.2.29.6 Attachments

The Attach Documents List screen enables issuers to upload the required document attachments necessary for submission form types ATS-N, ATS-N/MA, ATS-N/UA, ATS-N/CA, and ATS-N/OFA. Submission form types ATS-N-C and ATS-N-W do not permit document attachments.

Exhibit 3 is required for all amendments. A Form ATS-N submission may include a Graphic document type. A Form ATS-N submission may include supplemental exhibits for additional information that cannot fit in the free response fields. However, filers should **not** upload their entire responses in the supplemental exhibits and inform the Commission to refer to the exhibits; these attachments should be used when information exceeds the maximum character limits in the free response fields or if the ATS wishes to provide the required information in a format more comprehensible to market participants, or that is supplement, such as examples. The maximum size of all Form ATS-N submissions, including all attached documents, must not exceed 200 MB. You can upload these document attachments in .txt, .htm, and .pdf formats for the Exhibits and Supplemental Exhibits. Document attachments must conform to other EDGAR standards described in Chapter 5. Attaching files that do not meet these standards will cause your filing to be suspended. A Form ATS-N filing can include a maximum of 500 exhibit/graphic files.

Adding or Deleting a Document

To add or delete a document, follow the steps given below:

1 Click the [Add Document] button on the Attachments screen. The Select File window is displayed.

2 Select the file you want to attach and click the [Open] button. The name of the attached file is displayed in the "File Name" field.

Note: The file name must follow the EDGAR file naming standards described in Section 5.1.1, File Naming Standards.

3 Select the type of attachment from the Type drop-down list. The options available are ATS-N EX-1 SCHD A BD, ATS-N EX-2 SCHD B BD, ATS-N EX-3 REDLINE, ATS-N EX-4 AGG STATS, ATS-N EX-5 CATG MTRC, ATS-N PART2 ITM and ATS-N PART3 ITM and GRAPHIC.

   When attaching ATS-N PART2 ITM and ATS-N PART3 ITM, you must further modify the document name to specify which item on the form you are supplementing. Failure to modify these attachment names will result in you being unable to submit your Form ATS-N filing. To do this:

   a. Click the Pen icon to make the Type field editable.

   b. Add a decimal point (.) after the last character of the document type exhibit name, followed by any alphanumeric characters in the Type field. For example, "ATS-N PART 3 ITM.6c."

4 If you want to add multiple attachments, repeat steps 1 to 3.

To delete a document, select the box adjacent to the document, and click the [Delete Document] button. A window prompts you to confirm that you want to delete the document. If you click the [Yes] button, then EDGAR removes the document from the submission.

8.2.29.7 Form ATS-N Submission

When you have completed the form and are ready to submit the filing, click the [Submit] button at the top of the screen.

The system validates the form to ensure that you have completed all Items. If there are errors in the form, a 'red x' icon is displayed on the tabs that contain incomplete or invalid information. You must complete any missing information and correct any errors before re-submitting your form to EDGAR. If there are no errors in the form, the system displays a Confirmation/Warning screen.

Confirmation Screen

The ATS-N Confirmation screen prompts you for confirmation prior to transmitting your submission.

Click the [Cancel] button on the Confirmation screen to cancel the live submission; this returns the applicant to the Filer Information screen.

To submit the Form ATS-N filing to EDGAR for processing, click the [Transmit LIVE Submission] button on the Confirmation screen.

After an initial Form ATS-N, or amendment thereto, is submitted to the Commission, SEC staff will review the submission for any defects. If the SEC staff accepts the submission, EDGAR will automatically send a notification that the filing was accepted to the e-mail address(es) specified on the Filer Information screen. After an initial Form ATS-N, or amendment thereto, is accepted, the Commission's ineffectiveness review process begins pursuant to Rule 304(a). Conversely, if the SEC staff suspends the ATS-N filing, EDGAR will automatically send a notification to the provided email address(es) communicating that the submission was suspended. The filing status notification can also be retrieved from the Retrieve Submission Information screen of the EDGAR Filing Website or the EDGAR OnlineForms Management website.

Submission Acknowledgment

The ATS-N Acknowledgment screen provides acknowledgment of your ATS-N submission transmission. Note the accession number for your records. The accession number only confirms receipt of the submission, not that it was actually accepted by EDGAR.

8.2.30 Form 24F-2

This section describes the process for preparing and submitting Form 24F-2 to EDGAR for processing.

Form 24F-2 has the following variants (submission types):

- Annual notice of securities sold pursuant to Rule 24f-2 under the Investment Company Act of 1940 or Rule 456(e) under the Securities Act of 1933 (24F-2NT)
- Amendment to annual notice of securities sold pursuant to Rule 24f-2 under the Investment Company Act of 1940 or Rule 456(e) under the Securities Act of 1933 (24F-2NT/A)

The following sections are applicable to submission form 24F-2NT and its amendment:

- **Filer Information**: Information regarding the filer, the Payor CIK and method of payment.
- **Series/Classes (Contracts) Information**: Enables filers to enter series and class information for Investment Company types N-1A, N-3, N-4, and N-6.
- **Offerings & Fees**: This tab only applies to amendment form type 24F-2NT/A. When submitting an amendment, report the incremental increases in "Sales Proceeds" and/or "Redeemed Value" between the original filing and the current amended filing. This section is optional, unless the filer needs to pay a filing fee.
- **Form 24F-2 Annual Filing**: Filers submitting a Form 24F-2 where the total fee due is based upon the aggregate net sales of all series and classes with the same fiscal year should only *complete one copy of the form*. Filers calculating fees on a class-by-class or series-by-series basis must *complete a separate Form 24F-2 for each class or series*. The application will allow filers to create a separate form for each series or class within a single submission. To create a separate form, select "Add 24F-2 Form" to begin each additional form.
- **Documents**: Enables filers to upload the attachments necessary for the submission.

8.2.31 Completing a Form 24F-2

To assist you in completing a Form 24F-2 submission, descriptions of the screens for submission form types 24F-2NT and 24F-2NT/A are included in this section.

The first step to filing a 24F-2 form is to select the required form type on the File Form 24F-2 screen. To navigate to this screen, select the 'File Form 24F-2' link on the EDGAR menu of the Filing Website. The File Form 24F-2 screen allows you to select the type of form you are filing.

- If you are filing a Form 24F-2, select the "24F-2NT: Rule 24f-2 or Rule 456(e) notice filed on Form 24F-2" radio button.
- If you are filing an amendment to a previously filed Form 24F-2, select the "24F-2NT/A: Amendment to Rule 24f-2 or Rule 456(e) notice filed on Form 24F-2" radio button.
- If you want to continue working on a previously saved Form 24F-2 filing, select the "Continue with any saved 24F-2 Form (Stored on your computer)" radio button.

Once you select a form type on the File Form 24F-2 screen, click [Next]. You will be directed to the Filer Information screen specific to the selected form type.

This section provides general instructions for completing and filing Form 24F-2. We recommend that you read this section prior to filing submission form types 24F-2NT and 24F-2NT/A. Understanding how the screens work may help you avoid commonly reported problems.

Below is a list of conventions used throughout the online form.

- Each field has a help message that provides information on how to complete a field. Some of these messages will include information on permitted formats. To view a help message, hover over the field name or question.
- Asterisks identify fields that are required.
- Unless otherwise specified, dates should be reported in the format MM/DD/YYYY. You may either type the date or choose a date from the calendar widget.
- Certain fields will be pre-populated based on your responses to the Filer Information screen. These fields cannot be edited (they will be grayed out).
- Certain fields (e.g., Item 5(viii) Registration fee due) are also pre-calculated based on your responses to earlier questions.
- Dollar amounts have variable formats. In some cases, decimals are optional. In other cases, decimals are required.
- Only Active series and class IDs are permitted. Duplicate and Inactive series and class IDs are not allowed.
- This Form must be accompanied by the appropriate registration fee.
- If the Form is being filed late, interest must be paid.
- Certain items request a State or Country. If a State is entered, the country defaults to United States.
- Certain questions permit multiple entries. Below are instructions for adding entries:
    1. Complete the first entry.

2. Select the [Save] button to save the entry.
3. Select the [Add] button to add more entries.

   To delete an entry, click the [Delete] button adjacent to the entry. A dialog box prompts you for confirmation prior to deleting the entry. Click [Yes] to delete the entry. The Confirmation dialog box closes and the deleted entry is removed from the list.

   To edit an entry, click the [Edit] button adjacent to the entry. Make the required changes and save the entry.

- Throughout the filing process, you will have the ability to view the filing instructions, view and print your form, save your form to your computer, or exit the filing process. For more information on menu buttons (Save, Print, Instructions, etc.) available on the submission form type, refer to Section 8.2.2, "General Information on Online Forms."

8.2.31.1 Filer Information

The Filer Information screen allows you to enter information pertaining to the filing.

Note: Filers must provide a valid Filer CIK and CCC on the Filer Information screen before entering any other data or navigating to other tabs. Based on the CIK/CCC entered, certain fields on various tabs throughout the 24F-2NT or 24F-2NT/A submission become pre-populated with information maintained in EDGAR.

The tabs on the left side of the screen will vary depending on the filer selection from the "Filer Investment Company Type" drop-down list. Only tabs that apply to the chosen Filer Investment Company Type will appear.

Complete the fields that pertain to your filing. These fields include:

- **Filer CIK and CCC**: Enter the CIK and CCC of the filer.
- **Filer Investment Company Type:** Click the drop-down arrow to display the list of filer investment company types and select the correct type from the list. The options are:
  - Form N-1A Filer (Mutual Fund)
  - Form N-2 Filer (Closed-End Investment Company)
  - Form N-3 Filer (Separate Account Registered as Open-End Management Investment Company)
  - Form N-4 Filer (Variable Annuity UIT Separate Account)
  - Form N-5 Filer (Small Business Investment Company)
  - Form N-6 Filer (Variable Life UIT Separate Account)
  - Form S-1 or S-3 Filer (Face Amount Certificate Company)
  - Form S-6 Filer (UIT, Non-Insurance Product)

  Note: "Form N-4 Filer" also includes registered non-variable annuities.

Note: The tabs displayed on the left side of the screen will vary depending on the chosen filer investment company type.

- **Is this a LIVE or TEST Filing?:** Select the radio button to mark the submission as a LIVE or TEST filing. The default selection for this button is LIVE. Select the "TEST" radio button if you want to submit a test filing; EDGAR will then treat the submission as a test and it will not be disseminated.
- **Submission Contact Information**: Enter the name, phone number, and e-mail address of the person you would like the SEC to contact for any questions concerning the submission. These are optional fields.
- **Notify via Filing Website only?**: Select the check box if you want the acceptance or suspense messages to only be available on the EDGAR Filing website.
- **Notification E-mail Address**: If you want to notify others about the status of the filing, then enter their e-mail addresses. After you submit the filing, EDGAR will automatically send notification messages to these email addresses informing them of the filing status, i.e., whether the filing was accepted or suspended.

  To add a Notification E-mail Address:

1. Enter the e-mail address.
2. Select the [Save Notification Email] button to save the email address. The record is saved.
3. If you need to add more email addresses, repeat steps 1 to 2.

   Note: If you need to delete an address, click the [Delete] button adjacent to the email address. A dialog box prompts you for confirmation prior to deleting the email address.

   Click [Yes] to delete the email address. The Confirmation dialog box closes and the deleted email address is removed from the list box.

- **Payor CIK and CCC**: If an entity other than the primary Filer CIK is paying the fees, enter the Payor's CIK and CCC.

If the selected Filer Investment Company Type is N-1A, N-3, N-4, or N-6, the [Next] button navigates you to the "Series/Class" screen. Once the [Next] button is selected on the "Series/Class" screen, the "Form 24F-2 Annual Filing" screen is displayed. On the other hand, if this is a 24F-2NT/A filing, selecting the [Next] button directs you to the "Offerings & Fees" screen.

8.2.31.2 Series/Class (Contract) Information

The Series/Class screen is only displayed if you select N-1A, N-3, N-4, or N-6 as the Filer Investment Company Type on the Filer Information screen.

The data entry conventions for the Series/Classes (Contracts) screen are as follows:

- **All?**: Select this check box only if the filing is being made for all series and classes of the

registrant.

- **Series ID**: Enter the SEC-supplied series identifier, which starts with an "S," followed by nine digits.
- **All?**: Select this check box only if the filing is being made for all classes of that series.
- **Class (Contract) ID**: Enter the SEC-supplied class identifier, which starts with a "C," followed by nine digits.

Select the [Save Class ID] button to save the Class ID. Once all entries are provided, then select the [Save Series/Class ID].

8.2.31.3 Offerings & Fees

This Offerings & Fees screen is only applicable to a 24F-2NT/A filing and enables you to enter fees owed by entering the *incremental increases* between the original 24F-2NT form and the amended form 24F-2NT/A in the "Sales Proceeds" and "Redeemed Value" fields. This section is optional, unless the filer needs to pay a filing fee for the amendment filing.

Example: The original 24F-2NT showed Sales Proceeds of $1,000,000 and Redeemed Value of $750,000. A fee was paid on $250,000. If the 24F-2NT is amended to show Sales Proceeds of $1,500,000 and a Redeemed Value of $1,000,000, the header for the amendment should show Sales Proceeds of $500,000 and Redeemed Value of $250,000 (the incremental difference between the two filings). A fee will be paid on $250,000.

The data entry conventions for the Offerings & Fees screen are as follows:

- **Sales Proceeds**: Enter the proceeds of sales of shares. The decimal values may range from 0 to 99,999,999,999,999.99. A single dollar sign can precede the numbers.
- **Redeemed Value**: Enter the redeemed value of shares. The decimal values may range from 0 to 99,999,999,999,999.99. A single dollar sign can precede the numbers.
- **Net Value:** This field is pre-populated and displays the calculated net value of shares by subtracting the value in the corresponding "Redeemed Value" field from the corresponding "Sale-Proceeds" field. This field is not editable.
- **Fee Rate**: This field defaults the "Fee rate" to the latest fee rate value for the fiscal year. This field is non-editable.
- **Fee**: This field is pre-populated and displays the calculated value by multiplying the value in the respective "Net Value" field with the current fee rate value in the corresponding "Fee Rate" field. The field displays zero as the value for each "Fee" field when the calculated value is less than zero. This field is non-editable.
- **Will this filing be submitted late?:** Select this box if this submission is a late filing (i.e., more than 90 calendar days after the end of the issuer's fiscal year).
- **Enter Number of Days Late**: Please enter the number of calendar days by which the submission is overdue. This integer value has a valid range of 1 - 9999 days. A response is required if "Will this filing be submitted late" the check box is selected.
- **Total Fee**: This field is pre-populated and displays the total fee due for this submission. This field displays a default value of "$0.00" for the "Total fee" field. This field is

non-editable.

- **Estimated Interest**: This field is pre-populated and displays the calculated amount of interest owed due to filing late. This field is not editable. The amount of interest is calculated based on the following formula:

  Estimated Interest = ((Number of Days Late)/365) * (Interest Rate) * (Total fee)

- **Interest Rate**: This field is pre-populated and displays the current interest rate used for late fee calculation in the "Interest Rate" field. This field is non-editable.

- **Total Due**: This field is pre-populated and displays the calculated sum of the fee owed plus interest. This field is not editable. The value for the "Total due" field is calculated by adding the value in the "Estimated Interest" field with the value in the "Total fee" field.

8.2.31.4 Form 24F-2 Annual Filing

The Form 24F-2 Annual Filing screen comprises Items 1 through Item 8 and a Signature section.

Filers submitting a 24F-2 filing where the total fee due is based upon the aggregate net sales of all series and classes with the same fiscal year should only complete one copy of the form by selecting the "Add 24F-2 Form" button once. Filers calculating fees on a class-by-class or series-by-series basis should complete a separate Form 24F-2 for each class or series by repeatedly selecting the "Add 24F-2 Form" button for each additional series or class within a single submission.

Once a form is completed and saved, the filer will be returned to a summary page where the key elements for each completed form will be displayed including:

- Series/Class (Contract) ID (from Item 5, if entered)
- Sales (from Item 5(i))
- Redemptions (from Item 5(iv))
- Net Sales (from Item 5(v))
- Fee Due (from Item 5(viii))
- Interest Due (from Item 6, if entered), and/or
- Total Due (from Item 7)

The data entry conventions for Item 1 of the "Form 24F-2 Annual Filing" screen are as follows:

- **Name of Issuer**: This field is pre-populated with the entity name associated with the CIK number entered at the beginning of the filing process. You can update the Name of Issuer from the 'Retrieve/Edit Data' link on the EDGAR Filing Website (accessible via the 'Changes to company information may be made here' link on this screen).

- **Address of Issuer**: Complete the required fields: Street Address 1, City, State, and Country (when State is selected, US is the default country), and Zip code. Street Address 2 is optional.

The data entry conventions for Item 2 of the "Form 24F-2 Annual Filing" screen are as follows:

- **All?:** If you are filing for all series and classes of securities of the issuer, check the box

and do not provide any other information. Otherwise provide the name and EDGAR identifier of each series and class in Item 2.

- **Series Name**: Enter the name of the series (up to 150 characters). This field is applicable to Investment Company Types N-1A or N-3 when the "All" box is not checked.
- **Series ID**: Enter the SEC-supplied series identifier, which starts with an "S," followed by nine digits.
- **All classes?**: Select this box if the filing is being made for all classes of that series.
- **Class Name**: Enter the name of the class (up to 150 characters). This field is applicable to all filers when the "All" box is not checked.
- **Class (Contract) ID**: Enter the SEC-supplied class identifier, which starts with a "C," followed by nine digits. This field is applicable to Investment Company Types N-1A, N-3, N-4 and N-6, when the "All classes" check box is not checked. This field should remain blank for all other filers.

  Select the [Save Class ID] button to save the Class ID. Once all entries are provided, then select the [Save Series/Class ID].

The data entry conventions for Item 3 of the "Form 24F-2 Annual Filing" screen are as follows:

- **Investment Company Act File Number**: Enter the Investment Company Act file number assigned to the filer's registration statement beginning with "811-" prefix. This field is optional only for filers without an assigned "811-" file number.
- **Securities Act File Number**: Enter the Securities Act file number associated with the Filer CIK provided in the Filer Information section of this filing. The Securities Act file number is the number of the registrant's most recent Securities Act registration statement (beginning with "2-", "33-" or "333-") relating to the securities being reported.

  The application permits filers to enter more than one Securities Act file number. This new functionality provides filers issued multiple 33-Act numbers under their CIK (e.g. many N-4 and N-6 registrants) with the option to make one submission for all of their 33-Act file numbers.

The data entry conventions for Item 4 of the "Form 24F-2 Annual Filing" screen are as follows:

- **Last day of fiscal year for which this Form is filed**: Enter the last day of the fiscal year for which this form is filed (in MM/DD/YYYY format). Future dates are not permitted. If a filer ceases operations, then this date is deemed the last day of its fiscal year for purposes of section 24(f) of the Investment Company Act or rule 456(e) of the Securities Act.
- **Check box if this Form is being filed late (i.e., more than 90 calendar days after the end of the issuer's fiscal year). (See Instruction A.2)**: Select this check box if the form is filed more than 90 calendar days after the end of the issuer's fiscal year.

  If the filing date is more than 90 calendar days from the date provided in Item 4(a) and the filer has not selected this check box, the system will prompt the filer to do so upon submitting the form. This box should be checked if the filing is submitted after 5:30 P.M.

EST on the due date. The due date is 90 calendar days after the date provided in Item 4(a). If the due date falls on a weekend or holiday, the due date become the next business day.

- **Check box if this is the last time the issuer will be filing this Form**: Select this check box if this is the last time the filer will be filing Form 24F-2 (i.e., if the filer has ceased operations).

Item 5 is a worksheet for calculating the registration fee due. The data entry conventions for Item 5 of the "Form 24F-2 Annual Filing" screen are as follows:

- **Series or Class (Contract) ID**: If you are calculating registration fees on a class-by-class or series-by-series basis, enter the EDGAR identifier for each such class or series. Alternatively, if a filer is calculating fees in the aggregate for all classes or series for which the form is being filed then this field is not applicable.

  Note: Filers with Investment Company Type N-1A, N-3, N-4, or N-6 should not list any series or class IDs when there is only one instance of the form.

- **(i) Aggregate sale price of securities sold during the fiscal year pursuant to section 24(f) or rule 456(e)**: Enter the aggregate sale price of securities sold during the fiscal year. Value must be greater than or equal to zero.

- **(ii) Aggregate price of securities redeemed or repurchased during the fiscal year**: Enter the aggregate price of securities redeemed or repurchased during the fiscal year. Value must be greater than or equal to zero.

- **(iii) Aggregate price of securities redeemed or repurchased during any prior fiscal year ending no earlier than the date the issuer became eligible to use this form that were not previously used to reduce registration fees payable to the Commission**: Enter the aggregate price of securities redeemed or repurchased during any prior fiscal year ending no earlier than the date the issuer because eligible to use this form that were not previously used to reduce registration fees payable to the Commission. Redemptions and repurchases should be reported as positive values. Value must be greater than or equal to zero.

- **(iv) Total available redemption credits [add Items 5(ii) and 5(iii)]**: This field is pre-populated and non-editable. The value shown is the sum of Items 5(ii) and 5(iii).

- **(v) Net sales -- if Item 5(i) is greater than Item 5(iv) [subtract Item 5(iv) from Item 5(i)]**: This field is pre-populated and non-editable and is calculated by subtracting Item 5(iv) from Item 5(i). If the result is negative, a zero value will be displayed.

