

SECURITIES AND EXCHANGE COMMISSION

17 CFR Parts 200, 201, 202, 210, 229, 230, 232, 239, 240, 243, 249, 250, 251, 256, 257, 259, 260, 270, 274 and 275

Release Nos. 33-9273, 34-65686, 39-2480, IA-3310 and IC-29855

Rescission of Outdated Rules and Forms, and Amendments to Correct References

AGENCY: Securities and Exchange Commission

ACTION: Final rule.

SUMMARY: The Securities and Exchange Commission (“Commission”) is adopting amendments to Commission rules and forms to correct references and remove certain rules, forms, and interpretive releases, to conform to changes in federal securities laws.

EFFECTIVE DATE: [insert date of publication in Federal Register], 2011.

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SUPPLEMENTARY INFORMATION: The Commission is rescinding rules and forms adopted under the Public Utility Holding Company Act (“PUHCA”),¹ and revising other rules and forms to correct outdated references to PUHCA, correct outdated references due to enactment of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010² (“Dodd-Frank Act”), and make other ministerial corrections.³ Congress repealed PUHCA

¹ 15 U.S.C. 79 (repealed effective 2006).

² Pub. L. No. 111-203, 124 Stat. 1376 (2010).

³ These ministerial corrections consist of removal of references to rescinded Form ET and correction of an erroneous reference to 15 U.S.C. 77nn that should refer to 15 U.S.C. 77nnn.

effective 2006,⁴ and the Dodd-Frank Act amended various provisions of the federal securities laws and removed references to PUHCA from those laws.

The Commission is amending: Organizational Rules 1, 2, 20b, 30-5, 30-6, 30-7, 30-14, 43, 80, 80a, 80c, 80f, 304, 307, 308, 551, and 800; Rules of Practice 190 and 210; Informal and Other Procedures Rules 1, 2, 3, 6, and 9; Regulation S-X, Items 1-01, 3-18, and 3A-05; Regulation S-K, Item 405; Regulation C, Items 400, 404, 412, 414, 421, 423, 427, 430, 431, 436, 460, 470, 471, and 479; and Regulation S-T, Items 11, 101, 102, 104, 201, 202, 306, 311, 402, and 501, and rules 122 and 176 under the Securities Act of 1933 (the “Securities Act”); rules 0-4, 11d1-1, 13f-1, 14d-4, 14d-7, 16a-1, 16a-2, 16a-3, and 16b-1 under the Securities Exchange Act of 1934 (the “Exchange Act”); Regulation FD, Item 100; rules 0-4, 0-6, 7a-29, and 19a-1 under the Trust Indenture Act of 1939; rules 0-4 and 8b-32 under the Investment Company Act of 1940 (“Investment Company Act”); rule 0-4 under the Investment Advisers Act of 1940 (“Investment Advisers Act”); the General Instructions to Forms 3, 4 and 5; and the General Instructions to Form SE. The Commission is removing and reserving 17 CFR 250, 17 CFR 251, 17 CFR 256, 17 CFR 257, and 17 CFR 259 because each solely contains rules, forms, or interpretive releases that applied exclusively under PUHCA.

PROCEDURAL AND OTHER MATTERS

Section 553 of the Administrative Procedure Act (“APA”) provides that when an agency for good cause finds that notice and public comment are inapplicable, unnecessary, or contrary to the public interest, the agency may issue a rule without providing notice and opportunity for public comment.⁵ The Commission has determined that there is good cause for making today’s

⁴ Pub. L. No. 109-58, 119 Stat. 594 (2005).

⁵ 5 U.S.C. 553(b)(B).

action final without prior proposal and opportunity for comment.⁶ Because Congress repealed PUHCA, the Commission's action to amend rules to correct outdated references and to eliminate rules, forms, and interpretive releases concerning, and authorized by, statutory provisions that are no longer in effect is ministerial in nature. Similarly, other changes to the Commission's rules to correct outdated or inaccurate references are also ministerial in nature. Therefore the Commission is adopting the rule amendments without prior notice and comment. For the same reasons, the Commission finds good cause for making the rule changes effective upon publication in the Federal Register.⁷

The amendments the Commission is adopting do not make substantive or material modifications to any collection of information requirements as defined by the Paperwork Reduction Act of 1995, as amended.⁸

The Commission is sensitive to the costs and benefits of its rules. The rule amendments the Commission is adopting today are ministerial actions that correct or eliminate outdated references and therefore will have no separate economic effect, including no effect on competition.

