

SECURITIES AND EXCHANGE COMMISSION

17 CFR Part 232

[Release Nos. 33-10749; 34-88040; 39-2530; IC-33792]

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 (“EDGAR Filer Manual” or “Filer Manual”) and related rules. The EDGAR system was upgraded on January 27, 2020.

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: For questions regarding updates to ATS-N submissions, please contact Tyler Raimo in the Division of Trading and Markets, at (202) 551-6227. For questions concerning eXtensible Business Reporting Language (“XBRL”) validations or taxonomies, please contact the Office of Structured Disclosure in the Division of Economic and Risk Analysis, at (202) 551-5494.

SUPPLEMENTARY INFORMATION: We are adopting an updated EDGAR Filer Manual, Volume I: “General Information” (Version 35) and Volume II: “EDGAR Filing” (Version 53) (December 2019). The updated Filer Manual is incorporated by reference into the Code of Federal Regulations.

The Filer Manual contains all the technical specifications needed for filers to make submissions through the EDGAR system.¹ 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

The EDGAR System was updated in Release 20.1 and corresponding amendments to the Filer Manual are being made to reflect the changes described below.

The Commission adopted amendments to regulatory requirements in Regulation ATS under the Exchange Act applicable to alternative trading systems (“ATS”) that trade National Market System (“NMS”) stocks.³ EDGAR Release 20.1 will update Form ATS-N submission types to provide filers with a textbox to explain when orders in the NMS Stock ATS can be routed from the ATS. See Chapter 8 (Preparing and Transmitting Online Submissions) of the EDGAR Filer Manual, Volume II: “EDGAR Filing.”

EDGAR Release 20.1 provides additional support for XBRL validation of Document Entity Identifier data in XBRL submissions to improve consistency with existing EDGAR data and data in EDGAR header elements. The EDGAR Filer Manual has been revised to provide additional instructions for tagging Document Entity Identifier data in submissions that contain XBRL. See Chapter 6 (Interactive Data) of the EDGAR Filer Manual, Volume II: “EDGAR Filing.”

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 27, 2019. See Release No. 33-10709 (Sept. 27, 2019) [84 FR 56938].

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

³ See Regulation of NMS Stock Alternative Trading Systems, Release 34-83663 (July 18, 2018) [83 FR 38768] (requiring, *inter alia*, NMS Stock ATSs to disclose information about their operations and post certain Form ATS-N filings on EDGAR).

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 the current 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 is 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.

Because the Filer Manual and the corresponding rule and form amendments relate solely to agency procedures or practice, publication for notice and comment is not required under the Administrative Procedure Act (“APA”).⁴ It follows that the requirements of the Regulatory Flexibility Act⁵ do not apply.

The effective date for the updated Filer Manual and the related rule and form amendments is [insert date of publication in the FEDERAL REGISTER]. In accord with the APA,⁶ we find that there is good cause to establish an effective date less than 30 days after publication of these rules. 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 the related system upgrades.

⁴ 5 U.S.C. 553(b)(A).

⁵ 5 U.S.C. 601-612.

⁶ 5 U.S.C. 553(d)(3).

Statutory Basis

We are adopting the amendments to Regulation S-T under the authority in Sections 6, 7, 8, 10, and 19(a) of the Securities Act of 1933,⁷ Sections 3, 12, 13, 14, 15, 15B, 23, and 35A of the Securities Exchange Act of 1934,⁸ Section 319 of the Trust Indenture Act of 1939,⁹ and Sections 8, 30, 31, and 38 of the Investment Company Act of 1940.¹⁰

List of Subjects in 17 CFR Part 232

Incorporation by reference, Reporting and recordkeeping requirements, Securities.

Text of the Amendments

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

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, 7201 *et seq.*; and 18 U.S.C. 1350, unless otherwise noted.

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2. Section 232.301 is revised to read as follows:

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

⁸ 15 U.S.C. 78c, 78l, 78m, 78n, 78o, 78o-4, 78w, and 78ll.

⁹ 15 U.S.C. 77sss.

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

§ 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 35 (January 2002). The requirements for filing on EDGAR are set forth in the updated EDGAR Filer Manual, Volume II: “EDGAR Filing,” Version 53 (January 2020). 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 at 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: January 27, 2020

Vanessa A. Countryman,
Secretary.