- **(vi) Redemption credits available for use in future years -- if Item 5(i) is less than Item 5(iv) [subtract Item 5(iv) from Item 5(i)]**: This field is pre-populated and non-editable. When Item 5(i) is less than Item 5(iv) the resulting negative number is shown in Item 5(vi). Zero is shown when Item 5(i) is greater than Item 5(iv). The amount of redemptions or repurchases reported in Item 5(vi) may be used by the filer in future years to offset sales by including it in response to Item 5(iii) of Form 24F-2 filed for the next fiscal year.

- **(vii) Multiplier for determining registration fee (See Instruction C.9)**: This field is

pre-populated and non-editable. The Commission determines the rate for calculating the registration fee (the "fee rate") according to section 6(b) of the Securities Act [15 U.S.C. 77f(b)].

- **(viii) Registration fee due [multiply Item 5(v) by Item 5(vii)] (enter "0" if no fee is due)**: This field is pre-populated. Filers may edit this value only when filing an amendment. If the issuer reports net redemptions or repurchases in Item 5(vi), report "0" in Item 5(viii).

Item 6 enables you to compute interest due if the form is filed late. The data entry conventions for Item 6 of the "Form 24F-2 Annual Filing" screen are as follows:

- **Interest due -- if this Form is being filed more than 90 days after the end of the issuer's fiscal year (see Instruction D):**

  Section 24(f) and rule 456(e) require a filer that pays its registration fee after the due date (see Instruction A.2) to pay interest. Enter the accrued interest based on the amount of the overdue registration fees starting with the day after the due date. The amount of interest is based on the interest rate in effect at the time the interest payment is made and should be calculated using the following formula:

  I = (X) (Y) (Z/365)

  where:

  I = Amount of interest due

  X = Amount of registration fee due

  Y = Applicable interest rate, expressed as a fraction

  Z = Number of days by which the registration fee payment is late

If the "4(b). Check box if this Form is being filed late (i.e., more than 90 calendar days after the end of the issuer's fiscal year). (See Instruction A.2)" is selected, then enter a value. The value must be calculated to the nearest penny, and negative values are not permitted. If no interest is due, enter the value as "0.00."

The data entry conventions for Item 7 of the "Form 24F-2 Annual Filing" screen are as follows:

- **Total of the amount of the registration fee due plus any interest due [line 5(viii) plus line 6]**: This field is pre-populated and non-editable. The value shown is the total amount of the registration fee due plus any interest due [line 5(viii) plus line 6]. Negative values are not permitted.

  The form must be accompanied by the appropriate registration fee. No part of the registration fee is refundable.

The data entry conventions for Item 8 of the "Form 24F-2 Annual Filing" screen are as follows:

- **Explanatory Notes (if any):** Provide any information that will be helpful in understanding the information reported in response to any item of this Form. Provide the item number(s), as applicable.

The following are the data entry conventions for the Signature section of the "Form 24F-2 Annual Filing" screen:

- Provide the full name and title of the signing officer, and enter the date the form was signed in the mm/dd/yyyy format.

8.2.31.5 Documents

The Attach Documents List screen enables you to upload the attachments necessary for submission form types 24F-2NT and 24F-2NT/A.

The following are important notes to consider when attaching documents to a submission:

- You can upload multiple documents to a 24F-2NT or 24F-2NT/A submission.
- You can upload GRAPHIC, COVER, and CORRESP document attachments for submission form types 24F-2NT and 24F-2NT/A.
- You can upload the document attachments in *.txt, *.htm, *.jpg, and *.pdf formats as applicable. EDGAR must receive all official documents in either ASCII format or HTML format (with optional JPG or GIF Graphic support files) or the submission will be suspended.
- The maximum size of all 24F-2NT and 24F-2NT/A submissions, including all attached documents, must not exceed 200 MB. Refer to Chapter 5, "Constructing Attached Documents and Document Types" in this Volume for information on EDGAR standards for document attachments. Attaching files that do not meet these standards may cause your filing to be suspended.

Adding and Deleting a Document:

To add a document, follow the steps given below:

1. Click the [Add Document] button on the Attach Documents List screen. The Select File window is displayed.
2. Select the file you want to attach and click the [Open] button. The name of the attached file is displayed in the File Name field.

   Note: The file name must follow the EDGAR file naming standards described in Section 5.1.1, "File Naming Standards."
3. Select the document type from the values displayed in the Type field.
4. Enter a description for the attached document in the Description field. This field is optional and allows you to include up to 255 characters.
5. If you want to add multiple attachments, repeat steps 1 through 4.

To delete a document, follow the steps given below:

1. Select the check box adjacent to the document you want to delete and click the [Delete Document] button. A window prompts you to confirm that you want to delete the document.
2. Click the [Yes] button to confirm deletion. EDGAR removes the document from the submission.
3. Click the [Yes] button to confirm deletion. EDGAR removes the document from the submission.

Moving a Document Up and Down

To move a document up, follow the steps given below:

1. Select the check box adjacent to the document that you wish to move up on the screen.
2. Click the [Move Doc Up] button to move the selected document up one row.

To move a document down, follow the steps given below:

1. Select the check box adjacent to the document that you wish to move down on the screen.
2. Click the [Move Doc Down] button to move the selected document down one row.

Before you transmit your submission, we recommend that you validate your document attachments.

Validating a Document

You can validate the document for errors by using the Doc Validation function**.**

1. Attach your documents to the EDGAR submission as described above.
2. Select the check box for the document you want to validate.
3. Click the [Validate Document] button.

   If there are no errors in the document, then the Errors field displays a value of zero. Proceed to step 6.

   If there are errors in the document, then the Errors field displays a value that corresponds to the number of errors in the document. Proceed to step 4.
4. Click the value in the Errors field for the document that contains errors. A Document Validation window opens and lists the errors in the document.
5. Correct any document errors using the tool that you used to create the document.
6. Transmit your submission, once your submission has been compiled and validated.

   Note: Clicking the check box next to the File Name field will automatically select all attachments for this submission. Clicking the check box next to the File Name field again will automatically de-select all selected attachments for this submission.

8.2.31.6 Form 24F-2 Submission

When you have completed and saved the form and are ready to submit the filing, click the [Submit] button at the top of the screen.

The system validates the form to ensure that you have completed all Items. If there are errors in the form, a ‘red x’ icon is displayed on the tabs that contain incomplete or invalid information. You must complete any missing information and correct any errors before re-submitting your form to EDGAR. If there are no errors in the form, the system displays a Confirmation/Warning screen.

Confirmation Screen

The Form 24F-2 Confirmation screen prompts you for confirmation prior to transmitting your

submission.

Submission Acknowledgment

The Acknowledgment screen provides acknowledgment of your 24F-2NT or 24F-2NT/A submission transmission. Note the accession number for your records. The accession number only confirms receipt of the submission, not that it was actually accepted by EDGAR.

8.2.32 File Form N-PX

This section describes the process for preparing and submitting Form N-PX to EDGAR for processing.

Form N-PX has the following variants (submission types):

- Annual Report of Proxy Voting Record (N-PX)
- Amendment to Annual Report of Proxy Voting Record (N-PX/A)

The following sections are applicable to submission form type N-PX and its amendment:

- **Filer Information**: Information regarding the filer. In this section the filer will also identify itself as either a Registered Investment Company or Institutional Manager.
- **Series/Classes (Contracts) Information**: Enables investment company filers to enter series and class information for Investment Company types N-1A, N-3, N-4, and N-6.
- **Cover Page**: Enables filers to provide identifying details about the filer and the filing.
- **Summary – Included Managers**: Allows the filer to provide a summary of the Institutional Managers included in the filing.
- **Summary – Included Series**: Enables investment company filers to provide a summary of the series included in the filing.
- **Documents**: Enables filers to upload the attachments necessary for the submission.
- **Signature**: Enables the authorized signatory to electronically sign and submit the form.

8.2.33 Completing a Form N-PX Submission

To assist you in completing a Form N-PX submission, descriptions of the screens for submission form types N-PX and N-PX/A are included in this section.

The first step to filing an N-PX form is to select the required form type on the File Form N-PX screen. To navigate to this screen, select the 'File Form N-PX' link on the EDGAR menu of the Filing Website. The File Form N-PX screen is displayed and allows you to select the type of form you are filing.

- If you are filing an Annual Report of Proxy Voting Record filed on Form N-PX, select the "N-PX: Annual Report of Proxy Voting Record" radio button.
- If you are filing an Amendment to Annual Report of Proxy Voting Record filed on Form N-PX, select the "N-PX: Amendment to Annual Report of Proxy Voting Record" radio button.
- If you want to continue working on a previously saved N-PX filing, select the "Continue with any saved N-PX (Stored on your computer)" radio button.

Once you select a form type on the File Form N-PX screen, click [Next]. You will be directed to the Filer Information screen specific to the selected form type.

This section provides general instructions for completing and filing Form N-PX. We recommend that you read this section prior to filing submission form types N-PX and N-PX/A. Understanding how the screens work may help you avoid commonly reported problems.

Below is a list of conventions used throughout the online form:

- Each field has a help message that provides information on how to complete a field. Some of these messages will include information on permitted formats. To view a help message, hover over the field name or question.
- Asterisks identify fields that are required.
- Unless otherwise specified, dates should be reported in the format MM/DD/YYYY. You may either type the date or choose a date from the calendar widget. Certain fields will be pre-populated based on your responses to the Filer Information screen. These fields cannot be edited (they will be grayed out).
- Only Active series and class IDs are permitted. Duplicate and Inactive series and class IDs are not allowed.
- Certain items request a State or Country. If a State is entered, the country defaults to United States.
- Certain questions permit multiple entries. Below are instructions for adding entries:
    1. Complete the first entry.
    2. Select the [Save] button to save the entry.
    3. Select the [Add] button to add more entries.
    4. To delete an entry, click the [Delete] button adjacent to the entry. A dialog box prompts you for confirmation prior to deleting the entry. Click [Yes] to delete the entry. The Confirmation dialog box closes and the deleted entry is removed from the list.

       To edit an entry, click the [Edit] button adjacent to the entry. Make the required changes and save the entry.

- Throughout the filing process, you will have the ability to view the filing instructions, view and print your form, save your form to your computer, or exit the filing process. For more information on menu buttons (Save, Print, Instructions, etc.) available on the submission form type, refer to Section 8.2.2, “General Information on Online Forms.”

Filer Information

The Filer Information screen allows you to enter information pertaining to the filer and filing.

Note: Filers must provide a valid Filer CIK and CCC on the Filer Information screen before entering any other data or navigating to other tabs. Based on the CIK/CCC entered, certain fields on various tabs throughout the N-PX or N-PX/A submission become pre-populated with information maintained in EDGAR.

The tabs on the left side of the screen will vary depending on the filer selection from the "Are you a Registered Management Investment Company or an Institutional Manager?" drop-down list. Only tabs that apply to the chosen type will appear.

Complete the fields that pertain to your filing. These fields include:

- **Filer CIK and CCC**: Enter the CIK and CCC of the filer.
- **Filer Period**: Enter the filer period date or choose a date from the calendar widget.
- **Are you a Registered Management Investment Company or Institutional Manager?:** Select the drop-down list to view the following options:
    - Registered Management Investment Company
    - Institutional Manager
        - If Registered Management Investment Company is selected, a new mandatory field will populate titled "Filer Investment Company Type."
            - Click the drop-down list to display the list of filer investment company types and select the correct type from the list. The options are:
                - Form N-1A Filer (Mutual Fund)
                - Form N-2 Filer (Closed-End Investment Company)
                - Form N-3 Filer (Separate Account Registered as Open-End Management Investment Company)
                - Form N-4 Filer (Variable Annuity UIT Separate Account)
                - Form N-6 Filer (Variable Life UIT Separate Account)
                - Form S-1 or S-3 Filer (Face Amount Certificate Company)
                - Form S-6 Filer (UIT, Non-Insurance Product)

Note: The tabs displayed on the left side of the screen will vary depending on investment company type chosen by the filer.

- **Is this a LIVE or TEST Filing?**: Select the radio button to mark the submission as a LIVE or TEST filing. The default selection for this button is LIVE. Select the "TEST" radio button if you want to submit a test filing; EDGAR will then treat the submission as a test and it will not be disseminated.
- **Is this an electronic copy of an official filing submitted in paper format?**: Select the check box only if your submission is confirming an electronic copy of an official filing previously submitted on paper. If selected, the screen displays a field for the standard EDGAR File Number. Enter the SEC-provided file number, with a 028- or 811-prefix, in the File Number field.
- **Submission Contact Information**: Enter the name, phone number, and e-mail address of the person you would like the SEC to contact for any questions concerning the submission. These are required fields.

Notification Information:

- **Notify via Filing Website only?**: Select the check box if you want the acceptance or suspense messages to only be available on the EDGAR Filing website.

- **Notification E-mail Address**: If you want to notify others about the status of the filing, then enter their e-mail addresses. After you submit the filing, EDGAR will automatically send notification messages to these email addresses informing them of the filing status, i.e., whether the filing was accepted or suspended.

  To add a Notification E-mail Address:

  1. Enter the e-mail address.

  2. Select the [Save Notification Email] button to save the email address. The record is saved.

  3. If you need to add more email addresses, repeat steps 1 to 2.

Note: If you need to delete an address, click the [Delete] button adjacent to the email address. A dialog box prompts you for confirmation prior to deleting the email address. Click [Yes] to delete the email address. The Confirmation dialog box closes and the deleted email address is removed from the list box.

If the selected Filer Investment Company Type is N-1A, N-3, N-4, or N-6, the [Next] button navigates you to the "Series/Classes (Contracts) Information" screen. Once the [Next] button is selected on the "Series/Classes (Contracts) Information" screen the "Cover Page" screen is displayed.

Series/Classes (Contracts) Information

The Series/Classes (Contracts) Information screen is only displayed if you select N-1A, N-3, N-4, or N-6 as the Filer Investment Company Type (ICT) on the Filer Information screen.

The data entry conventions for the Series/Classes (Contracts) Information screen are as follows, and differ based on the ICT selected:

- All?: Select this check box only if the filing is being made for all series and classes of the registrant.
- Series ID: Enter the SEC-supplied series identifier, which starts with an "S," followed by nine digits.
- All?: Select this check box if the filing is being made for all classes of that series.
- Class (Contract) ID: Enter the SEC-supplied class identifier, which starts with a "C," followed by nine digits.
- Select the [Save Class ID] button to save the Class ID. Once all entries are provided, then select the [Save Series/Class ID].

Cover Page

The Cover Page allows you to provide identifying details about the filer (i.e., Registered Management Investment Company or Institutional Manager) and the filing (e.g., period date and Report Type) being submitted.

- **Name of Reporting Person**: The name of the reporting entity. This field is pre-populated from the Entity Name associated with the provided CIK number. This field is not editable on this screen.
- **Address**: The address for the entity's primary place of business. This field is pre-populated based on the provided CIK number. This field is not editable on this screen.
- **Telephone number of reporting person**: The telephone number for the entity. This field is pre-populated based on the provided CIK number. This field is not editable on this screen.
- **Making Changes to Company Information**: If you need to make changes to the company information maintained in EDGAR (e.g., name, address, contact information), click the hyperlinked word "here" within 'Changes to company information may be made here'. You will be directed to the Retrieve/Edit Data screen on a new browser window where you may modify this information maintained in EDGAR. However, the modified information will only be displayed if you exit the current session and restart the filing process.
- **Name of agent for service**: Enter the name of the agent up to 150 characters.
- **Address of Agent for Service**: Complete the required fields: Street Address 1, City, State, and Country (when State is selected, US is the default country), and Zip code. Street Address 2 is optional.
- **Reporting Period**: Select the radio button and enter the year in the YYYY format for one of the two options:
    - Report for the year ended June 30, YYYY.
    - Report for period July 1, YYYY to September 30, YYYY.
        - Note: The year in the second box will automatically populate after the year is entered in the first box.
- **SEC Investment Company Act or Form 13F File Number**: The SEC Investment Company Act or Form 13F File Number. This field is pre-populated based on the provided CIK number. This field is not editable.
- **CRD Number (if any)**: If applicable, enter the Reporting Person's Central Registration Depository ("CRD") number assigned by the Financial Industry Regulatory Authority's ('FINRA") Central Registration Depository system or by the Investment Adviser Registration Depository system ("CRD number").
- **Other SEC File Number**: If applicable, enter one additional file number assigned to the Reporting Person by the Commission (*e.g.*, 801-, 8-, or 802-).
- **Legal Entity Identifier (if any)**: If applicable, enter the Reporting Person's Legal Entity Identifier ("LEI").
- **Report Type**:
    - If Registered Management Investment Company was selected on the Filer Information screen, you must select one of the following:
        - "Fund Voting Report" (if the registered management investment company held one or more securities it was entitled to vote)
        - "Fund Notice Report" (if the registered management investment company did not hold any securities it was entitled to vote and therefore does not have any proxy votes to report)
          Note: The options for Institutional Manager will be disabled if "Registered

Management Investment Company" was selected on the Filer Information screen.

- If Institutional Manager was selected on the Filer Information screen, you must select one of the following:
  - Institutional Manager Voting Report (if all proxy votes of this reporting manager are reported in this report)
  - Institutional Manager Notice Report (if no proxy votes are reported in this report). If this is selected, you must complete the notice report filing explanation section by selecting one of the following:
    - All proxy votes for which the manager exercised voting power are reported by other reporting persons. If this is selected, you can add the 'List of Other Managers Reporting for this Manager' by selecting the corresponding button.
    - The manager did not exercise voting power for any reportable voting matter and therefore does not have any proxy votes to report.
    - The manager has a clearly disclosed policy of not voting and did not vote on any proxy voting matters.
  - Institutional Manager Combination Report (if a portion of the proxy votes for this reporting manager are reported in this report and a portion are reported by other reporting person(s)). If this is selected, the 'List of Other Managers Reporting for this Manager' section is displayed.

- **Confidential Treatment Requested**: Select this if the Institutional Manager has omitted from this public Form N-PX one or more proxy vote(s) for which it is requesting confidential treatment from the U.S. Securities and Exchange Commission pursuant to the instructions of this form.
- **Add List of Other Persons Reporting for this Manager**: This section will only display if you selected the Institutional Manager Notice Report and the notice report filing explanation "All proxy votes for which the manager exercised voting power are reported by other reporting persons" or if you selected Institutional Manager Combination Report. This section allows you to provide the following details for the Other Persons Reporting for this Manager: Investment Company Act or Form 13F Filer Number, CRD Number (if any), Other SEC File Number (if any), LEI (if any) and Name. Select the **Add List of Other Persons Reporting for this Manager** button to add more than one other person.
- **Do you wish to provide explanatory information pursuant to Special Instruction B.4?**: Select "Yes" if you wish to provide additional explanatory information. (Defaults to "No")
- **Additional Information**: If "Yes" was selected to "Do you wish to provide explanatory information pursuant to Special Instruction B.4?," enter any additional information (up to 4000 characters).

Summary – Included Managers

The Summary – Included Managers screen allows you to provide a summary of the Included Managers.

Information about Institutional Managers

- **Number of Included Institutional Managers**: The value entered in this field must match the number of Managers listed under the 'List of Included Institutional Managers' section. If the values do not match, the system shall display an error message upon selecting "Submit." If the value entered is zero for this field, then the 'List of Included Institutional Managers' section will state "None."
- **List of Included Institutional Managers**: If this submission reports proxy votes of one or more Managers, other than the Manager filing this report, then identify each such Manager in this section.
    1. Enter the number assigned to the Included Institutional Manager in the No. field. The number assigned must be entered in sequential order and need not be consecutive.
    2. Enter the the Included Manager's Form 13 File Number with a 028- prefix.
    3. Enter the CRD Number (if any).
    4. Enter the another SEC File Number (if any).
    5. Enter the LEI (if any).
    6. Enter the Name of the Included Institutional Manager.
    7. Click the [Save Additional Institutional Managers] button to list additional Managers.
       Note: To add more than one Institutional Managers with respect to which this report is filed, select the "Add Institutional Managers" button and repeat steps 1 through 7.
    8. Click the [Delete] button displayed next to an entry to delete an entry.

Summary – Included Series

This screen allows you to provide a summary of all Series with respect to which the report is filed.

Information about the Series

- **Number of Series**: Registered Investment Companies must complete this section. The value entered in this field must match the number of Series listed under the 'Additional Series Information List" section. If the value entered is zero for this field, then the 'Information about the Series' section will state "None."
- **Additional Series Information List**: If this submission reports proxy votes of one or more Series, then identify each such Series in this section.
    1. Enter the Series Identification Number.
    2. Enter the Series Name.
    3. Enter the LEI.
    4. Click the [Save Additional Series information list] button to save the entry.
       To list additional Series, select the "Add Additional Series Information list" and repeat steps 1 through 4.
    5. Click the [Delete] button displayed next to an entry to delete a Series.

Documents

The Attach Documents List screen enables you to upload the attachments necessary for submission form types N-PX and N-PX/A.