STATUTORY AUTHORITY

We are adopting these amendments consistent with the repeal of PUHCA in section 1263 of the Energy Policy Act of 2005 and pursuant to the Securities Act, 15 U.S.C. 77a et seq.; the

⁶ Because the Commission is not publishing the rule and form amendments in a notice of proposed rulemaking, no analysis is required under the Regulatory Flexibility Act. *See* 5 U.S.C. 601(2) (for purposes of the Regulatory Flexibility Act, the term "rule" means any rule for which the agency publishes a general notice of proposed rulemaking).

⁷ *See* 5 U.S.C. 553(d) (permitting the publication of a rule to be less than 30 days before its effective date, if good cause is found).

⁸ 44 U.S.C. 3501, 3507. Following the repeal of PUHCA, the Commission discontinued the Paperwork Reduction Act information collections relating exclusively to PUHCA and rules and forms issued thereunder.

Exchange Act, 15 U.S.C. 78a et seq.; the Trust Indenture Act, 15 U.S.C. 77aaa et seq.; the Investment Company Act, 15 U.S.C. 80a; and the Investment Advisers Act, 15 U.S.C. 80b.

List of Subjects

17 CFR Part 200

Administrative practice and procedure, Authority delegations (Government agencies), Classified information, Conflicts of interest, Government employees, Organization and functions (Government agencies).

17 CFR Part 201

Administrative practice and procedure.

17 CFR Part 202

Administrative practice and procedure, Securities.

17 CFR Part 210

Accountants, Accounting, Securities.

17 CFR Part 229, 230, 232, 239, 240, 243, and 249

Reporting and recordkeeping requirements, Securities.

17 CFR Part 250

Confidential business information, Electric utilities, Holding companies, Natural gas, Reporting and recordkeeping requirements, Securities.

17 CFR Part 251

Electric utilities, Holding companies, Natural gas, Securities.

17 CFR Part 256

Electric utilities, Holding companies, Natural gas, Reporting and recordkeeping requirements, Securities, Uniform System of Accounts.

17 CFR Part 257

Electric utilities, Holding companies, Natural gas, Reporting and recordkeeping requirements, Securities, Uniform System of Accounts.

17 CFR Part 259

Electric utilities, Holding companies, Natural gas, Reporting and recordkeeping requirements, Securities.

17 CFR Part 260

Reporting and recordkeeping requirements, Securities, Trusts and trustees

17 CFR Parts 270 and 274

Investment companies, Reporting and recordkeeping requirements, Securities.

17 CFR Part 275

Reporting and recordkeeping requirements, Securities.

TEXT OF THE AMENDMENTS

For reasons set forth in the preamble, Title 17, Chapter II of the Code of Federal Regulations is amended as follows:

PART 200 – ORGANIZATION; CONDUCT AND ETHICS; AND INFORMATION AND REQUESTS

SUBPART A – ORGANIZATION AND PROGRAM MANAGEMENT

1. The authority citation for Part 200, subpart A, continues to read, in part, as follows:

Authority: 15 U.S.C. 77o, 77s, 77sss, 78d, 78d-1, 78d-2, 78w, 78ll(d), 78mm, 80a-37, 80b-11, and 7202, unless otherwise noted.

