

**SECURITIES AND EXCHANGE COMMISSION**

**17 CFR PART 249**

**[RELEASE NOS. 33-9089A; 34-61175A; IC-29092A; File No. S7-13-09]**

**RIN 3235-AK28**

**PROXY DISCLOSURE ENHANCEMENTS; CORRECTION**

**AGENCY:** Securities and Exchange Commission.

**ACTION:** Final rule; correction.

**SUMMARY:** We are making technical corrections to amendments to our disclosure rules adopted in Release No. 33-9089 (December 16, 2009), which was published in the **Federal Register** on December 23, 2009 (74 FR 68334). Specifically, we are correcting Forms 10-Q and 10-K to retain the current numbering of the items appearing in each form to avoid confusion that might otherwise arise from references to the current numbering in professional literature. In addition, we are making three corrections to Form 8-K. We are correcting Form 8-K to add an instruction, which was inadvertently excluded, that corresponds to an instruction contained in Forms 10-Q and 10-K that allows certain wholly-owned subsidiaries to omit the disclosure of shareholder voting results. We also are correcting Form 8-K to amend the regulatory text to make it consistent with the discussion of the amendments to that form contained in Release No. 33-9089.

**EFFECTIVE DATE:** February 28, 2010.

**FOR FURTHER INFORMATION CONTACT:** N. Sean Harrison, Special Counsel, at (202) 551-3430, U.S. Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549.

**SUPPLEMENTARY INFORMATION:** We are making the following corrections to Release No. 33-9089 (December 16, 2009), which was published in FR Doc. E9-30327 and appeared on page 68334 in the Federal Register on December 23, 2009:

**PART 249 – [CORRECTED]**

**Note: The text of Forms 8-K, 10-Q and 10-K do not, and these amendments will not, appear in the Code of Federal Regulations.**

1. On page 68366, in the first column, paragraph (a) is corrected to read:

“(a) The date of the meeting and whether it was an annual or special meeting. This information must be provided only if a meeting of security holders was held.”

2. On page 68366, in the first column, “Instruction 3 to Item 5.07” is corrected to read:

“Instruction 3 to Item 5.07. If the registrant did not solicit proxies and the board of directors as previously reported to the Commission was re-elected in its entirety, a statement to that effect in answer to paragraph (b) will suffice as an answer thereto regarding the election of directors.”

3. On page 68366, in the second column, “Instruction 5 to Item 5.07” is corrected to read:

“Instruction 5 to Item 5.07. A registrant may omit the information called for by this Item 5.07 if, on the date of the filing of its report on Form 8-K, the registrant meets the following conditions:

1. All of the registrant’s equity securities are owned, either directly or indirectly, by a single person which is a reporting company under the Exchange Act and which has filed all the material required to be filed pursuant to Section 13, 14 or 15(d) thereof, as applicable; and

2. During the preceding thirty-six calendar months and any subsequent period of days, there has not been any material default in the payment of principal, interest, a sinking or purchase fund installment, or any other material default not cured within thirty days, with respect to any indebtedness of the registrant or its subsidiaries, and there has not been any material default in the payment of rentals under material long-term leases.”

4. On page 68366, in the second column, the amendatory language for amendment 10 is corrected to read:

“10. Amend Form 10-Q (referenced in §249.308a) by removing and reserving Item 4 in Part II—Other Information.”

5. On page 68366, in the second column, the amendatory language for amendment 11 is corrected to read:

“11. Amend Form 10-K (referenced in §249.310) by removing and reserving Item 4 in Part I.”

Elizabeth M. Murphy  
Secretary

February 23, 2010