The following are important notes to consider when attaching documents to a submission:

- You can upload multiple documents to an N-PX and N-PX/A submission.
- You can upload Proxy Voting Record, GRAPHIC, COVER, and CORRESP document attachments for submission form types N-PX and N-PX/A.
- The Proxy Voting Record must be submitted in XML and must contain the following information:
    - The name of the issuer of the security;
    - The Council on Uniform Securities Identification Procedures ("CUSIP") number for the security;
    - The International Securities Identification Number ("ISIN") for the security;
    - The global share class Financial Instrument Global Identifier ("FIGI") for the security;
    - The shareholder meeting date;
    - An identification of the matter voted on;
    - All categories applicable to the matter voted on from the following list of categories:
        - Director elections;
        - Section 14A say-on-pay votes (examples: section 14A executive compensation, section 14A executive compensation vote frequency, section 14A extraordinary transaction executive compensation);
        - Audit-related (examples: auditor ratification, auditor rotation);
        - Investment company matters (examples: new or changed investment management agreement, assignment of investment management agreement, business development company approval of restricted securities or asset coverage ratio change, closed-end investment company issuance of shares below net asset value);
        - Shareholder rights and defenses (examples: adoption or modification of a shareholder rights plan, control share acquisition provisions, fair price provisions, board classification, cumulative voting);
        - Extraordinary transactions (examples: merger, asset sale, liquidation, buyout, joint venture, going private, spinoff, delisting);
        - Capital structure (examples: security issuance, stock split, reverse stock split, dividend, buyback, tracking stock, adjustment to par value, authorization of additional stock);
        - Compensation (examples: board compensation, executive compensation (other than Section 14A say-on-pay), board or executive anti-hedging, board or executive anti-pledging, compensation clawback 10b5-1 plans);
        - Corporate governance (examples: term limits, board committee issues, size of board, articles of incorporation or bylaws, codes of ethics, approval to adjourn, acceptance of minutes);
        - Environment or climate (examples: greenhouse gas (GHG) emissions, transition planning or reporting, biodiversity or ecosystem risk, chemical footprint, renewable energy or energy efficiency, water issues, waste or

pollution, deforestation or land use, say-on-climate, environmental justice);
        - Human rights or human capital/workforce (examples: workforce-related mandatory arbitration, supply chain exposure to human rights risks, outsourcing or offshoring, workplace sexual harassment);
        - Diversity, equity, and inclusion (examples: board diversity, pay gap);
        - Other social issues (examples: lobbying, political contributions or activities, data privacy, responsible tax policies, charitable contributions, consumer protection); or
        - Other (along with a brief description).
    - For reports filed by Funds, disclose whether the matter was proposed by the issuer or by a security holder;
    - The number of shares that were voted, with the number zero ("0") entered if no shares were voted;
    - The number of shares that the reporting person loaned and did not recall;
    - How the shares in paragraph (i) were voted (e.g., for or against proposal, or abstain; for or withhold regarding election of directors) and, if the votes were cast in multiple manners (e.g., for and against), the number of shares voted in each manner;
    - Whether the votes disclosed in paragraph (k) represented votes for or against management's recommendation;
    - If applicable, identify each Institutional Manager on whose behalf this Form N PX report is being filed (other than the reporting person filing the report) and that exercised voting power over the security by entering the number assigned to the Institutional Manager on the Summary Page;
    - If applicable, identify the Series that was eligible to vote the security by providing the Series identification number listed on the Summary Page; and
    - Any other information the reporting person would like to provide about the matter or how it voted.
- You can upload the GRAPHIC, COVER AND CORRESP document attachments in *.txt, *.htm, *.jpg, and *.pdf formats as applicable. EDGAR must receive all official documents in either ASCII format or HTML format (with optional JPG or GIF Graphic support files) or the submission will be suspended.
- The maximum size of all N-PX and N-PX/A submissions, including all attached documents, must not exceed 200 MB. Refer to Chapter 5, "Constructing Attached Documents and Document Types" in this Volume for information on EDGAR standards for document attachments. Attaching files that do not meet these standards may cause your filing to be suspended.

Adding and Deleting a Document:

To add a document, follow the steps given below:

1. Click the [Add Document] button on the Attach Documents List screen. The Select File window is displayed.
2. Select the file you want to attach and click the [Open] button. The name of the attached file is displayed in the File Name field.

Note: The file name must follow the EDGAR file naming standards described in Section 5.1.1, "File Naming Standards."

3. Select the document type from the values displayed in the Type field.
4. Enter a description for the attached document in the Description field. This field is optional and allows you to include up to 255 characters.
5. If you want to add multiple attachments, repeat steps 1 through 4.

To delete a document, follow the steps given below:

1. Select the check box adjacent to the document you want to delete and click the [Delete Document] button. A window prompts you to confirm that you want to delete the document
2. Click the [Yes] button to confirm deletion. EDGAR removes the document from the submission.
3. Click the [Yes] button to confirm deletion. EDGAR removes the document from the submission.

Moving a Document Up and Down

To move a document up, follow the steps given below:

1. Select the check box adjacent to the document that you wish to move up on the screen.
2. Click the [Move Doc Up] button to move the selected document up one row.

To move a document down, follow the steps given below:

1. Select the check box adjacent to the document that you wish to move down on the screen.
2. Click the [Move Doc Down] button to move the selected document down one row.

Before you transmit your submission, we recommend that you validate your document attachments.

Validating a Document

You can validate the document for errors by using the Doc Validation function.

1. Attach your documents to the EDGAR submission as described above.
2. Select the check box for the document you want to validate.
3. Click the [Validate Document] button.
   If there are no errors in the document, then the Errors field displays a value of zero. Proceed to step 6.

   If there are errors in the document, then the Errors field displays a value that corresponds to the number of errors in the document. Proceed to step 4.

4. Click the value in the Errors field for the document that contains errors. A Document Validation window opens and lists the errors in the document.
5. Correct any document errors using the tool that you used to create the document.
6. Transmit your submission, once your submission has been compiled and validated.
   Note: Clicking the check box next to the File Name field will automatically select all attachments for this submission. Clicking the check box next to the File Name field again

will automatically de-select all selected attachments for this submission.

The system validates the form to ensure that you have completed all Items. If there are errors in the form, a 'red x' icon is displayed on the tabs that contain incomplete or invalid information. You must complete any missing information and correct any errors before re-submitting your form to EDGAR. If there are no errors in the form, the system displays a Confirmation/Warning screen. This screen prompts you for confirmation prior to transmitting your submission.

Signature

This screen identifies the person signing this report on behalf of the Reporting Person.

- **Reporting Person**: The name of the reporting entity. This field is pre-populated from the Entity Name associated with the provided CIK number. This field is not editable.
- **By (Signature)**: Enter the name of the person signing the form.
- **By (Printed Signature):** This field will automatically populate as the information is entered in the "By (Signature)" field.
- **By (Title)**: Enter the title of the person signing the form.
- **By (Printed Title)**: This field will automatically populate as the information is entered in the "By (Signature) field.
- **Date**: Enter the date in MM/DD/YYYY format or choose a date from the calendar widget
- **Add Additional Signatures**: Add any additional signatures (up to a total of five signatures) for each submission.

Form N-PX Submission

When you have completed and saved the form and are ready to submit the filing, click the [Submit] button at the top of the screen. The system validates the form to ensure that you have completed all Items. If there are errors in the form, a 'red x' icon is displayed on the tabs that contain incomplete or invalid information. You must complete any missing information and correct any errors before re-submitting your form to EDGAR. If there are no errors in the form, the system displays a Confirmation/Warning screen.

Confirmation Screen

The Form N-PX Confirmation screen prompts you for confirmation prior to transmitting your submission.

Submission Acknowledgment

The Acknowledgment screen provides acknowledgment of your N-PX or N-PX/A submission transmission. Note the accession number for your records. The accession number only confirms receipt of the submission, not that it was actually accepted by EDGAR.

8.2.34 File Form N-PX Confidential Treatment Request

This section describes the process for preparing and submitting Form N-PX CTR to EDGAR for

processing.

Form N-PX CTR has the following variants (submission types):

- Form N-PX Confidential Treatment Request (N-PX CTR)
- Amendment to Form N-PX Confidential Treatment Request (N-PX CTR/A)

The following sections are applicable to submission form type N-PX CTR and its amendment:

- **Filer Information**: Information regarding the filer.
- **Cover Page** – Enables filers to provide identifying details about the filer and the filing.
- **Summary – Included Managers**: Allows the filer to provide a summary of the Institutional Managers included in the filing.
- **Documents**: Enables filers to upload the attachments necessary for the submission.
- **Signature**: Enables the authorized signatory to electronically sign and submit the form.

8.2.35 Completing a Form N-PX Confidential Treatment Request Submission

To assist you in completing a Form N-PX CTR submission, descriptions of the screens for submission form types N-PX CTR and N-PX CTR/A are included in this section.

The first step to filing an N-PX CTR form is to select the required form type on the File Form N-PX CTR screen. To navigate to this screen, select the 'File Form N-PX CTR' link on the EDGAR menu of the Filing Website. The File Form N-PX CTR screen is displayed and allows you to select the type of form you are filing.

- If you are filing a Form N-PX Confidential Treatment Request, select the "N-PX CTR: Form N-PX Confidential Treatment Request" radio button.
- If you are filing an Amendment to a Form N-PX Confidential Treatment Request, select the "N-PX CTR/A: Amendment to a Form N-PX Confidential Treatment Request (including a de novo request, if any)" radio button.
- If you want to continue working on a previously saved N-PX CTR filing, select the "Continue with any saved N-PX CTR (Stored on your computer)" radio button.

Once you select a form type on the File Form N-PX CTR screen, click [Next]. You will be directed to the Filer Information screen specific to the selected form type.

This section provides general instructions for completing and filing Form N-PX CTR. We recommend that you read this section prior to filing submission form types N-PX CTR and N-PX CTR /A. Understanding how the screens work may help you avoid commonly reported problems.

Below is a list of conventions used throughout the online form:

- Each field has a help message that provides information on how to complete a field. Some of these messages will include information on permitted formats. To view a help message, hover over the field name or question.

- Asterisks identify fields that are required.
- Unless otherwise specified, dates should be reported in the format MM/DD/YYYY. You may either type the date or choose a date from the calendar widget. Certain fields will be pre-populated based on your responses to the Filer Information screen. These fields cannot be edited (they will be grayed out).
- Only Active series and class IDs are permitted. Duplicate and Inactive series and class IDs are not allowed.
- Certain items request a State or Country. If a State is entered, the country defaults to United States.
- Certain questions permit multiple entries. Below are instructions for adding entries:
    1. Complete the first entry.
    2. Select the [Save] button to save the entry.
    3. Select the [Add] button to add more entries.
    4. To delete an entry, click the [Delete] button adjacent to the entry. A dialog box prompts you for confirmation prior to deleting the entry. Click [Yes] to delete the entry. The Confirmation dialog box closes and the deleted entry is removed from the list.

To edit an entry, click the [Edit] button adjacent to the entry. Make the required changes and save the entry.

- Throughout the filing process, you will have the ability to view the filing instructions, view and print your form, save your form to your computer, or exit the filing process. For more information on menu buttons (Save, Print, Instructions, etc.) available on the submission form type, refer to Section 8.2.2, "General Information on Online Forms."

Filer Information

The Filer Information screen allows you to enter information pertaining to the filer and filing.

Note: Filers must provide a valid Filer CIK and CCC on the Filer Information screen before entering any other data or navigating to other tabs. Based on the CIK/CCC entered, certain fields on various tabs throughout the N-PX CTR or N-PX CTR/A submission become pre-populated with information maintained in EDGAR.

Complete the fields that pertain to your filing. These fields include:

- **Filer CIK and CCC:** Enter the CIK and CCC of the filer.
- **Filer Period**: Enter the filer period date or choose a date from the calendar widget.
- **Is this a LIVE or TEST Filing?:** Select the radio button to mark the submission as a LIVE or TEST filing. The default selection for this button is LIVE. Select the "TEST" radio button if you want to submit a test filing; EDGAR will then treat the submission as a test and it will not be disseminated.
- **Is this an electronic copy of an official filing submitted in paper format?:** Select the

check box only if your submission is confirming an electronic copy of an official filing previously submitted on paper. If selected, the screen displays a field for the standard EDGAR File Number. Enter the SEC-provided file number, with a 028- prefix, in the File Number field.

- **Is this a de novo request? (Please refer to confidential treatment instruction 7.)** Select the check box if this submission is a "de novo request."
- **Submission Contact Information:** Enter the name, phone number, and e-mail address of the person you would like the SEC to contact for any questions concerning the submission. These are required fields.
- **Notification Information:**
  Notify via Filing Website only?: Select the check box if you want the acceptance or suspense messages to only be available on the EDGAR Filing website.
- **Notification E-mail Address:** If you want to notify others about the status of the filing, then enter their e-mail addresses. After you submit the filing, EDGAR will automatically send notification messages to these email addresses informing them of the filing status, i.e., whether the filing was accepted or suspended.

  To add a Notification E-mail Address:

  1. Enter the e-mail address.

  2. Select the [Save Notification Email] button to save the email address. The record is saved.

  3. If you need to add more email addresses, repeat steps 1 to 2.

  Note: If you need to delete an address, click the [Delete] button adjacent to the email address. A dialog box prompts you for confirmation prior to deleting the email address. Click [Yes] to delete the email address. The Confirmation dialog box closes and the deleted email address is removed from the list box.

Cover Page

The Cover Page allows you to provide identifying details about the filer and the filing (e.g., period date and Report Type) being submitted.

- **Name of Reporting Person**: The name of the reporting entity. This field is pre-populated from the Entity Name associated with the provided CIK number. This field is not editable on this screen.
- **Address**: The address for the entity's primary place of business. This field is pre-populated based on the provided CIK number. This field is not editable on this screen.
- **Telephone number of reporting person**: The telephone number for the entity. This field is pre-populated based on the provided CIK number. This field is not editable on this screen.

  Making Changes to Company Information: If you need to make changes to the company information maintained in EDGAR (e.g., name, address, contact information), click the

hyperlinked word “here” within ‘Changes to company information may be made here’. You will be directed to the Retrieve/Edit Data screen on a new browser window where you may modify this information maintained in EDGAR. However, the modified information will only be displayed if you exit the current session and restart the filing process.

- **Name of agent for service**: Enter the name of the agent up to 150 characters.
- **Address of Agent for Service**: Complete the required fields: Street Address 1, City, State, and Country (when State is selected, US is the default country), and Zip code. Street Address 2 is optional.
- **Reporting Period**: Select the radio button and enter the year in the YYYY format for one of the two options:
    - Report for the year ended June 30, YYYY.
    - Report for period July 1, YYYY to September 30, YYYY.
        - Note: The year in the second box will automatically populate after the year is entered in the first box.
- **SEC Investment Company Act or Form 13F File Number**: The SEC Investment Company Act or Form 13F File Number. This field is pre-populated based on the provided CIK number. This field is not editable.
- **CRD Number (if any)**: If applicable, enter the Reporting Person’s Central Registration Depository (“CRD”) number assigned by the Financial Industry Regulatory Authority’s (‘FINRA”) Central Registration Depository system or by the Investment Adviser Registration Depository system (“CRD number”).
- **Other SEC File Number**: If applicable, enter one additional file number assigned to the Reporting Person by the Commission (e.g., 801-, 8-, or 802-).
- **Legal Entity Identifier (if any)**: If applicable, enter the Reporting Person’s Legal Entity Identifier (“LEI”).
- **Report Type**:
    - You must select one of the following:
        - Institutional Manager Voting Report (if all proxy votes of this reporting manager are reported in this report)
        - Institutional Manager Notice Report (if no proxy votes are reported in this report). If this is selected, you must complete the notice report filing explanation section by selecting one of the following:
            - All proxy votes for which the manager exercised voting power are reported by other reporting persons. If this is selected, you can add the ‘List of Other Managers Reporting for this Manager’ by selecting the corresponding button.
            - The manager did not exercise voting power for any reportable voting matter and therefore does not have any proxy votes to report.

- The manager has a clearly disclosed policy of not voting and did not vote on any proxy voting matters.

- Institutional Manager Combination Report (if a portion of the proxy votes for this reporting manager are reported in this report and a portion are reported by other reporting person(s). If this is selected, the 'List of Other Managers Reporting for this Manager' section is displayed.

- **Add List of Other Persons Reporting for this Manager**: This section will only display if you selected the Institutional Manager Notice Report and the notice report filing explanation "All proxy votes for which the manager exercised voting power are reported by other reporting persons" or if you selected Institutional Manager Combination Report. This section allows you to provide the following details for the Other Persons Reporting for this Manager: Investment Company Act or Form 13F Filer Number, CRD Number (if any), Other SEC File Number (if any), LEI (if any) and Name. Select the **Add List of Other Persons Reporting for this Manager** button to add more than one other person.
- **Do you wish to provide explanatory information pursuant to Special Instruction B.4?**: Select "Yes" if you wish to provide additional explanatory information. (Defaults to "No")
- **Additional Information**: If "Yes" was selected to "Do you wish to provide explanatory information pursuant to Special Instruction B.4?," enter any additional information (up to 4000 characters).

Summary – Included Managers

The Summary – Included Managers screen allows you to provide a summary of the Included Managers.

Information about Institutional Managers

- **Number of Included Institutional Managers**: The value entered in this field must match the number of Managers listed under the 'List of Included Institutional Managers' section. If the values do not match, the system shall display an error message upon selecting "Submit." If the value entered is zero for this field, then the 'List of Included Institutional Managers' section will state "None."
- **List of Included Institutional Managers**: If this submission reports proxy votes of one or more Managers, other than the Manager filing this report, then identify each such Manager in this section.

    1. Enter the number assigned to the Included Institutional Manager in the No. field. The number assigned must be entered in sequential order and need not be consecutive.
    2. Enter the Included Manager's Form 13 File Number with a 028- prefix.
    3. Enter the CRD Number (if any).
    4. Enter the another SEC File Number (if any).
    5. Enter the LEI (if any).
    6. Enter the Name of the Included Institutional Manager.

7. Click the [Save Additional Institutional Managers] button to list additional Managers.
   Note: To add more than one Institutional Managers with respect to which this report is filed, select the "Add Institutional Managers" button and repeat steps 1 through 7.
8. Click the [Delete] button displayed next to an entry to delete an entry.

Documents

The Attach Documents List screen enables you to upload the attachments necessary for submission form types N-PX CTR and N-PX CTR/A.

The following are important notes to consider when attaching documents to a submission:

- You can upload multiple documents to an N-PX CTR and N-PX CTR/A submission.
- You can upload Proxy Voting Record, GRAPHIC, COVER, and CORRESP, and REQUEST LETTER document attachments for submission form types N-PX CTR and N-PX CTR/A.
- The Proxy Voting Record must be submitted in XML and must contain the following information:
  - The name of the issuer of the security;
  - The Council on Uniform Securities Identification Procedures ("CUSIP") number for the security;
  - The International Securities Identification Number ("ISIN") for the security;
  - The global share class Financial Instrument Global Identifier ("FIGI") for the security;
  - The shareholder meeting date;
  - An identification of the matter voted on;
  - All categories applicable to the matter voted on from the following list of categories:
    - Director elections;
    - Section 14A say-on-pay votes (examples: section 14A executive compensation, section 14A executive compensation vote frequency, section 14A extraordinary transaction executive compensation);
    - Audit-related (examples: auditor ratification, auditor rotation);
    - Investment company matters (examples: new or changed investment management agreement, assignment of investment management agreement, business development company approval of restricted securities or asset coverage ratio change, closed-end investment company issuance of shares below net asset value);

- Shareholder rights and defenses (examples: adoption or modification of a shareholder rights plan, control share acquisition provisions, fair price provisions, board classification, cumulative voting);
- Extraordinary transactions (examples: merger, asset sale, liquidation, buyout, joint venture, going private, spinoff, delisting);
- Capital structure (examples: security issuance, stock split, reverse stock split, dividend, buyback, tracking stock, adjustment to par value, authorization of additional stock);
- Compensation (examples: board compensation, executive compensation (other than Section 14A say-on-pay), board or executive anti-hedging, board or executive anti-pledging, compensation clawback 10b5-1 plans);
- Corporate governance (examples: term limits, board committee issues, size of board, articles of incorporation or bylaws, codes of ethics, approval to adjourn, acceptance of minutes);
- Environment or climate (examples: greenhouse gas (GHG) emissions, transition planning or reporting, biodiversity or ecosystem risk, chemical footprint, renewable energy or energy efficiency, water issues, waste or pollution, deforestation or land use, say-on-climate, environmental justice);
- Human rights or human capital/workforce (examples: workforce-related mandatory arbitration, supply chain exposure to human rights risks, outsourcing or offshoring, workplace sexual harassment);
- Diversity, equity, and inclusion (examples: board diversity, pay gap);
- Other social issues (examples: lobbying, political contributions or activities, data privacy, responsible tax policies, charitable contributions, consumer protection); or
- Other (along with a brief description).

o For reports filed by Funds, disclose whether the matter was proposed by the issuer or by a security holder;

o The number of shares that were voted, with the number zero ("0") entered if no shares were voted;

o The number of shares that the reporting person loaned and did not recall;

o How the shares in paragraph (i) were voted (e.g., for or against proposal, or abstain; for or withhold regarding election of directors) and, if the votes were cast in multiple manners (e.g., for and against), the number of shares voted in each manner;

o Whether the votes disclosed in paragraph (k) represented votes for or against management's recommendation;

o If applicable, identify each Institutional Manager on whose behalf this Form N-PX CTR report is being filed (other than the reporting person filing the report)

and that exercised voting power over the security by entering the number assigned to the Institutional Manager on the Summary Page;

- If applicable, identify the Series that was eligible to vote the security by providing the Series identification number listed on the Summary Page; and
- Any other information the reporting person would like to provide about the matter or how it voted.