* * * * *

2. Section 200.1 is amended by:

- a. Removing the phrase “Public Utility Holding Company Act of 1935,” from the third sentence of the introductory text;
 - b. Removing the phrase “public utility holding companies,” from paragraph (b);
 - c. Removing paragraph (h);
 - d. Redesignating paragraphs (i) and (j) as paragraphs (h) and (i); and
 - e. Removing the authority citation following the section.
3. Section 200.2 is amended by removing paragraph (c) and redesignating paragraphs (d) through (g) as paragraphs (c) through (f).
 4. Section 200.20b is amended by removing the phrase “the administration and execution of the Public Utility Holding Company Act of 1935,” from the first sentence of the introductory text and removing paragraph (f).
 5. Section 200.30-5 is amended by:
 - a. Removing paragraph (f);
 - b. Redesignating paragraphs (g) through (m) as paragraphs (f) through (l); and
 - c. Removing the phrase “the Public Utility Holding Company Act of 1935 (15 U.S.C. 79a *et seq.*) and” from newly redesignated paragraphs (k) and (l).
 6. Section 200.30-6 is amended by removing the authority citation following the section.
 7. Section 200.30-7 is amended by removing the phrase “the Public Utility Holding Company Act of 1935, 15 U.S.C. 79a *et seq.*,” from the introductory text of paragraph (a) and removing the phrase “section 24 of the Public Utility Holding Company Act of 1935, 15 U.S.C. 79x,” from paragraph (a)(6).

8. Section 200.30-14 is amended by removing the phrase, “the Public Utility Holding Company Act of 1935, 15 U.S.C. 79a *et seq.*,” from the introductory text of paragraph (g)(1).

SUBPART B – DISPOSITION OF COMMISSION BUSINESS

9. The authority citation for Part 200, subpart B, continues to read as follows:

Authority: 5 U.S.C. 552b; 15 U.S.C. 78d-1 and 78w.

10. Section 200.43 is amended by removing the phrase “section 18(c) of the Public Utility Holding Company Act of 1935 (15 U.S.C. 79r(c)),” from the first sentence of paragraph (b)(2).

SUBPART C – CANONS OF ETHICS

11. The authority citation for Part 200, subpart C, is revised to read as follows:

Authority: Secs. 19, 28, 48 Stat. 85, 901, as amended, sec. 319, 53 Stat. 1173; secs. 38, 211, 54 Stat. 841, 855; 15 U.S.C. 77s, 77sss, 78w, 80a-37, and 80b-11.

SUBPART D – INFORMATION AND REQUESTS

12. The general authority citation for Part 200, subpart D, continues to read, in part, as follows:

Authority: 5 U.S.C. 552, as amended, 15 U.S.C. 77f(d), 77s, 77ggg(a), 77sss, 78m(F)(3), 78w, 80a-37, 80a-44(a), 80a-44(b), 80b-10(a), and 80b-11.

* * * * *

13. Section 200.80 is amended by removing the phrase “78m(f)(3), the Public Utility Holding Company Act of 1935, 15 U.S.C. 79v(a)” from the third sentence of paragraph (a)(4) and adding in its place the phrase “78m(f)(4)”.

14. Section 200.80a is amended by removing the table labeled “Public Utility Holding Company Act of 1935”.

15. Section 200.80c is amended by removing the phrase “the Public Utility Holding Company Act of 1935,” from paragraph (b)2, Official Summary.

16. Section 200.80f is amended by removing the table labeled “Public Utility Holding Company Act of 1935”.

SUBPART F – CODE OF BEHAVIOR GOVERNING EX PARTE COMMUNICATIONS BETWEEN PERSONS OUTSIDE THE COMMISSION AND DECISIONAL EMPLOYEES

17. The authority citation for Part 200, subpart F, is revised to read as follows:

Authority: 15 U.S.C. 77s, 77sss, 78w, 80a-37, 80b-11, and 7202; and 5 U.S.C. 557.

SUBPART H – REGULATIONS PERTAINING TO THE PRIVACY OF INDIVIDUALS AND SYSTEMS OF RECORDS MAINTAINED BY THE COMMISSION

18. The authority citation for Part 200, subpart H, continues to read, in part, as follows:

Authority: 5 U.S.C. 552a(f), unless otherwise noted.

