

SECURITIES AND EXCHANGE COMMISSION

17 CFR Part 232

[Release Nos. 33-10265; 34-79519; 39-2513; IC-32387]

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 updates are being made primarily to support the submission of Municipal Advisor submission form types MA, MA-A, MA/A, MA-I, MAI/A, and MA-W in filer-constructed Extensible Markup Language (XML) format; provide for the ability for filers to provide up to 200 owners instead of 50 owners for Schedules A-1, A-2, B-1, and B-2 within submission form types MA, MA-A, and MA/A; allow an entity with an Standard Industrial Classification (SIC) code value or no value (NULL) to request the creation of ABS Issuing Entities; allow duplicate submissions for ABS-EE; flag non-existent CIKs as error during ABS-EE or ABS-EE/A data entry; update the ABS-EE Asset Data schema to include RMBS ABS Asset Class Item 1(c)(13)(vi), Most Senior Lien Origination Date in the date format MM/YYYY; change CMBS ABS Asset Class Item 2(c)(28)(iv), ARM Margin Number from an integer value to a percentage value; transform word expressions for numbers, dates, and word or symbol expressions for QName and nil expressions into their respective XML representations in Inline XBRL submissions; provide for the ability for filers to provide typed dimensions in XBRL submissions; allow the following HTML tags , <TBODY>, <TFOOT>, and <THEAD> to be used in traditional XBRL documents; remove all ASCII character validations for broker-dealer entity name fields on submission form types 17HACON, 17HACON/A, 17HQCON, and

17HQCON/A; and provide for the ability for filers to shift the order of uploaded documents, and simultaneously select/deselect all uploaded documents on the “Attach Documents List” screen for the Regulation A submission form types DOS, DOS/A, 1-A, 1-A/A, 1-A POS, 1-K, and 1-K/A. The EDGAR system was upgraded to support the update to the ABS-EE CMBS Asset Class Item 2(e)(17), "Payment Status Loan Code" associated types to include the value “0” for loan payment status of “Current”; increase the maximum allowable submission size for form types ABS-EE and ABS-EE/A to 600 MB; and remove the timeliness rule check for the following submission form types NT 10-K, NTN 10K, NT 10-Q, NTN 10Q, NT 15D2, NTN15D2, NT 10-D, NTN 10D, NT 20-F, and NTN 20F on October 31, 2016. The EDGAR system is scheduled to be upgraded to support the other functionalities on December 12, 2016.

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 Corporation Finance, for questions concerning Form ABS-EE and Regulation A submission form types, contact Vik Sheth at (202) 551-3818; in the Division of Trading and Markets, for questions concerning Form MA and Form 17-H, contact Kathy Bateman at (202) 551-4345; and in the Division of Economic and Risk Analysis, for questions concerning eXtensible Business Reporting Language (XBRL) submissions; contact Walter Hamscher at (202) 551-5397.

SUPPLEMENTARY INFORMATION: We are adopting an updated EDGAR Filer Manual, Volume I and 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 I entitled EDGAR Filer Manual, Volume I: “General Information,” Version 25 (December 2016), and Volume II entitled EDGAR Filer Manual, Volume II: “EDGAR Filing,” Version 39 (December 2016). 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 16.4 on December 12, 2016 and will introduce the following changes:

Filers will be able to submit the Municipal Advisor submission form types MA, MA-A, MA/A, MA-I, MA-I/A, and MA-W in filer-constructed XML format from the EDGAR Filing Website. For more information, see the “EDGAR Form MA XML Technical Specification” document available on the SEC's Public Website (<https://www.sec.gov/info/edgar/tech-specs>).

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 19, 2016. See Release No. 33-10217 (September 30, 2016) [81 FR 67118].

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

³ See Release No. 33-10217 in which we implemented EDGAR Release 16.3. For additional history of Filer Manual rules, please see the citations therein.