- You can upload the GRAPHIC, COVER AND CORRESP document attachments in *.txt, *.htm, *.jpg, and *.pdf formats as applicable. EDGAR must receive all official documents in either ASCII format or HTML format (with optional JPG or GIF Graphic support files) or the submission will be suspended.
- The REQUEST LETTER is to be submitted in .pdf format only
- The maximum size of all N-PX CTR and N-PX CTR/A submissions, including all attached documents, must not exceed 200 MB. Refer to Chapter 5, "Constructing Attached Documents and Document Types" in this Volume for information on EDGAR standards for document attachments. Attaching files that do not meet these standards may cause your filing to be suspended.

Adding and Deleting a Document:

To add a document, follow the steps given below:

1. Click the [Add Document] button on the Attach Documents List screen. The Select File window is displayed.
2. Select the file you want to attach and click the [Open] button. The name of the attached file is displayed in the File Name field.

   Note: The file name must follow the EDGAR file naming standards described in Section 5.1.1, "File Naming Standards."
3. Select the document type from the values displayed in the Type field.
4. Enter a description for the attached document in the Description field. This field is optional and allows you to include up to 255 characters.
5. If you want to add multiple attachments, repeat steps 1 through 4.

To delete a document, follow the steps given below:

1. Select the check box adjacent to the document you want to delete and click the [Delete Document] button. A window prompts you to confirm that you want to delete the document
2. Click the [Yes] button to confirm deletion. EDGAR removes the document from the submission.
3. Click the [Yes] button to confirm deletion. EDGAR removes the document from the submission.

Moving a Document Up and Down

To move a document up, follow the steps given below:

1. Select the check box adjacent to the document that you wish to move up on the screen.
2. Click the [Move Doc Up] button to move the selected document up one row.

To move a document down, follow the steps given below:

1. Select the check box adjacent to the document that you wish to move down on the screen.
2. Click the [Move Doc Down] button to move the selected document down one row.

Before you transmit your submission, we recommend that you validate your document attachments.

Validating a Document

You can validate the document for errors by using the Doc Validation function.

1. Attach your documents to the EDGAR submission as described above.
2. Select the check box for the document you want to validate.
3. Click the [Validate Document] button.

   If there are no errors in the document, then the Errors field displays a value of zero. Proceed to step 6.

   If there are errors in the document, then the Errors field displays a value that corresponds to the number of errors in the document. Proceed to step 4.
4. Click the value in the Errors field for the document that contains errors. A Document Validation window opens and lists the errors in the document.
5. Correct any document errors using the tool that you used to create the document.
6. Transmit your submission, once your submission has been compiled and validated.

   Note: Clicking the check box next to the File Name field will automatically select all attachments for this submission. Clicking the check box next to the File Name field again will automatically de-select all selected attachments for this submission.

   The system validates the form to ensure that you have completed all Items. If there are errors in the form, a 'red x' icon is displayed on the tabs that contain incomplete or invalid information. You must complete any missing information and correct any errors before re-submitting your form to EDGAR. If there are no errors in the form, the system displays a Confirmation/Warning screen. This screen prompts you for confirmation prior to transmitting your submission.

Signature

This screen identifies the person signing this report on behalf of the Reporting Person.

- **Reporting Person:** The name of the reporting entity. This field is pre-populated from the Entity Name associated with the provided CIK number. This field is not editable.
- **By (Signature):** Enter the name of the person signing the form.
- **By (Printed Signature):** This field will automatically populate as the information is entered in the "By (Signature) field.

- **By (Title):** Enter the title of the person signing the form.
- **By (Printed Title):** This field will automatically populate as the information is entered in the "By (Signature) field.
- **Date:** Enter the date in MM/DD/YYYY format or choose a date from the calendar widget
- **Add Additional Signatures:** Add any additional signatures (up to a total of five signatures) for each submission.

Form N-PX CTR Submission

When you have completed and saved the form and are ready to submit the filing, click the [Submit] button at the top of the screen.

The system validates the form to ensure that you have completed all Items. If there are errors in the form, a 'red x' icon is displayed on the tabs that contain incomplete or invalid information. You must complete any missing information and correct any errors before re-submitting your form to EDGAR. If there are no errors in the form, the system displays a Confirmation/Warning screen.

Confirmation Screen

The Form N-PX CTR Confirmation screen prompts you for confirmation prior to transmitting your submission.

Submission Acknowledgment

The Acknowledgment screen provides acknowledgment of your N-PX CTR or N-PX CTR/A submission transmission. Note the accession number for your records. The accession number only confirms receipt of the submission, not that it was actually accepted by EDGAR.

8.2.36 File Form N-CR

This section describes the process for preparing and submitting Form N-CR to EDGAR for processing.

Form N-CR has the following variants (submission types):

- Current Report Money Market Fund Material Events (N-CR)
- Amendment to Current Report Money Market Fund Material Events (N-CR/A)

The following sections are applicable to submission form type N-CR and its amendment:

- **Filer Information**: Information regarding the filer. In this section the filer will also identify itself with the applicable Filer Investment Company Type.
- **Series/Classes Information**: Enables investment company filers to enter series and class information for Investment Company Types N-1A and N-3.
- **Part A:** Enables filers to provide general information about the filer and filing.
- **Part B:** Enables filers to provide information on a default or event of insolvency of portfolio security issuer.
- **Part C:** Enables filers to provide information on the provision of financial support to the

fund.

- **Part D:** Enables filers to enter information on the deviation between the current net asset value per share and the intended stable price per share.
- **Part E:** Enables filers to enter information on a liquidity threshold event.
- **Part F:** Enables filers to enter an optional disclosure.
- **Signature**: Enables the authorized signatory to electronically sign and submit the form.
- **Documents**: Enables filers to upload the attachments necessary for the submission.

8.2.37 Completing a Form N-CR Submission

To assist you in completing a Form N-CR submission, descriptions of the screens for submission form types N-CR and N-CR/A are included in this section.

The first step to filing an N-CR form is to select the required form type on the File Form N-CR screen. To navigate to this screen, select the 'File Form N-CR' link on the EDGAR menu of the Filing Website. The File Form N-CR screen is displayed and allows you to select the type of form you are filing.

- If you are filing a Current Report Money Market Fund Material Events filed on Form N-CR, select the "N-CR: Current Report Money Market Fund Material Events" radio button.
- If you are filing an Amendment to Current Report Money Market Fund Material Events filed on Form N-CR, select the "N-CR: Amendment to Current Report Money Market Fund Material Events" radio button.
- If you want to continue working on a previously saved N-CR filing, select the "Continue with any saved N-CR (Stored on your computer)" radio button.

Once you select a form type on the File Form N-CR screen, click [Next]. You will be directed to the Filer Information screen specific to the selected form type.

This section provides general instructions for completing and filing Form N-CR. We recommend that you read this section prior to filing submission form types N-CR and N-CR/A. Understanding how the screens work may help you avoid commonly reported problems.

Below is a list of conventions used throughout the online form:

- Each field has a help message that provides information on how to complete a field. Some of these messages will include information on permitted formats. To view a help message, hover over the field name or question.
- Asterisks identify fields that are required.
- Unless otherwise specified, dates should be reported in the format MM/DD/YYYY. You may either type the date or choose a date from the calendar widget.
- Certain fields will be pre-populated based on your responses to the Filer Information screen. These fields cannot be edited (they will be grayed out).
- Only Active series and class IDs are permitted. Duplicate and Inactive series and class IDs are not allowed.
- Certain questions permit multiple entries. Below are instructions for adding entries:

1. Complete the first entry.
2. Select the [Save] button to save the entry.
3. Select the [Add] button to add more entries.
4. To delete an entry, click the [Delete] button adjacent to the entry. A dialog box prompts you for confirmation prior to deleting the entry. Click [Yes] to delete the entry. The Confirmation dialog box closes and the deleted entry is removed from the list.

   To edit an entry, click the [Edit] button adjacent to the entry. Make the required changes and save the entry.

- Throughout the filing process, you will have the ability to view the filing instructions, view and print your form, save your form to your computer, or exit the filing process. For more information on menu buttons (Save, Print, Instructions, etc.) available on the submission form type, refer to Section 8.2.2, "General Information on Online Forms."

Filer Information

The Filer Information screen allows you to enter information pertaining to the filer and filing.

Note: Filers must provide a valid Filer CIK and CCC on the Filer Information screen before entering any other data or navigating to other tabs. Based on the CIK/CCC entered, certain fields on various tabs throughout the N-CR or N-CR/A submission become pre-populated with information maintained in EDGAR.

The tabs on the left side of the screen will vary depending on the filer selection from the "Filer Investment Company Type" drop-down list. Only tabs that apply to the chosen type will appear.

Complete the fields that pertain to your filing. These fields include:

- **Filer CIK and CCC**: Enter the CIK and CCC of the filer.
- **Date of report:** Enter the date or choose a date from the calendar widget.
- **Filer Investment Company Type:** Select the drop-down list to view the following options:
  - Click the drop-down list to display the list of filer investment company types and select the correct type from the list. The options are:
    - Form N-1A Filer (Mutual Fund)
    - Form N-3 Filer (Separate Account Registered as Open-End Management Investment Company)

Note: The tabs displayed on the left side of the screen will vary depending on investment company type chosen by the filer.

- **Is this a LIVE or TEST Filing?**: Select the radio button to mark the submission as a LIVE or TEST filing. The default selection for this button is LIVE. Select the "TEST" radio button if you want to submit a test filing; EDGAR will then treat the submission as a test and it will not be disseminated.
- **Is this an electronic copy of an official filing submitted in paper format?**: Select the

check box only if your submission is confirming an electronic copy of an official filing previously submitted on paper. If selected, the screen displays a field for the standard EDGAR File Number. Enter the SEC-provided file number, with a 811- or 816- prefix, in the File Number field.

- **Submission Contact Information**: Enter the name, phone number, and e-mail address of the person you would like the SEC to contact for any questions concerning the submission.

Notification Information:

- **Notify via Filing Website only?**: Select the check box if you want the acceptance or suspense messages to only be available on the EDGAR Filing website.

- **Notification E-mail Address**: If you want to notify others about the status of the filing, then enter their e-mail addresses. After you submit the filing, EDGAR will automatically send notification messages to these email addresses informing them of the filing status, i.e., whether the filing was accepted or suspended.

  To add a Notification E-mail Address:

  1. Enter the e-mail address.

  2. Select the [Save Notification Email] button to save the email address. The record is saved.

  3. If you need to add more email addresses, repeat steps 1 to 2.

Note: If you need to delete an address, click the [Delete] button adjacent to the email address. A dialog box prompts you for confirmation prior to deleting the email address. Click [Yes] to delete the email address. The Confirmation dialog box closes and the deleted email address is removed from the list box.

If the selected Filer Investment Company Type is N-1A or N-3, the [Next] button navigates you to the "Series/Classes Information" screen. Once the [Next] button is selected on the "Series/Classes Information" screen the "Part A" screen is displayed.

Series/Classes Information

The Series/Classes Information screen is only displayed if you select N-1A or N-3 as the Filer Investment Company Type (ICT) on the Filer Information screen.

The data entry conventions for the Series/Classes Information screen are as follows, and differ based on the ICT selected:

- **Series ID:** Enter the SEC-supplied series identifier, which starts with an "S," followed by nine digits.
- **All Classes?:** Select this check box if the filing is being made for all classes of that series.

- **Class ID:** Select the [Add Class ID] button to add a Class ID. Enter the SEC-supplied class identifier, which starts with a "C," followed by nine digits.
    - Select the [Edit] button to edit the Class ID previously entered.
    - Select the [Delete] button to delete a Class ID previously entered.
    - Select the [Save Class ID] button to save the Class ID.

Part A

Part A allows you to provide general information and identifying details about the filer and the filing being submitted.

- **A.1 Date of report:** Enter the date of the report. Future dates are not permitted. All dates must be between 01/01/1980 and 12/31/2050.
- **A.2 Name of registrant:** Enter the name of registrant up to 150 characters.
- **A.3 CIK Number of registrant:** This field is pre-populated with the CIK Number entered in the header at the beginning of the filing process and is not editable.
- **A.4 LEI of registrant:** Enter the 20-character LEI of the registrant. This field is required for N-1A and N-3 ICTs.
- **A.5 Name of series:** Enter the series name up to 150 characters. This field is required for N-1A and N-3 ICTs.
- **A.6 EDGAR Series Identifier:** Enter the complete series identification number. This field is required for N-1A and N-3 ICTs.
- **A.7 LEI of series:** Enter the series 20-character LEI. This field is required for N-1A and N-3 ICTs.
- **A.8 Securities Act File Number:** Enter the filer's Securities Act file number (beginning with "002-," "033-" or "333-").
- **A.9 Name:** Enter the name of the person to contact if there are questions about the submission.
- **E-mail Address:** Enter the email address of the contact person for this filing. Must be in standard internet address format and include one "@" and one "." after the "@".
- **Phone Number:** Enter the phone number of the contact person. Hyphens may be included to improve readability.

Part B

Part B allows you to provide information on a default or event of insolvency of portfolio security issuer.

- **B.1 Name of the issuer:** Enter the name of the issuer up to 150 characters. When any item in B.1-B.4 is completed, this is a mandatory field.
- **Title of the issue:** Enter the title of the issue up to 200 characters. When any item in B.1-B.4 is completed, this is a mandatory field.
- **Coupon:** Enter a value that is 25 characters or less. Acceptable values include (0-9), a decimal point, a negative sign (-) at the beginning of the input, if necessary. For example, a coupon/yield that represents $3.25 per $100 per annum should be written as .0325.
- **Yield:** Enter a value that is 25 characters or less. Acceptable values include (0-9), a

decimal point, a negative sign (-) at the beginning of the input, if necessary. For example, a coupon/yield that represents $3.25 per $100 per annum should be written as .0325.

- Select the [Add Security Identifier] button to begin entering security identifier information.
- Select the [Identifier Type] drop down to choose one of the identifier types on the list (CIK, CUSIP, FIGI, INTERNAL ID, ISIN, LEI, or OTHER). After saving the security identifier, you may add up to 4 additional security identifiers.
    - **CIK:** Enter an EDGAR CIK Number, up to 10 characters.
    - **CUSIP:** Enter the 9-character CUSIP.
    - **FIGI:** Enter a 12-character FIGI.
    - **INTERNAL ID:** Enter the Internal ID number. 1 to 20 characters allowed.
    - **ISIN:** Enter a 12-character ISIN.
    - **LEI:** Enter a 20-character LEI.
    - **OTHER:** Enter another ID associated with the security. 1 to 20 characters allowed.
- **Identifier Description:** Enter a description of the "OTHER" ID. This is required only if you have chosen and entered an "OTHER" ID type above.
- Select the [Save Security Identifier] button to save the security identifier information entered.
- Select the [Cancel] button to cancel and exit from the security identifier repeatable set.
- Select the [Edit] button to edit the security identifier entered.
- Select the [Delete] button to delete the security identifier entered.
- **B.2 Date(s) on which the default(s) or Event(s) of Insolvency occurred:** Enter date on which the default or event of insolvency occurred. Future dates are not permitted. All dates must be between 01/01/1980 and 12/31/2050. When any item in B.1-B.4 is completed, this is a mandatory field.
- **B.3 Value of affected security or securities on the date(s) on which the default(s) or event(s) of insolvency occurred:** Enter the value of the affected security on the date on which the default or event of insolvency occurred. When any item in B.1-B.4 is completed, this is a mandatory field.
- **B.4 Percentage of the fund's total assets represented by the affected security or securities:** Enter the percentage of the fund's total assets represented by the affected security as a decimal. All responses must include four digits after the decimal point. For example, 1% should be entered as .0100. When any item in B.1-B.4 is completed, this is a mandatory field.
- Select the [Save Security Information] button to save the security information previously entered.
- Select the [Cancel] button to cancel and exit from the security information repeatable set.
- Select the [Edit] button to edit the security information entered.
- Select the [Delete] button to delete the security information entered.
- **B.5 Brief description of actions fund plans to take, or has taken, in response to the default(s) or event(s) of insolvency:** Enter a brief description of actions the fund plans to take, or has taken, in response to the default(s) or event(s) of insolvency.

Part C

Part C allows you to provide information on the provision of financial support to the fund.

- **C.1 Description of nature of support:** Describe the nature of the support. When any item in C.1-C.5 is completed, this is a mandatory field.
- **C.2 Person providing support:** Enter the name of the person providing support. When any item in C.1-C.5 is completed, this is a mandatory field.
- **C.3 Brief description of relationship between the person providing support and the fund:** Briefly describe the relationship between the person providing support and the fund. When any item in C.1-C.5 is completed, this is a mandatory field.
- **C.4 Date support provided:** Enter date on which the support was provided. Future dates are not permitted. All dates must be between 01/01/1980 and 12/31/2050. When any item in C.1-C.5 is completed, this is a mandatory field.
- **C.5 Amount of support:** Enter amount of support. When any item in C.1-C.5 is completed, this is a mandatory field.
- **C.6 Name of the issuer:** Enter the name of the issuer up to 150 characters. When any item in C.6-C.7 is completed, this is a mandatory field.
- **Title of the issue:** Enter the title of the issue up to 200 characters. When any item in C.6-C.7 is completed, this is a mandatory field.
- **Coupon:** Enter a value that is 25 characters or less. Acceptable values include (0-9), a decimal point, a negative sign (-) at the beginning of the input, if necessary. For example, a coupon/yield that represents $3.25 per $100 per annum should be written as .0325.
- **Yield:** Enter a value that is 25 characters or less. Acceptable values include (0-9), a decimal point, a negative sign (-) at the beginning of the input, if necessary. For example, a coupon/yield that represents $3.25 per $100 per annum should be written as .0325.
- **Date the fund acquired the security:** Enter date on which the security was acquired. Future dates are not permitted. All dates must be between 01/01/1980 and 12/31/2050. When any item in C.6-C.7 is completed, this is a mandatory field.
- Select the [Add Security Identifier] button to begin entering security identifier information.
- Select the [Identifier Type] drop down to choose one of the identifier types on the list (CIK, CUSIP, FIGI, INTERNAL ID, ISIN, LEI, or OTHER). After saving the security identifier, you may add up to 4 additional security identifiers.
    - **CIK:** Enter an EDGAR CIK Number, up to 10 characters.
    - **CUSIP:** Enter the 9-character CUSIP.
    - **FIGI:** Enter a 12-character FIGI.
    - **INTERNAL ID:** Enter the Internal ID number. 1 to 20 characters allowed.
    - **ISIN:** Enter a 12-character ISIN.
    - **LEI:** Enter a 20-character LEI.
    - **OTHER:** Enter another ID associated with the security. 1 to 20 characters allowed.
- **Identifier Description:** Enter a description of the “OTHER” ID. This is required only if you have chosen and entered an “OTHER” ID type above.
- Select the [Save Security Identifier] button to save the security identifier information entered.
- Select the [Cancel] button to cancel and exit from the security identifier repeatable set.

- Select the [Edit] button to edit the security identifier entered.
- Select the [Delete] button to delete the security identifier entered.
- **C.7 Value of security supported on date support was initiated (if applicable):** Enter the value of the security supported on the date the support was initiated. When any item in C.6-C.7 is completed, this is a mandatory field.
- Select the [Save Security Information] button to save the security information previously entered.
- Select the [Cancel] button to cancel and exit from the security information repeatable set.
- Select the [Edit] button to edit the security information entered.
- Select the [Delete] button to delete the security information entered.
- **C.8 Brief description of reason for support:** Enter a brief description of the reason for support.
- **C.9 Term of support:** Enter the term of support.
- **C.10 Brief description of any contractual restrictions relating to support:** Briefly describe any contractual restrictions relating to support.

Part D

Part D allows you to enter information on the deviation between the current net asset value per share and the intended stable price per share.

- **D.1 Date(s) on which such downward deviation exceeded ¼ of 1 percent:** Enter the date on which such downward deviation exceeded ¼ of 1 percent. Future dates are not permitted. All dates must be between 01/01/1980 and 12/31/2050. Required only if D.2 is answered.
- **D.2 Extent of deviation between the fund's current net asset value per share and its intended stable price per share:** Enter the extent of the deviation between the fund's current net asset value per share and its intended stable price per share. Required only if D.1 is answered.
- **D.3 Principal reason or reasons for the deviation. If any security whose value calculated using available market quotations (or an appropriate substitute that reflects current market conditions) or sale price, or whose issuer's downgrade, default, or event of insolvency has contributed to the deviation, provide information about each security below.:** Enter the principal reason or reasons for the deviation.
- **Name of the issuer:** Enter the name of the issuer up to 150 characters.
- **Title of the issue:** Enter the title of the issue up to 200 characters.
- **Coupon:** Enter a value that is 25 characters or less. Acceptable values include (0-9), a decimal point, a negative sign (-) at the beginning of the input, if necessary. For example, a coupon/yield that represents $3.25 per $100 per annum should be written as .0325.
- **Yield:** Enter a value that is 25 characters or less. Acceptable values include (0-9), a decimal point, a negative sign (-) at the beginning of the input, if necessary. For example, a coupon/yield that represents $3.25 per $100 per annum should be written as .0325.
- Select the [Add Security Identifier] button to begin entering security identifier information.
- Select the [Identifier Type] drop down to choose one of the identifier types on the list (CIK, CUSIP, FIGI, INTERNAL ID, ISIN, LEI, or OTHER). After saving the security

identifier, you may add up to 4 additional security identifiers.
    - **CIK:** Enter an EDGAR CIK Number, up to 10 characters.
    - **CUSIP:** Enter the 9-character CUSIP.
    - **FIGI:** Enter a 12-character FIGI.
    - **INTERNAL ID:** Enter the Internal ID number. 1 to 20 characters allowed.
    - **ISIN:** Enter a 12-character ISIN.
    - **LEI:** Enter a 20-character LEI.
    - **OTHER:** Enter another ID associated with the security. 1 to 20 characters allowed.
- **Identifier Description:** Enter a description of the "OTHER" ID. This is required only if you have chosen and entered an "OTHER" ID type above.
- Select the [Save Security Identifier] button to save the security identifier information entered.
- Select the [Cancel] button to cancel and exit from the security identifier repeatable set.
- Select the [Edit] button to edit the security identifier entered.
- Select the [Delete] button to delete the security identifier entered.
- Select the [Save Security Information] button to save the security information previously entered.
- Select the [Cancel] button to cancel and exit from the security information repeatable set.
- Select the [Edit] button to edit the security information entered.
- Select the [Delete] button to delete the security information entered.