19. Sections 200.304, 200.307 and 200.308 are amended by removing the authority citations following the sections.

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SUBPART K – REGULATIONS PERTAINING TO THE PROTECTION OF THE ENVIRONMENT

20. The authority citation for Part 200, subpart K, continues to read as follows:

Authority: 15 U.S.C. 78w(a)(2).

21. Section 200.551 is revised to read as follows:

§ 200.551 Applicability.

In the event of extraordinary circumstances in which a Commission action may involve major Federal action significantly affecting the quality of the human environment, the Commission shall follow the procedures set forth in §§ 200.552 through 200.554 of this part, unless doing so would be inconsistent with its statutory authority under the Federal securities laws.

SUBPART M – REGULATION CONCERNING CONDUCT OF MEMBERS AND EMPLOYEES AND FORMER MEMBERS AND EMPLOYEES OF THE COMMISSION

22. The authority citation for Part 200, subpart M, continues to read as follows:

Authority: 15 U.S.C. 77s, 77sss, 78w, 80a-37, 80b-11; E.O. 11222, 3 CFR, 1964–1965 Comp., p. 36; 5 CFR 735.104; 5 CFR 2634; and 5 CFR 2635, unless otherwise noted.

23. Section 200.800 is amended by removing from the table contained in paragraph (b) all three column entries for the information collection requirements identified and described in 17 CFR §§ 250.1(a) through 259.603 (Rule 1(a) through Form SE) as well as all three column entries for the information collection requirement contained in “Form ET” (§§ 239.62, 249.445, 259.601, 269.6, and 274.401).

PART 201 – RULES OF PRACTICE

SUBPART D – RULES OF PRACTICE

24. The authority citation for part 201, subpart D, is revised to read as follows:

Authority: 15 U.S.C. 77f, 77g, 77h, 77h-1, 77j, 77s, 77u, 77sss, 77ttt, 78c(b), 78d-1, 78d-2, 78l, 78m, 78n, 78o(d), 78o-3, 78s, 78u-2, 78u-3, 78v, 78w, 80a-8, 80a-9, 80a-37, 80a-38, 80a-39, 80a-40, 80a-41, 80a-44, 80b-3, 80b-9, 80b-11, 80b-12, 7202, 7215, and 7217.

25. Section 201.190 is amended by removing the phrase “Section 22(b) of the Public Utility Holding Company Act of 1935, 15 U.S.C. 79v(b), and Rule 104 thereunder, 17 CFR 250.104;” from the first sentence of paragraph (a).

26. Section 201.210 is amended by revising paragraph (b) to read as follows:

§ 201.210 Parties, limited participants and amici curiae.

(a) * * *

(b) *Intervention as a party – (1) Generally.* In any proceeding, other than an enforcement proceeding, a disciplinary proceeding, a proceeding to review a self-regulatory determination, or a proceeding to review a Board determination, any person may seek leave to intervene as a party by filing a motion setting forth the person's interest in the proceeding. No person, however, shall be admitted as a party to a proceeding by intervention unless it is determined that leave to participate pursuant to paragraph (c) of this section would be inadequate for the protection of the person's interests. In a proceeding under the Investment Company Act of 1940, any representative of interested security holders, or any other person whose participation in the proceeding may be in the public interest or for the protection of investors, may be admitted as a party upon the filing of a written motion setting forth the person's interest in the proceeding.

(2) *Intervention as of right.* In proceedings under the Investment Company Act of 1940, any interested State or State agency shall be admitted as a party to any proceeding upon the filing of a written motion requesting leave to be admitted.

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PART 202 – INFORMAL AND OTHER PROCEDURES

27. The authority citation for Part 202 is revised and the specific authority for § 202.5 is removed to read, in part, as follows:

Authority: 15 U.S.C. 77s, 77t, 77sss, 77uuu, 78d-1, 78u, 78w, 78ll(d), 80a-37, 80a-41, 80b-9, 80b-11, 7201 *et seq.*, unless otherwise noted.

* * * * *

28. Section 202.1 is amended by removing the phrase “250,” from paragraph (b).

29. Section 202.2 is amended by removing the phrase “matters under the Public Utility Holding Company Act of 1935 and” in the last sentence.

