

SECURITIES AND EXCHANGE COMMISSION

17 CFR Part 232

[Release Nos. 33-10444; 34-82246; 39-2519; IC-32938]

Adoption of Updated EDGAR Filer Manual

AGENCY: Securities and Exchange Commission.

ACTION: Final rule.

SUMMARY: The Securities and Exchange Commission (the “Commission”) is adopting revisions to the Electronic Data Gathering, Analysis, and Retrieval System (“EDGAR”) Filer Manual and related rules to reflect updates to the EDGAR system. The EDGAR system is scheduled to be upgraded on December 11, 2017.

DATES: Effective [INSERT DATE OF PUBLICATION IN THE FEDERAL REGISTER].

The incorporation by reference of the EDGAR Filer Manual is approved by the Director of the Federal Register as of [INSERT DATE OF PUBLICATION IN THE FEDERAL REGISTER].

FOR FURTHER INFORMATION CONTACT: In the Division of Investment Management, for questions concerning Form N-LIQUID and additional data submission protocols for Form N-CEN, contact Heather Fernandez at (202) 551-6708; and in the Division of Corporation Finance, for questions concerning the combined Form 10-D/ABS-EE submission protocols or the new CERT submission form type, contact Heather Macintosh at (202) 551-8111.

SUPPLEMENTARY INFORMATION: We are adopting an updated EDGAR Filer Manual, Volume II. The Filer Manual describes the technical formatting requirements for the preparation

and submission of electronic filings through the EDGAR system.¹ It also describes the requirements for filing using EDGARLink Online and the Online Forms/XML Website.

The revisions to the Filer Manual reflect changes within Volume II, entitled EDGAR Filer Manual, Volume II: “EDGAR Filing,” Version 44 (December 2017). The updated manual will be incorporated by reference into the Code of Federal Regulations.

The Filer Manual contains all the technical specifications for filers to submit filings using the EDGAR system. Filers must comply with the applicable provisions of the Filer Manual in order to assure the timely acceptance and processing of filings made in electronic format.² Filers may consult the Filer Manual in conjunction with our rules governing mandated electronic filing when preparing documents for electronic submission.³

The EDGAR system will be upgraded to Release 17.4 on December 11, 2017 and will introduce the changes referenced below.

EDGAR Release 17.4 will update EDGAR to allow, but not require, asset-backed securities filers to submit a combined Form 10-D and Form ABS-EE. The combined submission would allow filers to concurrently submit and create hyperlinks in Form 10-D to the Form ABS-EE exhibits incorporated by reference into the Form 10-D.⁴ The combined submission will be subject to a size limitation of 800MB, with 600MB for the Form ABS-EE submission and 200MB for the Form 10-D submission. Corresponding changes will be made to Chapter 5

¹ We originally adopted the Filer Manual on April 1, 1993, with an effective date of April 26, 1993. Release No. 33-6986 (April 1, 1993) [58 FR 18638]. We implemented the most recent update to the Filer Manual on September 13, 2017. See Release No. 33-10413 (September 13, 2017) [82 FR 45434].

² See Rule 301 of Regulation S-T (17 CFR 232.301).

³ See Release No. 33-10385 (July 6, 2017) [82 FR 35062] (implementing revisions to reflect EDGAR Release 17.2. For additional history of EDGAR Filer Manual revisions, please see the citations therein).

⁴ The Commission previously adopted amendments requiring registrants to include a hyperlink to each exhibit listed in the exhibit index of certain filings, including filings on Form 10-D. See Release Nos. 33-10322, 34-80132 (March 1, 2017) [82 FR 14130 (March 17, 2017)].

(Constructing Attached Documents and Document Types) and Chapter 7 (Preparing and Transmitting EDGARLink Online Submissions) of the EDGAR Filer Manual, Volume II.

EDGAR Release 17.4 will update EDGAR to allow, but not require, national securities exchanges to submit a new certification form type on EDGAR to evidence the approval of securities for listing on an exchange. EDGAR Release 17.4 will introduce submission form type CERT, a new EDGARLink Online submission form type. Instructions for making submissions of form type CERT will be added to Chapter 5 (Constructing Attached Documents and Document Types) and Chapter 7 (Preparing and Transmitting EDGARLink Online Submissions) of the EDGAR Filer Manual, Volume II.

In Release No. 33-10233 (October 13, 2016) [81 FR 82142], the Commission adopted changes to the reporting requirements for open-end management investment companies. Among the changes was the adoption of new Form N-LIQUID, which requires all registered open-end funds (except money market funds) to confidentially notify the Commission when certain events related to their liquidity occur. EDGAR Release 17.4 will update EDGAR to provide a means of submitting information regarding liquidity events using the following form types:

- Current Report Open-End Management Investment Company Liquidity on Form N-LIQUID (N-LIQUID); and
- Amended Current Report Open-End Management Investment Company Liquidity Form N-LIQUID (N-LIQUID/A).

Changes will be made to Chapter 3 (Index to Forms) and Chapter 7 (Preparing and Transmitting Online Submissions) of the EDGAR Filer Manual, Volume II.

In Release No. 33-10231 the Commission also adopted Form N-CEN, which will require investment companies, other than face amount certificate companies, to provide an annual report of

census-type information in a structured format. EDGAR Release 17.3 added Form N-CEN and its related submission form types to EDGAR.⁵ As part of EDGAR Release 17.4, Chapter 7 (Preparing and Transmitting Online Submissions) of the EDGAR Filer Manual, Volume II will be revised to provide clarifying instructions for filers on how to submit an amended Form N-CEN that contains data from a previously accepted filing on Form N-CEN or N-CEN/A covering the same period-end.