Part E

Part E allows you to enter information on a liquidity threshold event.

- **E.1 Initial date on which the fund invested less than 25% of its total assets in weekly liquid assets, if applicable.:** Enter initial date on which the fund invested less than 25% of its total assets in weekly liquid assets. Future dates not permitted. All dates must be between 01/01/1980 and 12/31/2050. Either E.1 or E.2 must be filled in if either field of E.3 is completed.
- **E.2 Initial date on which the fund invested less than 12.5% of its total assets in daily liquid assets, if applicable:** Enter initial date on which the fund invested less than 12.5% of its total assets in daily liquid assets. Future dates not permitted. All dates must be between 01/01/1980 and 12/31/2050. Either E.1 or E.2 must be filled in if either field of E.3 is completed.
- **E.3 Percentage of the fund's total assets invested in weekly liquid assets as of any dates reported in Items E.1 or E.2:** Enter the percentage of the fund's total assets invested in weekly liquid assets as of any dates reported in Items E.1 or E.2. as a decimal. All responses must include four digits after the decimal point. For example, 1% should be entered as .0100. Required if filer responded to E.1 or E.2.
- **Percentage of the fund's total assets invested in daily liquid assets as of any dates reported in Items E.1 or E.2:** Enter the percentage of the fund's total assets invested in daily liquid assets as of any dates reported in Items E.1 or E.2. as a decimal. All responses must include four digits after the decimal point. For example, 1% should be entered as .0100. Required if filer responded to E.1 or E.2.

- **E.4 Brief description of the facts and circumstances leading to the fund investing less than 25% of its total assets in weekly liquid assets or less than 12.5% of its total assets in daily liquid assets, as applicable:** Briefly describe the facts and circumstances leading to the fund investing less than 25% of its total assets in weekly liquid assets or less than 12.5% of its total assets in daily liquid assets.

Part F

Part F allows you to enter an optional disclosure.

- **F.1 Optional disclosure:** A fund may optionally disclose any other events or information not otherwise required by this form in this space.

Signature

This screen identifies the person signing this report as the Registrant.

- **Registrant**: Enter the name of the Registrant.
- **Signature**: Type the signature of the person signing this form.
- **Title**: Enter the title of the person signing this form.
- **Date**: Enter a signature date in the MM/DD/YYYY format or choose a date from the calendar widget.

Documents

The Attach Documents List screen enables you to upload the attachments necessary for submission form types N-CR and N-CR/A.

The following are important notes to consider when attaching documents to a submission:

- No documents are required for successful submission of Forms N-CR and N-CR/A.
- Any document can be added for reference purposes.
- You can upload multiple documents to an N-CR and N-CR/A submission.
- You can upload GRAPHIC, COVER, and CORRESP document attachments for submission form types N-CR and N-CR/A.
- You can upload the COVER AND CORRESP document attachments in *.txt, *.htm, *.html, and *.pdf formats as applicable.
- You can upload the GRAPHIC document attachments in *.gif, *.jpg, and *.jpeg formats as applicable.
- COVER documents will be disseminated. CORRESP and GRAPHIC documents will not be disseminated.
- The maximum size of all N-CR and N-CR/A submissions, including all attached documents, must not exceed 200 MB. Refer to Chapter 5, “Constructing Attached Documents and Document Types” in this Volume for information on EDGAR standards for document attachments. Attaching files that do not meet these standards may cause your filing to be suspended.

Adding and Deleting a Document:

To add a document, follow the steps given below:

1. Click the [Add Document] button on the Attach Documents List screen. The Select File window is displayed.
2. Select the file you want to attach and click the [Open] button. The name of the attached file is displayed in the File Name field.

   Note: The file name must follow the EDGAR file naming standards described in Section 5.1.1, "File Naming Standards."

3. Select the document type from the values displayed in the Type field.
4. Enter a description for the attached document in the Description field. This field is optional and allows you to include up to 255 characters.
5. If you want to add multiple attachments, repeat steps 1 through 4.

To delete a document, follow the steps given below:

1. Select the check box adjacent to the document you want to delete and click the [Delete Document] button. A window prompts you to confirm that you want to delete the document
2. Click the [Yes] button to confirm deletion. EDGAR removes the document from the submission.
3. Click the [Yes] button to confirm deletion. EDGAR removes the document from the submission.

Moving a Document Up and Down

To move a document up, follow the steps given below:

1. Select the check box adjacent to the document that you wish to move up on the screen.
2. Click the [Move Doc Up] button to move the selected document up one row.

To move a document down, follow the steps given below:

1. Select the check box adjacent to the document that you wish to move down on the screen.
2. Click the [Move Doc Down] button to move the selected document down one row.

Before you transmit your submission, we recommend that you validate your document attachments.

Validating a Document

You can validate the document for errors by using the Doc Validation function.

1. Attach your documents to the EDGAR submission as described above.
2. Select the check box for the document you want to validate.
3. Click the [Validate Document] button.
   If there are no errors in the document, then the Errors field displays a value of zero. Proceed to step 6.

   If there are errors in the document, then the Errors field displays a value that corresponds to the number of errors in the document. Proceed to step 4.

4. Click the value in the Errors field for the document that contains errors. A Document Validation window opens and lists the errors in the document.
5. Correct any document errors using the tool that you used to create the document.
6. Transmit your submission, once your submission has been compiled and validated. Note: Clicking the check box next to the File Name field will automatically select all attachments for this submission. Clicking the check box next to the File Name field again will automatically de-select all selected attachments for this submission.

   The system validates the form to ensure that you have completed all Items. If there are errors in the form, a 'red x' icon is displayed on the tabs that contain incomplete or invalid information. You must complete any missing information and correct any errors before re-submitting your form to EDGAR. If there are no errors in the form, the system displays a Confirmation/Warning screen. This screen prompts you for confirmation prior to transmitting your submission.

Form N-CR Submission

When you have completed and saved the form and are ready to submit the filing, click the [Submit] button at the top of the screen. The system validates the form to ensure that you have completed all Items. If there are errors in the form, a 'red x' icon is displayed on the tabs that contain incomplete or invalid information. You must complete any missing information and correct any errors before re-submitting your form to EDGAR. If there are no errors in the form, the system displays a Confirmation/Warning screen.

Confirmation Screen

The Form N-CR Confirmation screen prompts you for confirmation prior to transmitting your submission.

Submission Acknowledgment

The Acknowledgment screen provides acknowledgment of your N-CR or N-CR/A submission transmission. Note the accession number for your records. The accession number only confirms receipt of the submission, not that it was actually accepted by EDGAR.

8.2.38 File Forms SBSEF, SBSEF-CCO, SBSEF-FIN-QTR, and SBSEF-FIN-REQ

This section describes the general process for preparing and submitting the forms listed below to EDGAR, pursuant to Regulation SE at 17 CFR 242.800 through 242.835 (Rules 800 through 835).

Form SBSEF submission form types:

- Application for Registration of Security-based Swap Execution Facility (SBSEF)
- Amendment to Application for Registration of Security-based Swap Execution Facility (SBSEF/A)
- Request for Withdrawal of Application for Registration (SBSEF-W)
- Request for Vacation of Registration (SBSEF-V)

SBSEF Compliance Officer Report submission form types:

- Chief Compliance Officer's Annual Compliance Report (SBSEF-CCO-RPT)
- Amendment to Chief Compliance Officer's Annual Compliance Report (SBSEF-CCO-RPT/A)

SBSEF Financial Resource Report submission form types:

- Quarterly Financial Resource Report (SBSEF-FIN-QTR)
- Amendment to Quarterly Financial Resource Report (SBSEF-FIN-QTR/A)

Form SBSEF-FIN-REQ submission form types:

- Financial Resource Report Submitted Pursuant to Commission Request (SBSEF-FIN-REQ)
- Amendment to Financial Resource Report Submitted Pursuant to Commission Request (SBSEF-FIN-REQ/A)

8.2.38.1 General Instructions for Preparing and Filing Forms SBSEF, SBSEF-CCO, SBSEF-FIN-QTR, and SBSEF-FIN-REQ

- Applicants must select the "File SBSEF Forms" link on the EDGAR Filing Website to submit form types SBSEF, SBSEF/A, SBSEF-W, and SBSEF-V.
- Applicants must select the SBSEF-CCO-RPT, SBSEF-CCO-RPT/A, SBSEF-FIN-QTR, SBSEF-FIN-QTR/A, SBSEF-FIN-REQ, and SBSEF-FIN-REQ/A links on the EDGARLink Online Submission Type Selection screen to file these submission types. These submission form types are prepared using the EDGARLink Online application. For instructions on how to prepare and file EDGARLink Online forms, refer to Section 7.3, "Preparing Your EDGARLink Online Submission."
- Applicants can submit filer-constructed XML submissions via the "Transmit" link on the EDGAR Filing Website.
  - Applicants can construct XML submissions for submission types SBSEF, SBSEF/A, SBSEF-W, and SBSEF-V by following the "EDGAR SBSEF XML Technical Specification" document available on the SEC's Public Website (https://www.sec.gov/submit-filings/technical-specifications).
  - Applicants can construct XML submissions for submission types SBSEF-CCO-RPT, SBSEF-CCO-RPT/A, SBSEF-FIN-QTR, SBSEF-FIN-QTR/A, SBSEF-FIN-REQ, and SBSEF-FIN-REQ/A by following the "EDGARLink Online XML Technical Specification" document available on the SEC's Public Website (https://www.sec.gov/submit-filings/technical-specifications).
- When completing Form SBSEF, a valid filer CIK and CCC must be entered on the "Filer Information" screen before entering any other data or navigating to other screens. Based on the CIK/CCC entered, certain fields on the "Application Information" and "General Information" screens are pre-populated with information maintained in EDGAR. The applicant will have the ability to amend any form data that is inaccurate or outdated.

- Exhibits are listed in Section 3.17, "Document Type Values for Exhibits Filed with Form SBSEF," of the "How Do I Understand Automated Conformance Rules for EDGAR Data Fields" webpage on SEC.gov (https://www.sec.gov/edgar/automated-conformance-rules).
- Applicants submitting form type SBSEF/A must verify that all information, including unamended information is true, current, and complete. Applicants must amend the items, as needed, and attach applicable exhibits.
- Applicants submitting form type SBSEF/A must first have submitted an accepted Form SBSEF. When submitting form type SBSEF/A, applicants must indicate which items have been amended since their last Form SBSEF submission.
- Applicants may view instructions, print, save, or exit the form by using the menu buttons displayed on the upper right corner of the screen. (For more information on menu buttons, refer to Section 8.2.2, "General Information on Online Forms" in this volume).

8.2.38.2 Requesting Confidentiality

The "Confidentiality Requested" checkboxes throughout the form allow applicants to notify the SEC that they are making specific information subject to a separate confidential treatment request, pursuant to Rule 24b-2 (17 CFR 240.24b-2). By default, the "Confidentiality Requested" check box is not selected.

- **For the "Application Information" screen and for questions 1, 2, and 3 on the "General Information (1-5)" screen:** When the "Confidentiality Requested" box is checked, the SEC is notified that the applicant would like to make this information confidential. EDGAR will not disseminate the data provided to the public.
- **For questions 4-5 on the "General Information (1-5)" screen, questions 6-9 on the "General Information (6-9)" screen, all SBSEF "Exhibit" screens, and the "Signature" screen:** When the "Confidentiality Requested" box is checked, the SEC is notified that the applicant would like to make this information confidential. Regardless of whether you check the checkbox, for this question, EDGAR will not disseminate the data provided to the public.
- **For the "Other Exhibits" screen:** When the "Confidentiality Requested" box is checked, the SEC is notified that the applicant would like to make this information confidential.
    - For **PDF exhibits**, applicants should upload two versions:
        - **One complete version** of the exhibit with the "Confidentiality Requested" checkbox checked. EDGAR will not disseminate this version to the public.
        - **One redacted version** without checking the "Confidentiality Requested" checkbox. EDGAR will disseminate the redacted versions of Exhibits G, M, and the Transmittal Letter to the public. EDGAR will not disseminate any other PDF exhibits to the public.
    - **For iXBRL exhibits**, applicants should use the inline XRBL functionality to redact any information they want to keep confidential. Unless the Commission disapproves the confidential treatment request, only the redacted version of Exhibits C and L will be disseminated to SEC.gov and the other iXBRL exhibits

will not be disseminated. Clicking the "Confidentiality Requested" checkbox will prevent dissemination of the complete iXBRL file. If applicants use this functionality, they should upload a second (redacted) iXBRL file for public dissemination without clicking the "Confidentiality Requested" checkbox for that file.

Note: Regardless of whether the "Confidentiality Requested" box is checked, applicants who wish to request that information be treated confidentially must follow the procedures in Rule 24b-2 (17 CFR 240.24b-2).

8.2.39 Completing Form SBSEF

The "File Form SBSEF" link in the menu on the left side of the EDGAR Filing website opens the "File SBSEF Forms" landing page. From the landing page, applicants can select from submission form types SBSEF, SBSEF/A, SBSEF-W, and SBSEF-V. Applicants submitting any SBSEF form type must provide answers to all applicable items and include, as exhibits, all the necessary documents.

To assist applicants, a comprehensive description of each screen is below. Information relevant to submitting SBSEF form types is also provided.

8.2.39.1 Selecting Submission Form Type

The "File SBSEF Forms" landing page screen allows applicants to select the SBSEF form type they wish to submit.

1. Select one of the following options from the "File SBSEF Forms" landing page:
    a. Select **"Application for Registration of Security-based Swap Execution Facility (SBSEF)"** to apply for SBSEF registration.
    b. Select **"Amendment to Application for Registration of Security-based Swap Execution Facility (SBSEF/A)"** to amend an existing SBSEF registration application prior to full registration.
    c. Select **"Request for Withdrawal of Application for Registration (SBSEF-W)"** to file a request to withdraw a pending SBSEF registration application.
    d. Select **"Request for Vacation of Registration (SBSEF-V)"** to request to vacate an effective SBSEF registration.
    e. Select **"Continue with any saved SBSEF Form (Stored on your computer)"** to continue working on a previously saved form that is stored on your computer.
2. Click the **"Next"** button, then the "Filer Information" screen specific to the selected form type will display.

8.2.39.2 Filer Information

The "Filer Information" screen allows an applicant to enter information pertaining to their SBSEF registration application. The screen header displays the form type that was selected on the "File SBSEF Forms" landing page.

The following are the data entry conventions for the "Filer Information" screen:

- **Filer CIK:** This field allows a maximum of 10 numeric characters. When fewer than 10 characters are entered, the field will be pre-filled with zeroes.

- **Filer CCC**: The CIK confirmation code is 8 characters, at least one of which must be a numeral and at least one must be @, #, $, or *. This field is case-sensitive.

- **Is this a LIVE or TEST Filing?**: Select the radio button to mark the submission as a LIVE or TEST filing. When "TEST" is selected, EDGAR will treat the submission as a test that will not be disseminated.

- **Submission Contact Information**:
    - **Name:** Identifies a person to contact if there are questions about the filing. This field allows a maximum of 150 characters.
    - **Phone Number:** Phone number of the contact person. This field allows a maximum of 20 alphanumeric characters. Hyphens may be included to improve readability.
    - **E-mail Address:** Enter the e-mail address of the contact person. This field must be in standard Internet address format. This field allows a maximum of 80 characters.

- **Notify via Filing website only?**: Select the checkbox to download the filing status notification from the EDGAR Filing Website (i.e., whether the submission was accepted or suspended). If this option is selected, EDGAR will not send status notifications via e-mail.

- **Notification E-mail Address**: To notify others about the status of the filing, enter their e-mail addresses. A maximum of three addresses may be added by clicking the "Add" button. After Form SBSEF is submitted, EDGAR will automatically send status notifications to these e-mail addresses (i.e., whether the submission was accepted or suspended).

8.2.39.3 Effective Date (Submission Form Type SBSEF-V Only)

Submission form type SBSEF-V includes an "Effective Date" screen that contains the following required field:

- **Effective Date (SBSEF-V):** For requests to vacate an effective SBSEF registration, enter the date that the vacation is requested to take effect. The date entered must be at least 90 days from the date the SBSEF-V form is submitted.

8.2.39.4 Application Information

The "Application Information" screen for Form SBSEF displays information about the applicant's identity and the address of its principal executive offices.

- **Exact Name of Applicant as Specified in Charter:** Displays the name of the applicant as specified in the charter. This field is pre-populated from the Entity Name associated with the CIK entered at the beginning of the filing process and is not editable.

- **Address of Principal Executive Offices**: Displays the address of the applicant's principal executive offices. These fields are pre-populated from the Business Address associated with the CIK entered at the beginning of the filing process and are not editable.

To update information stored in EDGAR (e.g., "Address of Principal Executive Offices"), applicants must click the hyperlinked word "here" in "Changes to company information may be made here" at the top right of this screen. This will open the "Retrieve/Edit Data" screen in a new browser window where the information maintained in EDGAR can be modified. Modified information will only display in the applicable Form SBSEF fields after exiting the current session and restarting the filing process.

The following field will be displayed based on the submission form type selected, and applicants must complete the field as appropriate:

- **List all items that are amended (SBSEF/A)**: Specify which items have changed since the previous submission of Form SBSEF and are being updated in the current submission. This field allows a maximum of 256 characters.

8.2.39.5 General Information (1-5)

The "General Information (1-5)" screen allows applicants to provide:

- Contact information.
- Information concerning successor entities (if applicable).

The following are the data entry conventions for the "General Information (1-5)" screen:

1. **Name under which business of the security-based swap execution facility is or will be conducted, if different from name specified above (include acronyms, if any).** This field allows a maximum of 150 characters.

2. **If name of security-based swap execution facility is being amended, state previous security-based swap execution facility name.** This field allows a maximum of 150 characters.

3. **Contact information, including mailing address if different than address of principal executive offices:**
    a. **Address 1:** Mailing number and street address. The mailing address is optional, however, if any part of the mailing address is completed, then this field is required. This field allows a maximum of 40 characters.
    b. **Address 2:** Additional address information, if necessary. This field is optional and allows a maximum of 40 characters.
    c. **City:** City of mailing address. This field allows a maximum of 30 characters.
    d. **State/ Province/Country:** Select the state, province, or country of mailing address from a list.
    e. **Mailing Zip/Postal Code:** This field allows a maximum of 10 characters.

f. **Main Phone Number:** Phone number of the contact person. This field allows a maximum of 20 alphanumeric characters. Hyphens may be included to improve readability.

g. **Fax (if applicable):** Fax number of the contact person. This field allows a maximum of 20 alphanumeric characters. Hyphens may be included to improve readability.

h. **Website URL:** Public website (e.g., http://www.companyABC.org). If not applicable, enter "N/A."

i. **E-mail Address:** E-mail address of the contact person. Field must be in standard Internet address format. This field allows a maximum of 80 characters.

4. **List of principal office(s) and address(es) where security-based swap execution facility activities are/will be conducted.** At least one office is required. If an additional office is provided, then all other corresponding information is required. The corresponding fields are:

   a. **Office:** Principal office(s) where security-based swap execution facility activities are/will be conducted. This field allows a maximum of 150 characters.

   b. **Address 1:** Principal office's number and street address. This field allows a maximum of 40 characters.

   c. **Address 2:** Additional address information, if necessary. This field is optional and allows a maximum of 40 characters.

   d. **City:** City of principal office. This field allows a maximum of 30 characters.

   e. **State/ Province/Country:** Select the state, province, or country of principal office from a list.

   f. **Mailing Zip/Postal Code:** Mailing zip/postal code of principal office. This field allows a maximum of 10 characters.

5. **If the applicant is a successor to a previously registered security-based swap execution facility, please complete the following:** If the applicant is not a successor, select "Not Applicable." All corresponding data fields will then be hidden. If the applicant is a successor to a previously registered security-based swap execution facility (within the definition of Rule 12b-2 under the Exchange Act), then provide the following details:

   a. **Date of Succession**: Provide date of succession in MM/DD/YYYY format. A future date is not allowed.

   b. **Full name and address of predecessor security-based swap execution facility:**

      i. **Name:** Enter full name of the predecessor security-based swap execution facility. This field allows a maximum of 150 characters.

      ii. **Address 1:** Number and street address of the predecessor security-based swap execution facility. This field allows a maximum of 40 characters.

iii. **Address 2:** Additional address information, if necessary. This field is optional and allows a maximum of 40 characters.

iv. **City:** City of the predecessor security-based swap execution facility. This field allows a maximum of 30 characters.

v. **State/ Province/Country:** Select the state, province, or country of the predecessor security-based swap execution facility from a list.

vi. **Mailing Zip/Postal Code:** Mailing zip/postal code of the predecessor security-based swap execution facility. This field allows a maximum of 10 characters.

vii. **Main Phone Number:** Phone number of the predecessor security-based swap execution facility This field allows a maximum of 20 alphanumeric characters. Hyphens may be included to improve readability.

viii. **Website URL:** Website of the predecessor security-based swap execution facility (e.g., http://www.companyABC.org). If not applicable, enter "N/A."