Filers will be able to provide up to 200 owners instead of 50 owners for Schedules A-1, A-2, B-1, and B-2 within MA, MA-A, and MA/A submissions (Schedules A-1, A-2, B-1, and B-2 are amended via Schedule C for MA-A and MA/A submissions).

EDGAR will be upgraded to allow an entity with any Standard Industrial Classification (SIC) code value or no value (NULL) to request the creation of ABS Issuing Entities.

EDGAR will be updated to allow duplicate submissions for ABS-EE.

EDGARLink Online will be updated for ABS-EE and ABS-EE/A submissions such that non-existent CIKs will be flagged as errors during header data entry instead of after the submission has been sent and processed by EDGAR.

The ABS-EE Asset Data schema will be updated to introduce the following Asset Class Item with date format MM/YYYY:

- RMBS ABS Asset Class: Item 1(c)(13)(vi), Most Senior Lien Origination Date

In addition, the ABS-EE Asset Data schema will be updated to change the following Asset Class Item from an integer value to a percentage value:

- CMBS ABS Asset Class: Item 2(c)(28)(iv), ARM Margin Number

For more information, see the updated “EDGAR ABS XML Technical Specification” document located on the SEC’s Public Website (<https://www.sec.gov/info/edgar/tech-specs>).

EDGAR will transform word expressions for numbers, dates, and word or symbol expressions for QName and nil expressions into their respective XML representations in Inline XBRL submissions. Filers will be able to provide typed dimensions in XBRL submissions. In addition, the following HTML tags will be usable in traditional XBRL documents: , <TBODY>, <TFOOT>, and <THEAD>.

All ASCII character validations will be removed for broker-dealer entity name fields on submission form types 17HACON, 17HACON/A, 17HQCON, and 17HQCON/A. Broker-dealers

now will be able to submit the aforementioned filings, irrespective of the ASCII characters in the broker-dealer entity name.

Filers will be able to shift the order of the uploaded documents, and simultaneously select/de-select all uploaded documents on the “Attach Documents List” screen for the Regulation A submission form types DOS, DOS/A, 1-A, 1-A/A, 1-A POS, 1-K, and 1-K/A.

On October 31, 2016, the EDGAR system was upgraded to Release 16.3.3 and now supports the following changes:

The ABS-EE CMBS Asset Class Item 2(e)(17), “Payment Status Loan Code” associated types were updated to include the value “0” for loan payment status of “Current”. For more information, see section 4.3.20 of the updated “EDGAR ABS XML Technical Specification” document located on the SEC’s Public Website (<https://www.sec.gov/info/edgar/tech-specs>).

The maximum allowable submission size for form types ABS-EE and ABS-EE/A was increased to 600 MB.

EDGAR was updated to remove the timeliness rule check, and to no longer verify if the submission form types NT 10-K, NTN 10K, NT 10-Q, NTN 10Q, NT 15D2, NTN15D2, NT 10-D, NTN 10D, NT 20-F, and NTN 20F were submitted before the filing deadline.

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 10:00 a.m. and 3:00 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).⁴ It follows that the requirements of the Regulatory Flexibility Act⁵ do not apply.

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,⁶ 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 16.4 is scheduled to become available on December 12, 2016. 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 1933,⁷ Sections 3, 12, 13, 14, 15, 23, and 35A of the Securities Exchange

⁴ 5 U.S.C. 553(b)(A).

⁵ 5 U.S.C. 601 - 612.

⁶ 5 U.S.C. 553(d)(3).

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

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 Amendment

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. 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.

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 out 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 25 (December 2016). The requirements for filing on EDGAR are set forth in the updated EDGAR

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

⁹ 15 U.S.C. 77sss.

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

Filer Manual, Volume II: “EDGAR Filing,” Version 39 (December 2016). Additional provisions applicable to Form N-SAR filers are set forth in the EDGAR Filer Manual, Volume III: “N-SAR Supplement,” Version 5 (September 2015). 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: http://www.archives.gov/federal_register/code_of_federal_regulations/ibr_locations.html.

By the Commission.

Brent J. Fields
Secretary

December 9, 2016