Finally, clarifying changes to the instructions for preparing documents that contain interactive data will be made to Chapter 5 (Constructing Attached Documents and Document Types) and Chapter 6 (Interactive Data) of the EDGAR Filer Manual, Volume II.

Along with the adoption of the Filer Manual, we are amending Rule 301 of Regulation S-T to provide for the incorporation by reference into the Code of Federal Regulations of today's revisions. This incorporation by reference was approved by the Director of the Federal Register in accordance with 5 U.S.C. 552(a) and 1 CFR part 51.

The updated EDGAR Filer Manual will be available for Website viewing and printing; the address for the Filer Manual is <https://www.sec.gov/info/edgar/edmanuals.htm>. You may also obtain paper copies of the EDGAR Filer Manual from the following address: Public Reference Room, U.S. Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549, on official business days between the hours of 10 a.m. and 3 p.m.

Since the Filer Manual and the corresponding rule changes relate solely to agency procedures or practice, publication for notice and comment is not required under the Administrative Procedure Act ("APA").⁶ It follows that the requirements of the Regulatory Flexibility Act⁷ do not apply.

⁵ See Release No. 33-10413 (adopting updates to reflect EDGAR Release 17.3).

⁶ 5 U.S.C. 553(b)(A).

⁷ 5 U.S.C. 601-612.

The effective date for the updated Filer Manual and the rule amendments is [Insert date of publication in the Federal Register]. In accordance with the APA,⁸ we find that there is good cause to establish an effective date less than 30 days after publication of these rules. The EDGAR system upgrade to Release 17.4 is scheduled to become available on December 11, 2017. The Commission believes that establishing an effective date less than 30 days after publication of these rules is necessary to coordinate the effectiveness of the updated Filer Manual with these system upgrades.

Statutory Basis

We are adopting the amendments to Regulation S-T under Sections 6, 7, 8, 10, and 19(a) of the Securities Act of 1933,⁹ Sections 3, 12, 13, 14, 15, 23, and 35A of the Securities Exchange Act of 1934,¹⁰ Section 319 of the Trust Indenture Act of 1939,¹¹ and Sections 8, 30, 31, and 38 of the Investment Company Act of 1940.¹²

List of Subjects in 17 CFR Part 232

Incorporation by reference, Reporting and recordkeeping requirements, Securities.

Text of the Amendment

In accordance with the foregoing, Title 17, Chapter II of the Code of Federal Regulations is amended as follows:

⁸ 5 U.S.C. 553(d)(3).

⁹ 15 U.S.C. 77f, 77g, 77h, 77j, and 77s(a).

¹⁰ 15 U.S.C. 78c, 78l, 78m, 78n, 78o, 78w, and 78ll.

¹¹ 15 U.S.C. 77sss.

¹² 15 U.S.C. 80a-8, 80a-29, 80a-30, and 80a-37.

**PART 232 - REGULATION S-T—GENERAL RULES AND REGULATIONS FOR
ELECTRONIC FILINGS -**

1. The authority citation for part 232 continues to read in part as follows:

Authority: 15 U.S.C. 77c, 77f, 77g, 77h, 77j, 77s(a), 77z-3, 77sss(a), 78c(b), 78l, 78m, 78n, 78o(d), 78w(a), 78ll, 80a-6(c), 80a-8, 80a-29, 80a-30, 80a-37, and 7201 et seq.; and 18 U.S.C. 1350, unless otherwise noted.

* * * * *

2. Section 232.301 is revised to read as follows:

§232.301 EDGAR Filer Manual.

Filers must prepare electronic filings in the manner prescribed by the EDGAR Filer Manual, promulgated by the Commission, which sets forth the technical formatting requirements for electronic submissions. The requirements for becoming an EDGAR Filer and updating company data are set forth in the updated EDGAR Filer Manual, Volume I: “General Information,” Version 29 (September 2017). The requirements for filing on EDGAR are set forth in the updated EDGAR Filer Manual, Volume II: “EDGAR Filing,” Version 44 (December 2017). Additional provisions applicable to Form N-SAR filers are set forth in the EDGAR Filer Manual, Volume III: “N-SAR Supplement,” Version 6 (January 2017). All of these provisions have been incorporated by reference into the Code of Federal Regulations, which action was approved by the Director of the Federal Register in accordance with 5 U.S.C. 552(a) and 1 CFR part 51. You must comply with these requirements in order for documents to be timely received and accepted. The EDGAR Filer Manual is available for website viewing and printing; the address for the Filer Manual is <https://www.sec.gov/info/edgar/edmanuals.htm>. You can obtain paper copies of the EDGAR Filer Manual from the following address: Public Reference Room,

U.S. Securities and Exchange Commission, 100 F Street NE., Washington, DC 20549, on official business days between the hours of 10:00 a.m. and 3:00 p.m. You can also inspect the document at the National Archives and Records Administration (NARA). For information on the availability of this material at NARA, call 202-741-6030, or go to:

<https://www.archives.gov/federal-register/cfr/ibr-locations.html>.

By the Commission.

Dated: December 8, 2017

Brent J. Fields
Secretary