8.2.39.6 General Information (6-9)

The "General Information (6-9)" screen allows the applicant to provide information regarding its type of business organization. Additionally, this screen allows the applicant to specify the name and address of the designated person or corporate officer who may be notified or served in connection with any action or proceeding against the applicant.

The following are the data entry conventions for the "General Information (6-9)" screen:

6. **Applicant is a:** Select the applicant's organization type. One form of organization must be selected from the list below. Only one selection is allowed.
    a. **Corporation**
    b. **Partnership**
    c. **Limited Liability Company**
    d. **Other Form of Organization**
        i. If "Other Form of Organization" is selected, specify the form of organization, excluding corporation, partnership, and limited liability company. This field allows a maximum of 256 characters.

7. **Date of incorporation or formation:** A response is required in MM/DD/YYYY format. A future date is not allowed.

8. **State of incorporation or jurisdiction of organization:** Select the state of incorporation or jurisdiction of the organization from a list.

9. **The Applicant agrees and consents that the notice of any proceeding before the Commission in connection with this application may be given by sending such notice by certified mail to the person named below at the address given:**

    a. **Print Name and Title:** The name and title of the person to receive notice. This field allows a maximum of 150 characters.

    b. **Name of Applicant:** This field allows a maximum of 150 characters.

    c. **Address 1:** Applicant's number and street address. This field allows a maximum of 40 characters.

    d. **Address 2:** Additional address information, if necessary. This field is optional and allows a maximum of 40 characters.

    e. **City:** Applicant's city. This field allows a maximum of 30 characters.

    f. **State:** Select the applicant's state from a list.

    g. **Zip Code:** Applicant's zip code. This field allows a maximum of 10 characters.

    Note: The address provided for question #9 must be a U.S. address.

8.2.39.7 Exhibit A

The "Exhibit A" screen allows the applicant to provide information about any person who owns ten percent (10%) or more of the applicant's stock or who, either directly or indirectly, through agreement or otherwise, in any other manner, may control or direct the management or policies of the applicant.

Provide the full name and address of each such person and attach a copy of the agreement or, if there is none written, describe the agreement or basis upon which such person exercises or may exercise such control or direction. The agreement can be attached on the "Other Exhibits" screen.

If not applicable, select the **"Not Applicable"** checkbox and proceed to "Exhibit B."

Click **"Add Exhibit A,"** then complete the following fields:

- **Full name of any person who owns ten percent (10%) or more of the Applicant's stock or who, either directly or indirectly, through agreement or otherwise, in any other manner, may control or direct the management or policies of the Applicant:** At least one entry is required, unless the "Not Applicable" checkbox is checked. This field allows a maximum of 150 characters.

- **Percentage of ownership in SBSEF:** Must be entered in decimal form. All responses must include four digits after the decimal point. For example, 1% should be entered as 0.0100. This field is optional.

- **Address 1:** The number and street address of any person who owns 10% or more of Applicant's stock, or who, either directly or indirectly, through agreement or otherwise, in

any other manner, may control or direct the management or policies of the Applicant. This field allows a maximum of 40 characters.

- **Address 2:** Additional address information, if necessary. This field is optional and allows a maximum of 40 characters.

- **City:** Enter city of the person's address. This field allows a maximum of 30 characters.

- **State/ Province/Country:** Select the state, province, or country of the person from a list.

- **Mailing Zip/Postal Code:** Mailing zip/postal code of the person. This field allows a maximum of 10 characters.

- **Attach a copy of the agreement through which such person exercises or may exercise control or direction of the management or policies of the Applicant. The agreement can be attached on the "Other Exhibits" tab:** Attach as a PDF document.

- **If no written agreement exists, describe the agreement or basis upon which such person exercises or may exercise control or direction of the management or policies of the Applicant:** This field is optional and has a character limit of 10,000.

8.2.39.8 Exhibit B

The "Exhibit B" screen allows the applicant to provide a list of the present officers, directors, governors, (and, in the case of an applicant that is not a corporation, the members of all standing committees, grouped by committee), or persons performing functions similar to any of the foregoing, of the security-based swap execution facility or of any entity that performs the regulatory activities of the applicant.

Click **"Add Exhibit B,"** then complete the following fields:

- **Name:** This field allows a maximum of 150 characters.

- **Title:** This field allows a maximum of 150 characters.

- **Dates of commencement and termination of the present term of office or position:**

    - **Date of commencement:** A response is required in MM/DD/YYYY format. A future date is not allowed.

    - **Date of termination:** A response is required in MM/DD/YYYY format. A future date is allowed.

- **Length of time the present officer, director, or governor has held the same office or position:** This field is required when applicable and allows a maximum of 150 characters.

- **Brief account of the business experience of the officer and director over the last five years:** This field is required when applicable and allows a maximum of 10,000 characters.

- **Any other business affiliations in the derivatives and securities industry:** This field allows a maximum of 10,000 characters.

- **For directors, list any committees on which they serve and any compensation received by virtue of their directorship:** This field is required when applicable and allows a maximum of 10,000 characters.

- **Indicate whether the person has been subject to a disciplinary action of any type noted in § 242.819(i) of Regulation SE:** Checkbox.

    - **If so, describe the disciplinary action of any type noted in § 242.819(i) of Regulation SE to which the person has been subject:** This field is required if the item above is true. If not, then this does not need to be provided. This field allows a maximum of 10,000 characters. When this field is not required, it should be hidden.

8.2.39.9 Exhibit G

The "Exhibit G" screen allows the applicant to attach a copy of the constitution; articles of incorporation, formation, or association, with all amendments thereto; partnership or limited liability agreements; and existing by-laws, operating agreement, rules, or instruments corresponding thereto, of the applicant.

Attach a certificate of good standing dated within one week of the date of this Form SBSEF. These documents can be attached on the "Other Exhibits" screen.

Click **"Add Exhibit G,"** then complete the following field:

- **In the box below, include any additional governance fitness information not included in Exhibit C:** This field allows a maximum of 10,000 characters.

8.2.39.10 Exhibit M

The "Exhibit M" screen allows the applicant to attach a copy of the applicant's rules and any technical manuals, other guides, or instructions for members, including minimum financial standards for members. Include rules on publication of daily trading information with regards to the requirements of Regulation SBSR (§§242.900 through 242.909).

These documents can be attached on the "Other Exhibits" screen.

Click **"Add Exhibit M,"** then complete the following field:

- **The Applicant should include an explanation and any other form of documentation that the Applicant thinks will be helpful to its explanation, demonstrating how its rules, technical manuals, other guides, or instructions for members or minimum financial standards for members, as provided in this Exhibit M, help support the security-based swap execution facility's compliance with the Core Principles:** This field allows a maximum of 10,000 characters. If the response is more than 10,000 characters, enter the first 10,000 characters and provide a PDF of the complete response

on the "Other Exhibits" screen. Also attach a separate PDF document, or documents, of any other documentation that supplements the applicant's explanation.

8.2.39.11 Exhibit N

The "Exhibit N" screen allows the applicant to attach executed or executable copies of any agreements or contracts entered into or to be entered into by the applicant, including third-party regulatory service provider or member or user agreements that enable or empower the applicant to comply with applicable Core Principles.

These documents can be attached on the "Other Exhibits" screen.

Click **"Add Exhibit N,"** then complete the following field:

- **Identify: (1) the services that will be provided; (2) the Core Principles addressed by such agreement:** This field is only required if an "Exhibit N" is attached as a document on the "Other Exhibits" screen. This field allows a maximum of 10,000 characters.

8.2.39.12 Exhibit T

The "Exhibit T" screen allows the applicant to provide the name(s) of the clearing agency(ies) that will clear the applicant's trades and a representation that clearing members of that organization will be guaranteeing such trades.

Click **"Add Exhibit T,"** then complete the following fields:

- **Name of the clearing agency that will clear the Applicant's trades:** This field allows a maximum of 150 characters.

- **The Applicant hereby represents that clearing members of this organization will be guaranteeing the Applicant's trades:** Click the checkbox to represent that the clearing members of the specified organization will be guaranteeing the applicant's trades. The checkbox must be checked if any name is listed in the field above.

8.2.39.13 Other Exhibits

The "Other Exhibits" screen allows the applicant to upload necessary attachments for submission form types SBSEF and SBSEF/A. Document attachments must be in either Official PDF or iXBRL format. The maximum size of a submission, including attached documents, must not exceed 200 MB.

iXBRL attachments must conform to the EDGAR standards described in the "Interactive Data" and the *EDGAR XBRL Guide* (https://www.sec.gov/files/edgar/xbrl-guide.pdf). Attaching documents that do not meet these standards may cause the filing to be suspended.

Once a document is attached, select, as applicable, the "Confidentiality Requested" check box to request confidential treatment for the attached document. Refer to Section 8.2.38.2 for additional information about Form SBSEF confidential treatment requests.

Exhibits are listed in Section 3.17, "Document Type Values for Exhibits Filed with Form SBSEF" of the "How Do I Understand Automated Conformance Rules for EDGAR Data Fields" webpage on SEC.gov (https://www.sec.gov/edgar/automated-conformance-rules). The list identifies the required and optional exhibits for these submission form types.

Adding a Document

To add a document, follow the steps below:

2. Click the "Add Document" button on the "Other Exhibits" screen to display the "Select File" window.
7. Select a file to attach and click the "Open" button. The name of the attached file will display in the "File Name" field. The file name must follow the EDGAR file naming standards described in Section 5.1.1, "File Naming Standards" of this volume.
8. Select the document type from the values displayed in the "Type" field.
9. Enter a description for the attached document in the "Description" field. This field is optional and allows a maximum of 255 characters.
10. To indicate a confidential treatment request for the attached document, select the "Confidentiality Requested" check box. By default, the "Confidentiality Requested" checkbox will not be selected.
11. Repeat steps 1 to 5 to add multiple attachments.

Deleting a Document

To delete a document, follow the steps below:

2. Select the checkbox adjacent to the document and click the "Delete Document" button. A confirmation window will display.
    a. Click "Yes" to confirm deletion. EDGAR will remove the document from the submission.
    b. Click "No" to return to the "Other Exhibits" screen.

Validating a Document

Before transmitting the submission, applicants should validate their document attachments for errors by using the "Doc Validation" function.

2. Attach the documents to the EDGAR submission as described above.
3. Select the checkbox adjacent to the document and click "Validate Document."
    a. If there are no errors in the document, then the "Errors" field will display a value of zero. Skip to step 5.
    b. If there are errors in the document, then the Errors field will display a value that corresponds to the number of errors in the document. Follow steps 3 and 4 to correct any document errors.

4. Click the value in the "Errors" field for the document that contains errors. A "Document Validation" window will open and list the errors in the document.
5. Correct any document errors using the tool in which the document was created.
6. Transmit the submission after it is validated.

8.2.39.14 Signature

The "Signature" screen allows a duly authorized representative to certify that the information provided in the submission is true, current, and complete.

The following are the data entry conventions for the "Signature" screen:

- **Applicant has duly caused this application or amendment to be signed on its behalf by the undersigned, hereunto duly authorized, on this date:** A response is required in MM/DD/YYYY format. A future date is not allowed.
- **Name of Applicant:** This field allows a maximum of 150 characters.
- **Signature of Duly Authorized Person:** Enter in the full name (i.e., first name, middle name and last name) of the individual signing the form. Initials are not acceptable unless they are part of the individual's legal name. This field allows a maximum of 255 characters.
- **Title of Signatory:** Enter the title of the individual signing the form. This field allows a maximum of 255 characters

8.2.39.15 Submitting Form SBSEF

After completing all required Form SBSEF information, click the "Submit" button at the top of the screen to transmit the submission to EDGAR.

The system will validate the form to verify that all required items have been completed. A red "x" icon will display on screens that contain incomplete or invalid data. Complete any missing information and correct any errors before attempting to re-submit the form to EDGAR. The system will provide a warning, but will allow the filing to be submitted, in the event that any required exhibit is invalid or missing.

Confirmation

If the applicant is filing a "Live" submission and there are no errors in the form, the system will display a "Confirmation" screen. The "Confirmation" screen will prompt the applicant to "Transmit" or "Cancel" the Form SBSEF submission.

- Click "Cancel" to cancel the live submission. This will this return the applicant to the "Filer Information" screen.
- Click "Transmit LIVE Submission" to submit the SBSEF filing to EDGAR for processing.

EDGAR will immediately disseminate to the public the content entered on the "Application Information" screen and questions 1, 2, and 3 on the "General Information (1-5)" screen and the fields on the Exhibits G and M tabs, except for any field for which the applicant indicated a confidential treatment request. EDGAR will also publicly disseminate the uploaded Exhibits C,

G, L, M, and the transmittal letter, unless applicant indicated a confidential treatment request. All other Form SBSEF and SBSEF/A data fields and attachments will not be disseminated to the public. SBSEF-W will be publicly disseminated; however, SBSEF-V will not be disseminated.

EDGAR will automatically send a notification to the e-mail address(es) specified on the "Filer Information" screen, stating that the filing was accepted. The filing status notification can also be retrieved from the "Retrieve Submission Information" screen of the EDGAR Filing Website or the EDGAR OnlineForms Management website.

An "accepted" status is not an indication that the application to register as an SBSEF has been approved by the SEC.

Acknowledgment

If the applicant is filing a "Test" submission and there are no errors in the form, then the system will display an "Acknowledgment" screen. The "Acknowledgment" screen provides acknowledgment of the submission. Applicants should retain the submission's accession number for their records.

8.2.40 Completing Form SHO

The "File Form SHO" link in the menu on the left side of the EDGAR Filing website opens the "File Form SHO" landing page. From the landing page, filers can select from submission form types SHO, SHO/A. Filers submitting any SHO form type must provide answers to all required or applicable items. To assist filers, a comprehensive description of each screen is below. Information relevant to submitting SHO form types is also provided.

A Manager will report certain short position data and short activity data for certain equity securities if it meets one of the following thresholds prescribed in Rule 13f-2:

- With respect to any equity security that is of a class of securities that is registered pursuant to Exchange Act section 12 or for which the issuer of that class of securities is required to file reports pursuant to Exchange Act section 15(d) (a "reporting company issuer") in which the Manager meets or exceeds either: (1) a monthly average of daily gross short positions at the close of regular trading hours in the equity security with a U.S. dollar value of $10 million or more, or (2) a monthly average of daily gross short positions at the close of regular trading hours as a percentage of shares outstanding in the equity security of 2.5 percent or more ("Threshold A").

- With respect to any equity security that is of a class of securities of an issuer that is not a reporting company issuer as described above (a "non-reporting company issuer") in which the Manager meets or exceeds a gross short position in the equity security with a U.S. dollar value of $500,000 or more at the close of regular trading hours on any settlement date during the calendar month. ("Threshold B").

8.2.40.1 Selecting Submission Form Type

The "File Form SHO" landing page screen allows filers to select the SHO form type they wish to submit.

3. Select one of the following options from the "File SHO Forms" landing page:
    a. Select **"Form SHO"** to begin a Form SHO submission.
    b. Select **"Amendment and Restatement to Form SHO"** to amend and restate an existing Form SHO report.
    c. Select **"Continue with saved Form SHO (Stored on your computer)"** to continue working on a previously saved Form SHO report that is stored on your computer.

4. Click the **"Next"** button, then the "Filer Information" screen specific to the selected form type will display.

8.2.40.2 Filer Information

The "Filer Information" screen allows a filer to enter information pertaining to its Form SHO report. The screen header displays the form type that was selected on the "File Form SHO" landing page.

The following are the data entry conventions for the "Filer Information" screen:

- **Filer CIK: This field allows a maximum of 10 numeric characters. When fewer than 10 characters are entered, the field will be pre-filled with zeroes.**

- **Filer CCC**: The CIK confirmation code is 8 characters, at least one of which must be a numeral and at least one must be @, #, $, or *. This field is case-sensitive.

- **Is this a LIVE or TEST Filing?**: Select the radio button to mark the submission as a LIVE or TEST filing. Only a "LIVE" filing can be accepted into EDGAR. When "TEST" is selected, the filing will not be accepted into EDGAR.

- **Submission Contact Information**:
    - **Name:** Identifies a person to contact if there are questions about the filing. This field allows a maximum of 30 characters.
    - **Phone Number:** Phone number of the contact person. This field allows a maximum of 20 alphanumeric characters. Hyphens may be included to improve readability.
    - **E-mail Address:** Enter the e-mail address of the contact person. This field must be in standard Internet address format. This field allows a maximum of 80 characters.

- **Notify via Filing website only?**: Select the checkbox to download the filing status notification from the EDGAR Filing Website (i.e., whether the submission was accepted or suspended). If this option is selected, EDGAR will not send status notifications via e-mail.

- **Notification E-mail Address**: To notify others about the status of the filing, enter their e-mail addresses. A maximum of three addresses may be added by clicking the "Add" button. After Form SHO is submitted, EDGAR will automatically send status notifications to these e-mail addresses (i.e., whether the submission was accepted or suspended).

8.2.40.3 Cover Page

Final Rule 13f-2 requires a Manager (defined in section 13(f)(6)(A) of the Exchange Act) that meets certain specified reporting thresholds to report to the Commission, on a monthly basis on Form SHO, certain short position data and short activity data for certain equity securities.

On the Cover Page of Form SHO, a Manager is required to report certain basic information including its name, mailing address, business telephone number and business email, as well as the name, title, business telephone number and business email of the Manager's contact employee for the Form SHO report; and the date the report is filed. The Manager will also provide its non-lapsed Legal Entity Identifier ("LEI") if it has one. If other Managers are required to be listed in the "Other Manager(s) Reporting for this Manager" section of the Cover Page, the Manager also is required to include the name and non-lapsed LEI of each such "Other Manager" listed, if the LEI of such "Other Manager(s)" is available to the Manager filing the Form SHO report. In particular:

1. *Report for Period Ended.* The period end date used in the report (and in the EDGAR submission header) is the last settlement day of the calendar month reporting period. The date shall name the month, and express the day and year in Arabic numerals, with the year being a four-digit numeral (e.g., 2025).

2. Amendments to Form SHO must restate the Form SHO in its entirety. If the Manager is filing the Form SHO report as an amendment, then the Manager must check the "Amendment and Restatement" box on the Cover Page.

a. *Amendment Number.* The manager filing the Form SHO must enter the amendment number. Each Amendment and Restatement must include a complete Cover Page and Information Tables. Amendments must be filed sequentially.

b. *Description of the Amendment.* In the space designated on the Cover of Page of each Amendment and Restatement, a Manager shall (1) provide a written description of the revision being made; (2) explain the reason for the revision; and (3) indicate whether data from any additional Form SHO reporting period(s) (up to the past 12 calendar months) is/are affected by the Amendment and Restatement. If (3) applies, a Manager shall complete and file a separate Amendment and Restatement for each previous calendar month so affected (up to the past 12 months) and provide a description of the revision being made and explain the reason for the revision.

3. Manager Information.

a. *Name.* Enter the name of the Manager filing the Form SHO. Must be less than or equal to 150 alphanumeric characters.

b. *Address 1.* Enter the mailing address of the Manager filing the Form SHO. Must be less than or equal to 150 characters.

c. *Address 2.* Enter the mailing address of the Manager filing the Form SHO. Must be less than or equal to 150 characters.

d. *City.* Enter the mailing address city of the Manager filing the Form SHO. Must be less than or equal to 30 characters.

e. *State/Country.* Enter the mailing address state/country of the Manager filing the Form SHO. Must be equal to two characters.

f. *Zip/Foreign Postal Code.* Enter the mailing address zip / foreign postal codes of the Manager filing the Form SHO. Must be less than or equal to 10 characters.

g. *Business Telephone Number.* Enter the business telephone number of the Manager filing the Form SHO. Include the area code. Up to 20 alphanumeric characters may be entered. Hyphens may be included to improve readability.

h. *Business Email.* Provide a valid email address of the Manager filing the Form SHO. Must be in standard Internet address format, including exactly one "@" character, at least one "." after the "@", one or more EDGAR acceptable characters before the "@" and one or more acceptable EDGAR characters before and after each "." Email address may be up to 80 characters long.

i. *Non-Lapsed Legal Entity Identifier ("LEI").* "LEI" means, with respect to any company, the "legal entity identifier" as assigned or recognized by the Global LEI Regulatory Oversight Committee or the Global LEI Foundation. Provide the 20-character non-lapsed LEI, if any, of the Manager filing the Form SHO.

4. Contact Employee Information.

a. *Name.* Enter the name of the Manager's Contact Employee for the Form SHO filing. Must be less than or equal to 150 alphanumeric characters.

b. *Title.* Enter the title of the Manager's Contact Employee for the Form SHO filing. Must be less than or equal to 150 alphanumeric characters.

c. *Business Telephone Number.* Enter the business telephone number of the Manager's Contact Employee for the Form SHO filing. Include the area code. Must be less than or equal to 20 alphanumeric characters. Hyphens may be included to improve readability.

d. *Business Email.* Provide a valid email address for the Manager's Contact Employee for the Form SHO filing. Must be in standard Internet address format, including exactly one "@" character, at least one "." after the "@", one or more EDGAR acceptable characters before the "@" and one or more acceptable EDGAR characters before and after each "." Email address may be up to 80 characters long.