30. Section 202.3 is amended by:

a. Removing the phrase “and the Public Utility Holding Company Act of 1935” from the first sentence of paragraph (a);

b. Removing the phrase “, and filings under the Public Utility Holding Company Act of 1935 which are also routed to the Division of Investment Management.” from the seventh sentence of paragraph (a); and

c. Removing the phrase “the Public Utility Holding Company Act of 1935,” from the last sentence of paragraph (b)(1).

31. Section 202.6 is amended by removing the authority citation following the section.

32. Section 202.9 is amended by removing the phrase “250.110,” from the first sentence of footnote 1.

PART 210 – FORM AND CONTENT OF AND REQUIREMENTS FOR FINANCIAL STATEMENTS, SECURITIES ACT OF 1933, SECURITIES EXCHANGE ACT OF 1934, INVESTMENT COMPANY ACT OF 1940, INVESTMENT ADVISERS ACT OF 1940, AND ENERGY POLICY AND CONSERVATION ACT OF 1975

33. The authority citation for Part 210 continues to read, in part, as follows:

Authority: 15 U.S.C. 77f, 77g, 77h, 77j, 77s, 77z-2, 77z-3, 77aa(25), 77aa(26), 77nn(25), 77nn(26), 78c, 78j-1, 78l, 78m, 78n, 78o(d), 78q, 78u-5, 78w, 78ll, 78mm, 80a-8, 80a-20, 80a-29, 80a-30, 80a-31, 80a-37(a), 80b-3, 80b-11, 7202 and 7262, unless otherwise noted.

34. Section 210.1-01 is amended by adding the word “and” at the end of paragraph (a)(2), removing paragraph (a)(3), and redesignating paragraph (a)(4) as paragraph (a)(3).

35. Section 210.3-18 is amended by removing the authority citation following the section.

36. Section 210.3A-05 is removed in its entirety.

PART 229 – STANDARD INSTRUCTIONS FOR FILING FORMS UNDER SECURITIES ACT OF 1933, SECURITIES EXCHANGE ACT OF 1934 AND ENERGY POLICY AND CONSERVATION ACT OF 1975 – REGULATION S-K

37. The authority citation for Part 229 continues to read, in part, as follows:

Authority: 15 U.S.C. 77e, 77f, 77g, 77h, 77j, 77k, 77s, 77z-2, 77z-3, 77aa(25), 77aa(26), 77ddd, 77eee, 77ggg, 77hhh, 77iii, 77jjj, 77nnn, 77sss, 78c, 78i, 78j, 78l, 78m, 78n, 78n-1, 78o, 78u-5, 78w, 78ll, 78mm, 80a-8, 80a-9, 80a-20, 80a-29, 80a-30, 80a-31(c), 80a-37, 80a-38(a), 80a-39, 80b-11, and 7201 *et seq.*; and 18 U.S.C. 1350, unless otherwise noted.

* * * * *

38. Section 229.405 is amended by revising the introductory text and removing the phrase “or section 17 of the Public Utility Holding Company Act” from paragraph (a)(1).

The revision reads as follows:

§ 229.405 (Item 405) Compliance with section 16(a) of the Exchange Act.

Every registrant having a class of equity securities registered pursuant to section 12 of the Exchange Act (15 U.S.C. 78l) and every closed-end investment company registered under the Investment Company Act of 1940 (15 U.S.C. 80a-1 *et seq.*) shall:

* * * * *

PART 230 – GENERAL RULES AND REGULATIONS, SECURITIES ACT OF 1933

39. The authority citation for Part 230 is revised by removing the specific authority for § 230.473 to read, in part, as follows:

Authority: 15 U.S.C. 77b, 77c, 77d, 77f, 77g, 77h, 77j, 77r, 77s, 77z-3, 77sss, 78c, 78d, 78j, 78l, 78m, 78n, 78o, 78t, 78w, 78ll(d), 78mm, 80a-8, 80a-24, 80a-28, 80a-29, 80a-30, and 80a-37, unless otherwise noted.