5. *Date Filed.* Enter the Form SHO filing date in MM/DD/YYYY format. Future dates will be flagged as errors. All dates must be between 01/01/2025 and 12/31/2050.

6. The Cover Page must include the statement: “The Manager filing this report hereby represents that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.”

7. *Report Type.* Designate the Report Type for the Form SHO by checking the appropriate box in the Report Type section of the Cover Page, as follows:

a. If all of the information that a Manager is required by Rule 13f-2 to report on Form SHO is reported by another Manager (or Managers), check the box for Report Type “FORM SHO NOTICE,” include on the Cover Page the Name and non-lapsed LEI (if available) of each of the Other Managers Reporting for this Manager, and omit Information Tables 1 and 2 from the Form SHO report.

b. If all of the information that a Manager is required by Rule 13f-2 to report on Form SHO is reported in this report, check the box for Report Type “FORM SHO ENTRIES REPORT”; omit the “Name and Non-Lapsed LEI (if available) of each of the Other Managers Reporting for this Manager” section of the Cover Page; and include Information Tables 1 and 2 in the Form SHO report.

c. If only a part of the information that a Manager is required by Rule 13f-2 to report on Form SHO is reported in this report, check the box for Report Type “FORM SHO COMBINATION REPORT” and include on the Cover Page the name and non-lapsed LEI (if available) of each of the Other Managers Reporting for this Manager; include in Information Tables 1 and 2 only the information the Manager is required to report that is not being reported by the “Other Managers” listed on the Cover Page.

8.2.40.4 Information Table 1—Manager's Monthly Gross Short Position

In Information Table 1 of Form SHO, the Manager will report its gross short position at the close of regular trading hours on the last settlement date of the reporting period in terms of both the number of shares (rounded down to the nearest positive integer, or zero) and the U.S. dollar value (rounded to the nearest dollar), without including any offsetting economic positions.

1. *Instructions for Information Table 1—Manager's Monthly Gross Short Position:*

a. *Column 1. Settlement Date.* Enter the last day of the calendar month of the reporting period on which a trade settles (“settlement date”). This date is automatically populated from the Report for Period Ended date entered on the Cover Page.

b. *Column 2. Issuer Name.* Enter the name of the issuer of the security for which information is being reported. Reasonable abbreviations are permitted. Must be less than or equal to 150 alphanumeric characters.

c. *Column 3. Issuer LEI.* “LEI” means, with respect to any company, the “legal entity identifier” as assigned or recognized by the Global LEI Regulatory Oversight Committee or the Global LEI

Foundation. If the issuer has a non-lapsed LEI, enter the issuer's LEI. Must be equal to 20 alphanumeric characters.

d. *Column 4. Title of Class.* Enter the title of the class of the security for which information is being reported. Reasonable abbreviations are permitted. Must be less than or equal to 150 alphanumeric characters.

e. *Column 5. CUSIP Number.* Enter the nine (9) digit Committee of Uniform Securities Identification Procedures ("CUSIP") number (or the 9-digit CUSIP International Numbering System ("CINS") number) of the security for which information is being reported, if applicable. Must be equal to 9 alphanumeric characters.

f. *Column 6. FIGI.* Enter the twelve (12) character, alphanumeric Financial Instrument Global Identifier ("FIGI") of the security for which information is being reported, if a FIGI has been assigned. Must be equal to 12 alphanumeric characters.

g. *Column 7. End of Month Gross Short Position (Number of Shares).* Enter the number of shares that represents the Manager's gross short position in the security for which information is being reported at the close of regular trading hours on the last settlement date of the calendar month of the reporting period. Round down to the nearest positive integer (up to 20 digits) or, if less than one share, zero.

h. *Column 8. End of Month Gross Short Position (rounded to nearest USD).* Enter the U.S. dollar value of the number of shares reported in Column 7, rounded to the nearest dollar. A Manager shall calculate the corresponding U.S. dollar value of the reported gross short position by multiplying the number of shares of the security for which information is being reported by the closing price at the close of regular trading hours on the last settlement date of the calendar month reporting period. In circumstances where such closing price is not available, the Manager shall use the price at which it last purchased or sold any share of that security. Must be a positive integer of up to 20 digits or zero.

8.2.40.5 Information Table 2—Daily Activity Affecting Manager's Gross Short Position During the Reporting Period

Information Table 2 of Form SHO captures daily activity that increases or decreases a Manager's gross short position. More specifically, for each settlement date during the reporting period, a Manager that meets a threshold prescribed under Rule 13f-2 shall report how it established or increased its gross short position, or reduced and/or closed out its gross short position, in an equity security through activities that affect the Manager's gross short position as prescribed in Form SHO Special Instruction 9.g. A positive number of shares indicates net acquisition activity in the equity security on the specified settlement date—i.e., reducing a Manager's gross short position. A negative number of shares indicates net sale activity in the equity security on the specified settlement date—i.e., increasing a Manager's gross short position.

A Manager shall report zero shares ("0") only if there is buy/sell activity affecting the Manager's gross short position but no net change in that short position on the specified settlement date. A

Manager shall enter “None” if, on the specified settlement date, there are no activities that affect the Manager’s gross short position as prescribed in Form SHO Special Instruction 9.g.

1. *Instructions for Information Table 2—Daily Activity Affecting Manager's Gross Short Position During the Reporting Period:*

a. *Column 1. Settlement Date.* Enter each date during the reporting period on which a trade settles (settlement date). Report, on a separate row, information for each U.S. settlement date during the calendar month reporting period as prescribed in Form SHO Special Instruction 9, taking into account the Depository Trust and Clearing Corporation (“DTCC”) Holiday Schedule. The date must be a valid weekday from the same calendar month as the Report for Period Ended date provided on the Cover Page. No future date is allowed.

b. *Column 2. Issuer Name.* Enter the name of the issuer of the equity security for which information is being reported. Reasonable abbreviations are permitted. This field is automatically populated from the corresponding record in Information Table 1.

c. *Column 3. Issuer LEI.* “LEI” means, with respect to any company, the “legal entity identifier” as assigned or recognized by the Global LEI Regulatory Oversight Committee or the Global LEI Foundation. If the issuer has a non-lapsed LEI, enter the issuer's LEI. This field is automatically populated from the corresponding record in Information Table 1.

d. *Column 4. Title of Class.* Enter the title of the class of the security for which information is being reported. Reasonable abbreviations are permitted. This field is automatically populated from the corresponding record in Information Table 1.

e. *Column 5. CUSIP Number.* Enter the nine (9) digit Committee of Uniform Securities Identification Procedures (“CUSIP”) number (or the 9-digit CUSIP International Numbering System (“CINS”) number) of the security for which information is being reported, if applicable. This field is automatically populated from the corresponding record in Information Table 1.

f. *Column 6. FIGI.* Enter the twelve (12) character, alphanumeric Financial Instrument Global Identifier (“FIGI”) of the security for which information is being reported, if a FIGI has been assigned. This field is automatically populated from the corresponding record in Information Table 1

g. *Column 7. Net Change in Short Position (Number of Shares).* For each settlement date during the reporting period,report how a Manager has been established, increased, reduced and/or closed out, as a result of the acquisition or sale of shares of that equity security. Report only buy/sell activity affecting a Manager’s gross short position on a specified settlement date. Reported information must consider the types of acquisition and sale activity prescribed in Form SHO Special Instructions 9.g.1-g.10.

Net change should be expressed as a number of shares. A positive number of shares indicates net acquisition activity in the equity security on the specified settlement date—i.e., reducing a Manager’s gross short position. A negative number of shares indicates net sale activity in the

equity security on the specified settlement date—i.e., increasing a Manager's gross short position.

A Manager shall report zero shares ("0") only if there is buy/sell activity affecting the Manager's gross short position but no net change in that short position on the specified settlement date. A Manager shall enter "None" if there are no activities that affect the Manager's gross short position as prescribed in Form SHO Special Instruction 9.g on the specified settlement date.

8.2.40.6 Submitting Form SHO

After completing all required Form SHO information, click the "Submit" button at the top of the screen to transmit the submission to EDGAR.

The system will validate the form to verify that all required items have been completed. A red "x" icon will display on screens that contain incomplete or invalid data. Complete any missing information and correct any errors before attempting to re-submit the form to EDGAR.

Confirmation

If the filer is filing a "Live" submission and there are no errors in the form, the system will display a "Confirmation" screen. The "Confirmation" screen will prompt the filer to "Transmit" or "Cancel" the Form SHO submission.

- Click "Cancel" to cancel the live submission. This will this return the filer to the "Filer Information" screen.
- Click "Transmit LIVE Submission" to submit the Form SHO filing to EDGAR for processing.

EDGAR will automatically send a notification to the e-mail address(es) specified on the "Filer Information" screen, stating that the filing was accepted. The filing status notification can also be retrieved from the "Retrieve Submission Information" screen of the EDGAR Filing Website or the EDGAR OnlineForms Management website.

EDGAR will not disseminate Form SHO filings to the public. The Commission will publish, through EDGAR, certain short sale related information regarding each equity security reported by Managers on Form SHO on an anonymized and aggregated basis: (i) from Information Table 1—as an aggregated number of shares across all reporting Managers, the Managers' gross short position in the reported equity security at the close of regular trading hours on the last U.S settlement date of the calendar month, as well as the corresponding U.S. dollar value of that reported gross short position; and (ii) from Information Table 2—for each U.S. settlement date during the calendar month, the "net" activity in the reported equity security, aggregated across all reporting Managers. The Commission expects to publish the aggregated and anonymized information within one month after the end of the reporting calendar month. The Commission expects to update such published aggregated and anonymized information with amendments on a weekly basis.

Acknowledgment

If the filer is filing a "Test" submission and there are no errors in the filing, then the system will display an "Acknowledgment" screen. The "Acknowledgment" screen provides

acknowledgment of the submission. Filers should retain the submission's accession number for their records.

8.2.41 File Form SHO

This section describes the general process for preparing and submitting the forms listed below to EDGAR, pursuant to Regulation SE at 17 CFR 242.800 through 242.835 (Rules 800 through 835).

Form SHO submission form types:

- Form SHO (SHO)
- Amendment and Restatement to Form SHO (SHO/A)

8.2.41.1 General Instructions for Preparing and Filing Form SHO

- Filers must select the "File Form SHO" link on the EDGAR Filing Website to submit form types SHO and SHO/A.
- Filers can submit filer-constructed XML submissions via the "Transmit" link on the EDGAR Filing Website.
  - Filers can construct XML submissions for submission types SHO and SHO/A by following the "EDGAR SHO XML Technical Specification" document available on the SEC's Public Website (https://www.sec.gov/submit-filings/technical-specifications).
- When completing Form SHO, a valid filer CIK and CCC must be entered on the "Filer Information" screen before entering any other data or navigating to other screens. Based on the CIK/CCC entered, certain fields on the "Application Information" and "General Information" screens are pre-populated with information maintained in EDGAR. The applicant will have the ability to amend any form data that is inaccurate or outdated.
- Filers submitting form types SHO and SHO/A must include the following statement on the Cover Page: The Manager filing this report hereby represents that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.
- Filers submitting form type SHO/A must first have submitted an accepted Form SHO. Form type SHO/A filingss must restate the corresponding Form SHO filing in its entirety. Form type SHO/A filers must check the "Amendment and Restatement" box on the Cover Page, enter the amendment number, and provide the required information in the space on the Cover Page designated "Description of the Amendment and Restatement, Reason for the Amendment and Restatement, and Which Additional Form SHO Reporting Period(s) (up to the past 12 calendar months), if any, is/are affected by the Amendment and Restatement."
- Filers may view instructions, print, save, or exit the form by using the menu buttons displayed on the upper right corner of the screen. (For more information on menu buttons, refer to Section 8.2.2, "General Information on Online Forms" in this volume).

[Effective March 2, 2027, the following content will be added to the EDGAR Filer Manual, pursuant to Extension of Compliance Dates for Electronic Submission of Certain Materials

Under the Securities Exchange Act of 1934; Amendments Regarding the FOCUS Report, Securities Act Release No. 33-11386 (Dec. 8, 2025).]

8.2.42 File Form 1

This section describes the general process for preparing and submitting Form 1 and variants (Rule 6a-1 Registration as a National Securities Exchange or Exemption from Registration, and Supplemental Materials and Reports) to EDGAR for processing.

Form 1 has the following variants (submission form types):

- Rule 6a-1 Application for registration as a National Securities Exchange or exemption on the basis of limited volume (1)
- Rule 6a-1(b), (c), or (d) Amendment to application for registration as a National Securities Exchange or exemption on the basis of limited volume (1AA)
- Consent to Extension of Time for application for registration as a National Securities Exchange or exemption on the basis of limited volume (1AC)
- Rule 6a-2(a) Amendment to registration as a National Securities Exchange or exemption on the basis of limited volume (1/A)
- Rule 6a-2(b) Annual filing to registration as a National Securities Exchange or exemption on the basis of limited volume (1/A-A)
- Rule 6a-2(c) Triennial filing for year as a National Securities Exchange or exemption on the basis of limited volume (1/A-T)
- Rule 6a-3(a) Supplemental Materials to registration as a National Securities Exchange or exemption on the basis of limited volume (1/S-M)
- Rule 6a-3(b) Report of securities sold during calendar month as a National Securities Exchange or exemption on the basis of limited volume (1/S-R)
- Application for withdrawl from registration as a National Securities Exchange or exemption on the basis of limited volume (1W)

8.2.42.1 General Instructions for Preparing and Filing Form 1

- Applicants must select the "Form 1" link on the EDGAR Filing Website to submit form types Form 1, 1AA, 1AC, 1/A, 1/A-A, 1/A-T, 1/S-M, 1/S-R and 1W.
- Applicants can submit filer-constructed XML submissions via the "Transmit" link on the EDGAR Filing Website.
    - Applicants can construct XML submissions for submission types Form 1, 1AA, 1AC, 1/A, 1/A-A, 1/A-T, 1/S-M, 1/S-R and 1W by following the "Form 1 XML Technical Specification" document available on the SEC's Public Website (https://www.sec.gov/submit-filings/technical-specifications)
- When completing Form 1, applicants must begin by entering a valid filer CIK and CCC on the "Filer Information" screen before accessing other sections of the form. The Form 1

user interface will then automatically prepopulate certain fields with data from the most recent electronic Live submission using information maintained in EDGAR. Applicants are responsible for reviewing and updating all data to ensure accuracy and completeness.

- All required exhibits must be uploaded in EDGAR-acceptable formats (PDF, Inline XBRL and XML). The Form 1 user interface will prompt for the appropriate format based on the type of document or exhibit being attached. File names must comply with EDGAR standards (no spaces, maximum 32 characters, valid extensions).
- These exhibits require the exchange to provide, among other things, audited and unconsolidated financial statements, governing documents and rules, the names of members, participants, subscribers, and users, information regarding non-member owners or shareholders, and details about the securities listed or traded.
- Applicants submitting form type 1/AA or 1/A must first have submitted an accepted Form 1. When submitting form type 1/AA or 1/A, applicants must clearly identify the sections or exhibits being amended and provide the revised or additional information as required by Rule 6a-2. Amendments must be filed within 10 days after any action that renders the execution page or specified exhibits inaccurate or incomplete and must be submitted electronically through EDGAR to ensure the exchange's registration information remains current and compliant with SEC requirements.
- Applicants may view instructions, print, save, or exit the form by clicking the three-dot menu (located at the bottom right of the page). This will open a pop-up menu with options to manage the form.

8.2.42.2 Completing Form 1

Selecting the "Form 1" link from the menu on the left side of the EDGAR Filing website opens the "Form 1 Application" landing page. On this page, applicants can enter their CIK and CCC numbers, specify the Entity Name, and select the desired form type and initial filing type from the available drop-down menus. Applicants must also indicate whether the submission is a live or test filing and select "yes" or "no" to confirm if the filing is an electronic copy of an official submission previously made in paper format.

To assist applicants, a comprehensive description of each screen is below. Information relevant to submitting Form 1 submission types is also provided.

8.2.42.3 Form 1 Landing Page & Selecting Submission Form Type

The **"Form 1 Application"** landing page screen allows applicant's to input the following data and select the Form 1 submission type they wish to submit:

1. **Filer CIK**:This field allows a maximum of 10 numeric characters. When fewer than 10 characters are entered, the field will be pre-filled with zeroes.
2. **Filer CCC**:The CIK confirmation code is 8 characters, at least one of which must be a

numeral and at least one must be @, #, $, or *. This field is case-sensitive.

3. **Entity Name**: Specify the name of the entity making this filing
4. Select one of the rule-based filing type from the **Submission Type** drop-down menu on landing page:
    a. Select "**Rule 6a-1 Application for registration as a National Securities Exchange or exemption on the basis of limited volume (1)**" to file an initial Form 1 application for registration or exemption.
    b. Select **"Rule 6a-1(b), (c), or (d) amendment to application for registration as a National Securities Exchange or exemption on the basis of limited volume (1AA)"** to amend an existing Form 1 registration application for correction.
    c. Select **"Consent to Extension of Time for application for registration as a National Securities Exchange or exemption on the basis of limited volume (1AC)"** to request an extension for Form 1 application.
    d. Select **"Rule 6a-2(a) Amendment to registration as a National Securities Exchange or exemption on the basis of limited volume (1/A)"** to amend existing Form 1 registration.
    e. Select **"Rule 6a-2(b) Annual filing to registration as a National Securities Exchange or exemption on the basis of limited volume (1/A-A)"** to submit the required annual update to your registration.
    f. Select **"Rule 6a-2(c) Triennial filing for year as a National Securities Exchange or exemption on the basis of limited volume (1/A-T)"** to submit the required triennial update for your registration.
    g. Select **"Rule 6a-3(a) Supplemental Materials to registration as a National Securities Exchange or exemption on the basis of limited volume (1/S-M)"** to provide additional materials or information as required by the Commission.
    h. Select **"Rule 6a-3(b) Report of securities sold during calendar month as a National Securities Exchange or exemption on the basis of limited volume (1/S-R)"** to report the securities sold during calendar month.
    i. Select **"Application for withdrawal from registration as a National Securities Exchange or exemption on the basis of limited volume (1W)"** to file a request to withdraw pending Form 1 registration application.
5. Select the appropriate **Initial** option from the drop-down list:
    a. National Securities Exchange
    b. Exemption from registration based on limited volume
6. **Is this a LIVE or TEST Filing?**: Select the radio button to mark the submission as a LIVE or TEST filing. When "TEST" is selected, EDGAR will treat the submission as a test that will not be disseminated.
7. Indicate whether the submission is an electronic copy of an official paper filing by

selecting *Yes* or *No.*

Click the **"Next"** button, then the **"Submission Contact Information"** screen specific to the selected form type will display.

8.2.42.4 Submission Contact Information

The **"Submission Contact Information"** screen allows an applicant to enter information pertaining to their Form 1 registration application. The screen header displays the form type that was selected on the "Form 1 Application" landing page.

The following are the data entry conventions for the "Submission Contact Information" screen:

1. **Name:** Identifies a person to contact if there are questions about the submission. This field allows a maximum of 30 characters.
2. **Phone Number:** Phone number of the contact person. This field allows a maximum of 20 alphanumeric characters. Hyphens may be included to improve readability.
3. **E-mail Address:** E-mail address of the contact person for this filing. This field must be in standard Internet address format. This field allows a maximum of 80 characters.
4. **Notify via Filing website only?**: When selected indicates that filing acceptance or suspense messages will only be available on the EDGAR Filing website.
5. **Notification E-mail Address**: To notify about the status of the filing, enter e-mail address/addresses. A maximum of three addresses may be added by clicking the "+" button. After Form 1 is submitted, EDGAR will automatically send status notifications to these e-mail addresses.

8.2.42.5 Section I – Entity Contact Information

The **"Section I – Entity Contact Information"** screen for Form 1 displays information about the applicant's identity and the address:

1. If any of the entity's contact information has changed, check the box labeled **"Check Box if there is a change in information previously filed."**
2. Primary Street Address (Post office box numbers and "In care of" addresses are not acceptable.):
    a. **Street 1**: Street Address of the applicant. Post office box numbers and "In care of" addresses are not acceptable.
    b. **Street 2** (optional).
    c. City:
    d. Select the State from the drop-down menu.
    e. Zip Code:

3. If the Mailing Address is the same as the Primary Street Address**,** check the box labeled **"Mailing Address Same as Above?"**
   - If **not** the same, manually enter the full mailing address:

     a. **Street 1:** Street Address of the applicant. Post office box numbers and "In care of" addresses are not acceptable.
     b. **Street 2** (optional): Street Address of the applicant. Post office box numbers and "In care of" addresses are not acceptable.
     c. **City:** Provide City of the applicant's mailing address.
     d. Select the **State** from drop-down menu (options include "Texas" and "Everywhere Else").
     e. Zip Code: Provide ZIP/Postal code of the applicant's address.
4. **Business Telephone**: Your response may only include alphanumeric characters or hyphens ("-"). The telephone number may be up to 20 characters long.
5. **Facsimile**: Enter fax number. The fax number may be up to 20 characters long.
6. **Fiscal Year End**: Please enter the fiscal year end date for the applicant in the MM/DD format.
7. **Legal Status**: Select from the drop-down menu. The available options include:
   a. Sole Proprietorship
   b. Corporation
   c. Partnership
   d. Limited Liability Company
   e. Other (Specify)

8.2.42.6 Section II – Name and Address of Counsel for {Entity Name}

The **"Section II – Name and Address of Counsel for {Entity Name}"** collects the information for the legal counsel representing {Entity Name} (the entity name will be prepopulated with what was entered on the Form 1 landing page):

1. **Name of Firm:** Provide the name of the firm of the Counsel for the entity.
2. **First Name:** First name of the Counsel for the entity
3. **Last Name:** Last name of the Counsel for the entity
4. **Title**: Title of Counsel
5. **Street 1:** Street address of the Counsel (Post office box numbers and "In care of" addresses are not acceptable.)
6. **Street 2** (optional): Street address of the Counsel (Post office box numbers and "In care of" addresses are not acceptable.)
7. **City***:* Provide city of the Counsel's address

8. Select the **State** from the drop-down menu (options include "USA," "Texas" "Vermont" and "Everywhere Else").
9. **Zip Code**: Provide ZIP/Postal code of the Counsel's address.
10. **E-mail:** Email Address of the Counsel authorized to receive all compliance information, communications, and mailings, and be responsible for disseminating it within the entity's organization. Field must be in standard Internet address format and may be up to 80 characters long.