* * * * *

40. Sections 230.122 and 230.176 are amended by removing the authority citations following the sections.

PART 230 – REGULATION C – REGISTRATION

41. The authority citation for Part 230, Regulation C, Registration, is revised by removing the specific authority for § 230.499 to read, in part, as follows:

Authority: Sections 230.400 to 230.499 issued under secs. 6, 8, 10, 19, 48 Stat. 78, 79, 81, and 85, as amended (15 U.S.C. 77f, 77h, 77j, 77s)

* * * * *

42. Sections 230.400, 230.404, 230.414, 230.421, 230.423, 230.427, 230.430, 230.431, 230.436, 230.460, 230.470, 230.471, and 230.479 are amended by removing the authority citations following the sections.

43. Section 230.412 is amended by removing the phrase “the Public Utility Holding Company Act of 1935,” from the second sentence in paragraph (b).

PART 230 – INVESTMENT COMPANIES; BUSINESS DEVELOPMENT COMPANIES

44. The authority citation for Part 230, Investment Companies; Business Development Companies, §§ 230.480 through 230.485 is removed. The source and note remain unchanged.

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

45. The authority citation for Part 232 continues to read, in part, as follows:

Authority: 15 U.S.C. 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.

* * * * *

46. Section 232.11 is amended by removing the definition of the term “Public Utility Act.”

47. Section 232.101 is amended by removing and reserving paragraphs (c)(12), (c)(13), and (c)(14).

48. Section 232.102 is amended by removing the phrase “Rule 22 under the Public Utility Holding Company Act (§ 250.22 of this chapter),” from the second sentence of paragraph (a) and removing paragraph (f).

49. Section 232.104 is amended by removing the phrase “section 16 of the Public Utility Act (15 U.S.C. 79p),” from the first sentence of paragraph (d).

50. Section 232.201 is amended by removing the phrases “259.604,” and “259.601,” from note 1 to paragraph (a).

51. Section 232.202 is amended by removing the phrase “259.603,” from note 1 to § 232.202.

52. Section 232.306 is amended by removing the phrase “259.603,” from paragraphs (b) and (c).

53. Section 232.311 is amended by:

a. Removing paragraphs (c), (d), and (e); and redesignating paragraphs (f) through (i) as paragraphs (c) through (f);

b. In newly redesignated paragraph (e)(1), removing the phrases “259.604,” and “259.601,”; and

c. In newly redesignated paragraph (e)(2), removing the phrase “(a) through (g)” and adding in its place the phrase “(a) through (d)”.

54. Section 232.501 is amended by removing the phrase “Public Utility Act section 16 (15 U.S.C. 79p),” from paragraph (c)(2); and removing the phrase “the Public Utility Act” from the second sentence of paragraph (c)(3).

PART 239 – FORMS PRESCRIBED UNDER THE SECURITIES ACT OF 1933

55. The authority for Part 239 is amended by revising the specific authority for §§ 239.63 and 239.64 to read as follows:

Authority: 15 U.S.C. 77f, 77g, 77h, 77j, 77s, 77z-2, 77z-3, 77sss, 78c, 78l, 78m, 78n, 78o(d), 78u-5, 78w(a), 78ll, 78mm, 80a-2(a), 80a-3, 80a-8, 80a-9, 80a-10, 80a-13, 80a-24, 80a-26, 80a-29, 80a-30, and 80-37, unless otherwise noted.

* * * * *

Sections 239.63 and 239.64 are also issued under 15 U.S.C. 77f, 77g, 77h, 77j, 77s(a), 77sss(a), 78c(b), 78l, 78m, 78n, 78o(d), 78w(a), 80a-8, 80a-24, 80a-29, and 80a-37.