8.2.42.7 Section V – Exhibits

The **"Section V – Exhibits"** screen for Form 1 allows filers to upload and manage all exhibit documents required for the form types.

The exhibits displayed on this screen vary depending on the Form 1 submission variant selected. Although Form 1 includes all fourteen standard exhibit types (A through N), other variants may display only the exhibits applicable to that submission type. If a submission type does not require any exhibits, the screen will state that no exhibits are applicable.

1. Review the list of 14 Exhibits (A through N) displayed on the **"Section V – Exhibits"** page. Each exhibit expands to show the data description required by Form 1.

    a. **Exhibit A:** A copy of the constitution, articles of incorporation or association with all subsequent amendments, and of existing by-laws or corresponding rules or instruments, whatever the name, of the exchange

    Exhibit B: A copy of all written rulings, settled practices having the effect of rules, and interpretations of the Governing Board or other committee of the exchange in respect of any provisions of the constitution, by-laws, rules, or trading practices of the exchange which are not included in Exhibit A.

    b. **Exhibit C:** For each subsidiary or affiliate of the exchange, and for any entity with whom the exchange has a contractual or other agreement relating to the operation of an electronic trading system to be used to effect transactions on the exchange (''System''), provide the following information:

    c. **Exhibit D:** For each subsidiary or affiliate of the exchange, provide unconsolidated financial statements for the latest fiscal year. Such financial statements shall consist, at a minimum, of a balance sheet and an income statement with such footnotes and other disclosures as are necessary to avoid rendering the financial statements misleading. If any affiliate or subsidiary is required by another Commission rule to submit annual financial statements, a statement to that effect, with a citation to the other Commission rule, may be provided in lieu of the financial statements required here.

d. **Exhibit E:** Describe the manner of operation of the System. This description should include the following: 1. The means of access to the System. 2. Procedures governing the entry and display of quotations and orders in the System. 3. Procedures governing the execution, reporting, clearance and settlement of transactions in connection with the System. 4. Proposed fees. 5. Procedures for ensuring compliance with System usage guidelines. 6. The hours of operation of the System, and the date on which exchange intends to commence operation of the System. 7. Attach a copy of the users' manual. 8. If exchange proposes to hold funds or securities on a regular basis, describe the controls that will be implemented to ensure safety of those funds or securities.

e. **Exhibit F:** A complete set of all forms pertaining to: 1. Application for membership, participation, or subscription to the entity. 2. Application for approval as a person associated with a member, participant, or subscriber of the entity. 3. Any other similar materials.

f. **Exhibit G:** A complete set of all forms of financial statements, reports, or questionnaires required of members, participants, subscribers, or any other users relating to financial responsibility or minimum capital requirements for such members, participants, or any other users. Provide a table of contents listing the forms included in this Exhibit G.

g. **Exhibit H:** A complete set of documents comprising the exchange's listing applications, including any agreements required to be executed in connection with listing and a schedule of listing fees. If the exchange does not list securities, provide a brief description of the criteria used to determine what securities may be traded on the exchange. Provide a table of contents listing the forms included in this Exhibit H.

h. **Exhibit I:** For the latest fiscal year of the exchange, audited financial statements which are prepared in accordance with, or in the case of a foreign exchange, reconciled with, United States generally accepted accounting principles, and are covered by a report prepared by an independent public accountant. If an exchange has no consolidated subsidiaries, it shall file audited financial statements under Exhibit I alone and need not file a separate unaudited financial statement for the exchange under Exhibit D.

i. **Exhibit J:** A list of the officers, governors, members of all standing committees, or persons performing similar functions, who presently hold or have held their offices or positions during the previous year, indicating the following for each:

j. **Exhibit K**: This Exhibit is applicable only to exchanges that have one or more owners, shareholders, or partners that are not also members of the exchange. If the exchange is a corporation, please provide a list of each shareholder that directly owns 5% or more of a class of a voting security of the exchange. If the exchange is a partnership, please provide a list of all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 5% or more of the partnership's capital. For each of the persons listed in the Exhibit K, please provide the following:

k. **Exhibit L**: Describe the exchange's criteria for membership in the exchange. Describe conditions under which members may be subject to suspension or termination with regard to the exchange. Describe procedures that will be involved in the suspension or termination of a member.
l. **Exhibit M:** Provide an alphabetical list of all members, participants, subscribers or other users, including the following information.
m. **Exhibit N:** Provide a schedule for each of the following:

The table below summarizes the exhibit requirements for all Form 1 submission variants. Each exhibit (A through N) may allow different filing actions depending on the submission type selected on the Form 1 landing page. Some exhibits may require a PDF upload, allow XML data entry, permit an applicant to mark the exhibit as "Not Applicable," or provide an Alternative Means of filing. Other exhibits may be optional or not applicable for certain submission types.

Because each Form 1 submission variant (1, 1AA, 1AC, 1W, 1/A, 1/A-A, 1/A-T, 1/S-M, and 1/S-R) carries its own regulatory requirements, the available actions differ across form types. The letters in the table indicate what is permitted for each exhibit under each variant (for example, Required, Optional, Required unless relying on Alternative Means, or Not Applicable).

Filers should use this chart to determine what actions are available for a given exhibit based on the selected submission type:

Format	Exhibit	1	1AA	1AC	1W	1/A	1/A-A	1/A-T	1/S-M	1/S-R
PDF	A	R	O	NA	NA	O	NA	CR1	NA	NA
PDF	B	R	O	NA	NA	O	NA	CR1	NA	NA
XML/PDF	C	CR2	O	NA	NA	O	NA	CR1& CR2	NA	NA
PDF	D	CR2	O	NA	NA	O	CR2	NA	NA	NA
PDF	E	R	O	NA	NA	O	NA	NA	NA	NA
PDF	F	R	O	NA	NA	O	NA	NA	NA	NA
PDF	G	R	O	NA	NA	O	NA	NA	NA	NA
XML/PDF	H	CR2	O	NA	NA	O	NA	NA	NA	NA

Inline XBRL	I	CR2	O	NA	NA	O	R	NA	NA	NA
XML	J	R	O	NA	NA	O	NA	CR1	NA	NA
XML	K	CR2	O	NA	NA	O	CR1& CR2	NA	NA	NA
XML	L	R	O	NA	NA	O	NA	NA	NA	NA
XML	M	CR2	O	NA	NA	O	CR1	NA	NA	NA
XML	N	CR2	O	NA	NA	O	CR1	NA	NA	NA
ASCII, HTML, PDF	Cover	O	O	O	O	O	O	O	O	O
JPEG, GIF	Graphic	O	O	O	O	O	O	O	O	O
PDF	Suppl Material	NA	NA	NA	NA	NA	NA	NA	O	NA

R=Required;

CR1= Required unless the filer has relied on Alternative means of filing;

CR2= Required unless the filer has specified that the exhibit is "Not Applicable" and provided a reason for this.

O=Optional;

NA=Not Applicable

2. For the exhibit you want to complete, **click the three-dot Actions menu** located on the right side of the exhibit row.
3. Depending on the exhibit type and its requirements, select one of the available actions:
    a. **Upload File** : used to attach a required PDF file from your local storage.
        i. Once PDF is selected a pop-up screen will appear to fill out:
            1. **File Name:** File names must be upper or lower case and no longer than thirty-two (32) characters in length. The names must start with a letter (a-z) or a number and may contain numbers (0-9) with no spaces. File names may contain any number of periods (.),

hyphens (-), and underscore (_) characters and must end with *.htm, *.txt, *.pdf, *.fil, *.jpg, *.gif, *.xml or *.xsd extensions.

2. **Type:** With a drop-down menu for Exhibit type with prepopulated Exhibits already in its appropriate naming convention. Select appropriate Exhibit Type
    a. **Type Description:** File Type Extension
    b. **File Description:** Description of the File

b. **Add or Edit XML**: available for exhibits requiring structured XML data entry. Once selected, navigates to a full-page XML form for Exhibit. Fields include:
    i. **Name of Organization**
    ii. **Street 1**
    iii. **Street 2**
    iv. **City**
    v. **State**
    vi. **Zip Code**
    vii. Form of Organization
    viii. Name of Statue and Statue Citation
    ix. Date of Incorporation
    x. Brief description of nature and extent of affiliation
    xi. Brief description of business or functions
    xii. **A copy of the Constitution:** Upload Copy of Constitution as PDF
        1. Follow the PDF upload steps described in Section V, Step 3(a) for attaching required PDF files.
    xiii. **A copy of the articles of incorporation or association including all amendments:** Upload Copy of Articles of Incorporation as PDF
        1. Follow the PDF upload steps described in Section V, Step 3(a) for attaching required PDF files.
    xiv. **A copy of existing by-laws or corresponding rules or instruments:** Upload Copy of By Laws as PDF
        1. Follow the PDF upload steps described in Section V, Step 3(a) for attaching required PDF files.
    xv. The name and title of the present officers, governors, members of all standing committees, or persons performing similar functions
        1. **Name**
        2. **Title**
        3. **Description (Optional):** Maximum character count is 1000.
    xvi. **Statement**: An indication of whether such business or organization ceased to be associated with the exchange during the previous year, and a brief statement of the reasons for termination of the association. Maximum character count is 5000.

c. **Mark Non Applicable**: select when the exhibit does not apply to the filer. This selection opens a page to capture reason for marking as Non Applicable.

i. **Reason for marking exhibit as non-applicable:** maximum character count is 5000.

d. **Provide Alernative Means:** Once selected, navigates to a full-page with the exhibit name (e.g., *Exhibit K* or *Exhibit M*) appearing as the page heading, followed by the exhibit description required under Form 1.

i. Open the drop down list labled **"Alernative means of filing certain exhibit in annual (Exhibits K,N,M) and Triennial (Exhibits A,B,C,J) filings"** the list displays the 3 Rule options. Select the appropriate Alternative Means, once selected, the page automatically expands to display the specific fields required for that option:

1. **Rule 6a-2(d)(1) – available by publication**
   - **a. Name of Publication**
   - **b. Name:**Provide the name of the person from whom the publication may be obtained.
   - **c. Street 1**: Street Address of the person's address from whom the publication may be obtained.
   - **d. Street 2 (optional):**Additional Address of the person's address from whom the publication may be obtained.
   - **e. City:**Provide the city of the person's address from whom the publication may be obtained.
   - **f. State:**Provide State/Country of the person's address from whom the publication may be obtained (options include "Texas" or "Everywhere Else")
   - **g. Zip Code:**Provide the zip code of the person's address from whom the publication may be obtained.
   - **h. Telephone #:** Enter the telephone number of the person from whom the publication may be obtained. Your response may only include alphanumeric characters or hyphens ("-"). The telephone number may be up to 20 characters long.
   - i. **Price of Publication $:** Enter the price of publication in dollars.
   - **j. Date of Publication:** Enter the date of publication in mm/dd/yyyy format.
2. **Rule 6a-2(d)(2) – available upon request**
   - a. In lieu of filing {entity name} certifies that the information requested under this exhibit is kept up to date and is available to the Commission and the public upon request.
3. **Rule 6a-2(d)(3) – available via internet website**
   - a. In lieu of filing {entity name} certifies that the information requested under this exhibit is continuously available at the internet website below, which is controlled by royacorp, and the information is accurate as of the date of this filing

and is free and accessible (without any encumbrances or restrictions) by the general public

b. **URL(s)#1:** Please enter website URL address e.g. *http://www.companyABC.org*.

c. You can add more by clicking the '+' button

ii. Click **"Save Alternative Means"** and you will return to the main Section V- Exhibits screen

Once documents are uploaded correctly a checkmark will appear in the **"Data Captured"** column.

8.2.42.8 Section VI – Contact Employee Information

Provide the following information of the person at {entity name} prepared to respond to questions for this submission:

1. **First Name:** First name of employee contact for the entity.
2. **Last Name:** Last name of employee contact for the entity.
3. **Title:** Title of employee contact. Maximum count of 60.
4. **E-mail:** Email Address of the employee contact. Field must be in standard Internet address format and may be up to 80 characters long.
5. **Telephone:** Your response may only include alphanumeric characters or hyphens ("-"). The telephone number may be up to 20 characters long.

8.2.42.9 Section VII – Consent to Service and Attestation

It is required for applicants to select the checkbox to continue to next page:

By checking this box, {Entity Name} consents that service of any civil action brought by, or notice of any proceeding before, the Securities and Exchange Commission in connection with the exchange's activities may be given to the contact employee by registered or certified mail at the main address, or mailing address if different, given in Section I above; and represents that the information and statements contained herein, including exhibits, schedules, or other documents attached hereto, and other information filed herewith, all of which are made a part hereof, are current, true, and complete.

8.2.42.10 Other Documents and Attachment

The "Other Documents and Attachment" screen allows the applicant to upload necessary attachments for submission form types Form 1, 1AA, 1AC, 1/A, 1/A-A, 1/A-T, 1/S-M, 1/S-R and 1W . The maximum size of a submission, including attached documents, must not exceed 200 MB.

1. The document type uploaded must match the following Form 1 exhibit type requirements:

a. The following exhibits should be uploaded as PDFs: A, B, F, and G.
b. The following exhibits should be uploaded as Inline XBRL (inline htm): D, E, I, files.
c. The following exhibits should be uploaded as XML attachments: C, H, J, K, L, M, and N
d. GRAPHIC: jpg or gif files. No other attachment types are allowed

2. Inline XBRL attachments must conform to the EDGAR standards described in the "Interactive Data" and the *EDGAR XBRL Guide* (*https://www.sec.gov/files/edgar/xbrl-guide.pdf*). Attaching documents that do not meet these standards may cause the filing to be suspended.
3. Files uploaded on the **Section V – Exhibits** page will automatically appear on this page. In addition, any files uploaded on the XML page under **"A copy of the Constitution," "A copy of the articles of incorporation or association including all amendments,"** and **"A copy of existing by-laws or corresponding rules or instruments"** will also automatically appear here. You may add new files or remove files directly from this page as needed.

8.2.42.11 Submitting Form 1

After completing all required Form 1 information, click the **"Submit"** button at the bottom left of the **"Other Documents and Attachments"** screen to transmit the submission to EDGAR. The system will validate the form to verify that all required items have been completed.

Confirmation

If the applicant is filing a "Live" submission and there are no errors in the form, the system will display a "Confirmation" screen. The "Confirmation" screen will prompt the applicant to "Transmit" or "Cancel" the Form 1 submission.

- Click "Cancel" to cancel the live submission. This will this return the applicant to the "Other Documents and Attachment Page" screen.
- Click "Transmit LIVE Submission" to submit the Form 1 filing to EDGAR for processing.

EDGAR will automatically send a notification to the e mail address(es) specified on the **"Submission Contact Information"** screen, stating that the filing was accepted. The filing status notification can also be retrieved from the "Retrieve Submission Information" screen of the EDGAR Filing Website or the EDGAR OnlineForms Management website.

An "accepted" status is not an indication that the application to register as a Form 1 has been approved by the SEC.

Acknowledgement

If the applicant is filing a “Live” or “Test” submission and there are no errors in the form, then the system will display an “Acknowledgment” screen. The “Acknowledgment” screen provides acknowledgment of the submission. Applicants should retain the submission’s accession number for their records

[Effective January 1, 2027, the following content will be added to the EDGAR Filer Manual, pursuant to Extension of Compliance Dates for Electronic Submission of Certain Materials Under the Securities Exchange Act of 1934; Amendments Regarding the FOCUS Report, Securities Act Release No. 33-11386 (Dec. 8, 2025).]

8.2.43 File ANE Exception Notice

This section describes the process for preparing and submitting ANE Exception Notices to EDGAR for processing.

ANE Exception Notice has the following variants (submission types):

- ANE Exception Notice (ANE EXCEP NOTICE)
- Withdrawal of ANE Exception Notice (ANE EXCEP NOTICE-W)

The following sections are applicable to ANE Exeption Notices

- Filer Information
- Documents

Selecting an ANE Exception Notice Type

The first step to filing an ANE Exception Notice is to select the required submission type on the File ANE Exception Notice screen. To navigate to this screen, select ‘File ANE Exception Notice’ link on the EDGAR menu of the Filing Website. The File ANE Exception screen is displayed and allows you to select the type of submisssion you are filing.

- Type of Filing (select one): Identify the ANE Exception Notice that you are filing.
    - ANE EXCEP NOTICE: ANE Exception Notice under Exchange Act Rule 3a71-3(d)(1)(vi)
    - ANE EXCEP NOTICE-W: Withdrawal of an ANE Exception Notice under Exchange Act Rule 3a71-3(d)(1)(vi)

Once you select a submission type on the File Form screen, click [Next]. You will be directed to the Filer Information screen specific to the selected submission type.

8.2.44 Completing ANE Exception Notice

8.2.44.1 Filer Information

The filer fills out their information on the ANE Exception Notice Filer Information screen.

Complete the fields that pertain to the ANE Exception Notice submission type that you are filing:

- **Filer CIK and CCC:** Enter the CIK and CC of the filer.
- **Submission Contact Information:** Enter the name, phone number, and the e-mail address of the person you would like the SEC to contact for any questions concerning the submission.
- **Notify via Filing Website only?:** Select the check box if you want the acceptance or suspense messages to only be available on the EDGAR Filing website.
- **Notification E-mail Address:** If you want to notify others about the status of the filing, then enter their e-mail addresses. After you submit the filing, EDGAR will automatically send notification messages to these email addresses informing them of the filing status, i.e., whether the filing was accepted or suspended.

  To add a Notification E-mail Address:

  1. Enter the e-mail address.
  2. Select the [Save Notification Email] button to save the email address. The record is saved.
  3. If you need to add more email addresses, repeat steps 1 to 2.

  Note: If you need to delete an address, click the [Delete] button adjacent to the email address. A dialog box prompts you for confirmation prior to deleting the email address.

  Click [Yes] to delete the email address. The Confirmation dialog box closes and the deleted email address is removed from the list box.

  Select the [Next] button to continue to the Documents screen.

8.2.44.2 Documents

The Attach Documents List screen enables you to upload the attachments necessary for submission types ANE EXCEP NOTICE AND ANE EXCEP NOTICE-W.

The following are important notes to consider when attaching documents to a submission:

- You can upload the following types of documents: ANE EXCEP NTC, ANE NTC-W and GRAPHIC.
- ANE EXCEP Notice is required. GRAPHIC is optional.
- You may only attach one ANE EXCEP NTC or ANE NTC-W document type per submission.
- You can upload the document attachments in *.txt, *.htm, *.jpg, .gif and *.pdf formats as applicable.
- The maximum size of all ANE EXCEP NOTICE or ANE EXCEP NOTICE-W submissions, including all attached documents, must not exceed 200 MB. Refer to Chapter 5, “Constructing Attached Documents and Document Types” in this Volume for

information on EDGAR standards for document attachments. Attaching files that do not meet these standards may cause your filing to be suspended.

Adding and Deleting a Document

To add a document, follow the steps given below:

1. Click the [Add Document] button on the Attach Documents List screen. The Select File window is displayed.

2. Select the file you want to attach and click the [Open] button. The name of the attached file is displayed in the File Name field.

Note: The file name must follow the EDGAR file naming standards described in Section 5.1.1, “File Naming Standards.”

3. Select the document type from the values displayed in the Type field.

4. Enter a description for the attached document in the Description field. This field is optional and allows you to include up to 255 characters.

5. If you want to add multiple attachments, repeat steps 1 through 4.

To delete a document, follow the steps given below:

1. Select the check box adjacent to the document you want to delete and click the [Delete Document] button. A window prompts you to confirm that you want to delete the document.

a. Click the [Yes] button to confirm deletion. EDGAR removes the document from the submission.

b. Click the [No] button to return to the Attached Documents List screen.

8.2.44.3 ANE Exception Notice Submission

When you have completed the submission and are ready to submit the filing, click the [Submit] button at the top of the screen.

The system validates the submission to ensure that you have completed all Items. If there are errors in the submission a ‘red x’ icon is displayed on the tabs that contain incomplete or invalid information. You must complete any missing information and correct any errors before re-submitting your submission/filing to EDGAR. If there are no errors in the submission, the system displays a Confirmation/Warning screen.

Confirmation Screen

The ANE EXCEP NOTICE Confirmation screen prompts you for confirmation prior to transmitting your submission.

Submission Acknowledgement

The ANE EXCEP NOTICE Acknowledgement screen provides acknowledgement of your ANE EXCEP NOTICE submission transmission. Note the accession number for your records. The accession number only confirms receipt of the submission, not that it was accepted by EDGAR.