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PART 240 – GENERAL RULES AND REGULATIONS, SECURITIES EXCHANGE ACT OF 1934

56. The authority for Part 240 is amended by revising the specific authorities for § 240.14d-1 and § 240.14e-2 to read as follows:

Authority: 15 U.S.C. 77c, 77d, 77g, 77j, 77s, 77z-2, 77z-3, 77eee, 77ggg, 77nnn, 77sss, 77ttt, 78c, 78d, 78e, 78f, 78g, 78i, 78j, 78j-1, 78k, 78k-1, 78l, 78m, 78n, 78n-1, 78o, 78o-4, 78p, 78q, 78s, 78u-5, 78w, 78x, 78ll, 78mm, 80a-20, 80a-23, 80a-29, 80a-37, 80b-3, 80b-4, 80b-11,

and 7201 *et seq.*; 18 U.S.C. 1350; 12 U.S.C. 5221(e)(3); and Pub. L. 111-203, § 939A, 124 Stat. 1376 (2010), unless otherwise noted.

* * * * *

Section 240.14d-1 is also issued under 15 U.S.C. 77g, 77j, 77s(a), 77ttt(a), 80a-37.

Section 240.14e-2 is also issued under 15 U.S.C. 77g, 77h, 77s(a), 77sss, 80a-37(a).

* * * * *

57. Section 240.0-4 is amended by removing the authority citation following the section.

58. Section 240.11d1-1 is amended by removing the phrase “, or as a stockholder of a company distributing such security in order to effectuate the provisions of section 11 of the Public Utility Holding Company Act of 1935” from the first sentence of paragraph (d) and by removing the authority citation following the section.

59. Section 240.13f-1 is amended by removing the phrase “13(f)(3) of the Act (15 U.S.C. 78m(f)(3))” from the second sentence of paragraph (c) and adding in its place the phrase “13(f)(4) of the Act (15 U.S.C. 78m(f)(4))”.

60. Sections 240.14d-4 and 240.14d-7 are amended by removing the authority citations following the sections.

61. Section 240.16a-1 is amended by removing paragraph (a)(5)(i) and redesignating paragraphs (a)(5)(ii) and (a)(5)(iii) as paragraphs (a)(5)(i) and (a)(5)(ii).

62. Section 240.16a-2 is amended by removing the phrase “section 17(a) of the Public Utility Holding Company Act of 1935 (15 U.S.C. 79q(a)) or” from the first sentence of the introductory text; and removing the phrase “Public Utility Holding Company Act of 1935 and the” from the third sentence of the introductory text.

63. Section 240.16a-3 is amended by removing the phrase “either section 17(a) of the Public Utility Holding Company Act of 1935 (15 U.S.C. 79q(a)) or” from paragraph (d).

64. Section 240.16b-1 is revised by removing the designation “(a)” from paragraph (a) and removing paragraph (b).

PART 243 – REGULATION FD

65. The authority for Part 243 continues to read as follows:

Authority: 15 U.S.C. 78c, 78i, 78j, 78o, 78w, 78mm, and 80a-29, unless otherwise noted.

66. Section 243.100 is amended by removing the phrase “13(f)(5) of the Securities Exchange Act of 1934 (15 U.S.C. 78m(f)(5))” from paragraph (b)(1)(ii) and adding in its place the phrase “13(f)(6) of the Securities Exchange Act of 1934 (15 U.S.C. 78m(f)(6))”.

PART 249 – FORMS, SECURITIES EXCHANGE ACT OF 1934

67. The authority for Part 249 continues to read, in part, as follows:

Authority: 15 U.S.C. 78a *et seq.* and 7201 *et seq.*; and 18 U.S.C. 1350, unless otherwise noted.

* * * * *

68. Amend Form 5 (referenced in § 249.105) by:

a. Removing “, except that a single statement shall be filed with respect to the securities of a registered public utility holding company and all of its subsidiary companies” from General Instruction 1(c).

b. Removing and reserving General Instruction 3(a)(ii).

Note – The text of Form 5 does not and this amendment will not appear in the Code of Federal Regulations.

PART 250 – GENERAL RULES AND REGULATIONS, PUBLIC UTILITY HOLDING COMPANY ACT OF 1935

69. Part 250 is removed and reserved.

PART 251 – INTERPRETATIVE RELEASES RELATING TO THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935 AND GENERAL RULES AND REGULATIONS THEREUNDER

70. Part 251 is removed and reserved.

PART 256 – UNIFORM SYSTEM OF ACCOUNTS FOR MUTUAL SERVICE COMPANIES AND SUBSIDIARY SERVICE COMPANIES, PUBLIC UTILITY HOLDING COMPANY ACT OF 1935

71. Part 256 is removed and reserved.

PART 257 – PRESERVATION AND DESTRUCTION OF RECORDS OF REGISTERED PUBLIC UTILITY HOLDING COMPANIES AND OF MUTUAL AND SUBSIDIARY SERVICE COMPANIES

72. Part 257 is removed and reserved.

PART 259 – FORMS PRESCRIBED UNDER THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935

73. Part 259 is removed and reserved.

PART 260 – GENERAL RULES AND REGULATIONS, TRUST INDENTURE ACT OF 1939

74. The authority citation for part 260 continues to read as follows:

Authority: 15 U.S.C. 77eee, 77ggg, 77nnn, 77sss, 77ll(d), 80b-3, 80b-4, and 80b-11.

75. Sections 260.0-4, 260.0-6 and 260.7a-29 are amended by removing the authority citations following the sections.

76. Section 260.19a-1 is amended by:

a. Removing the quotation marks before and after the phrase “file with the indenture trustee all reports required to be filed with the Commission pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934.”

b. Removing the phrase “77nn(a)(1)” and adding in its place the phrase “77nnn(a)(1)”.

PART 270 – RULES AND REGULATIONS, INVESTMENT COMPANY ACT OF 1940

77. The authority citation for part 270 continues to read, in part, as follows:

Authority: 15 U.S.C. 80a-1 et seq., 80a-34(d), 80a-37, and 80a-39, unless otherwise noted.

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78. Sections 270.0-4 and 270.8b-32 are amended by removing the authority citations following the sections.

PART 274 – FORMS PRESCRIBED UNDER THE INVESTMENT COMPANY ACT OF 1940

79. The general authority for Part 274 continues to read, in part, as follows:

Authority: 15 U.S.C. 77f, 77g, 77h, 77j, 77s, 78c(b), 78l, 78m, 78n, 78o(d), 80a-8, 80a-24, 80a-26, and 80a-29, unless otherwise noted.

* * * * *

80. Amend Form 3 (referenced in §§ 249.103 and 274.202) by:

Note – The text of Form 3 does not and this amendment will not appear in the Code of Federal Regulations.

a. Removing and reserving General Instructions 1(a)(iii) and 4(a)(ii).

b. Removing the phrase “, except that a single statement shall be filed with respect to the securities of a registered public utility holding company and all of its subsidiary companies” from General Instruction 2(c).

81. Amend Form 4 (referenced in §§ 249.104 and 274.203) by:

Note – The text of Form 4 does not and this amendment will not appear in the Code of Federal Regulations.

a. Removing the phrase “, except that a single statement shall be filed with respect to the securities of a registered public utility holding company and all of its subsidiary companies” from General Instruction 1(c).

b. Removing and reserving General Instruction 3(a)(ii).

82. Amend the Form SE (referenced in §§ 239.64, 249.444, 269.8 and 274.403) by removing the phrase “the Public Utility Holding Company Act of 1935,” from Form SE General Instruction 1.A. and from the second sentence of Form SE General Instruction 1.B.

Note – The text of Form SE does not and this amendment will not appear in the Code of Federal Regulations.

PART 275 – RULES AND REGULATIONS, INVESTMENT ADVISERS ACT OF 1940

83. The authority citation for part 275 continues to read, in part, as follows:

Authority: 15 U.S.C. 80b-2(a)(11)(G), 80b-2(a)(11)(H), 80b-2(a)(17), 80b-3, 80b-4, 80b-4a, 80b-6(4), 80b-6a, and 80b-11, unless otherwise noted.

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84. Section 275.0-4 is amended by removing the authority citation following the section.

By the Commission.

Elizabeth M. Murphy
Secretary

November 4, 2011