

SECURITIES AND EXCHANGE COMMISSION

17 CFR Part 232

Release Nos. 33-10518; 34-83614; 39-2521; IC-33153

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. The EDGAR system is scheduled to be upgraded on July 9, 2018.

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 Forms N-CSR or N-CSRS, contact Heather Fernandez at (202) 551-6708. In the Division of Trading and Markets, for questions concerning Form Funding Portal, contact Timothy White at (202) 551-7232. In the Office of Municipal Securities, for questions regarding Forms MA and MA-I, contact Ahmed A. Abonamah at (202) 551-3887. In the Division of Corporation Finance, for questions concerning the Form ABS-15G, Form C, and Form D, contact Heather Mackintosh at (202) 551-8111. In the Division of Economic and Risk Analysis, for questions concerning retired taxonomies and the updated 2018 IFRS taxonomy, contact Brian Hankin at (202) 551-8497.

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 47 (July 2018). 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 should consult the Filer Manual in conjunction with our rules governing mandated electronic filing when preparing documents for electronic submission.

The EDGAR System and Filer Manual will be updated in Release 18.2 and will reflect the changes described below.

Release No. 33-10486 amended Forms Funding Portal, Form MA, Form MA-I, and Form MSD to eliminate the portions of such forms that requested filers furnish certain sensitive personally identifiable information (“PII”) of natural persons, including Social Security numbers, foreign identity numbers, dates of birth, and places of birth.³ In Release 18.2, the EDGAR filer interface will be revised to include new “pop-up” messages, which will warn filers not to provide such sensitive PII. These changes further support the revisions to the aforementioned forms. Pop-up messages will also instruct filers on how to complete the required fields using a numeric placeholder or CRD number placeholder in lieu of certain sensitive PII in

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 April 25, 2018. See Release No. 33-10486 (April 25, 2018) [83 FR 22190].

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

³ See Release No. 33-10486.

specified fields on submission form types MA, MA-A, MA/A, MA-I, and MA-I/A and on the Form Funding Portal landing page. Corresponding changes have been made to Chapter 8 (Preparing and Transmitting Online Submissions) of the EDGAR Filer Manual, Volume II.

EDGAR will be revised to add the new exhibit “EX-99. IND PUB ACCT (Change of Independent Public Accountant)” for submission form types N-CSR, N-CSR/A, N-CSR/S and N-CSR/S/A. The new exhibit will allow registrants to report a change in their independent public accountant. Corresponding changes have been made to Appendix E (Automated Conformance Rules for EDGAR Data Fields) of the EDGAR Filer Manual, Volume II.

EDGAR will be revised to update submission form types ABS-15G and ABS-15G/A to remove “Issuing Entity Name” for the Registered Entity field in Items 2.01 and 2.02 and to remove “Issuing Entity CIK” from the Unregistered Entity field in Item 2.01 and from the Unregistered Entity under Rule 15Ga-2 field in Item 2.02. The revisions are designed to improve validation of filer identification header tag information by removing unnecessary header tag fields associated with these submission types. For further information, please see the “EDGARLink Online XML Technical Specification document” available on the SEC’s public website at <https://www.sec.gov/oit/Article/info-edgar-tech-specs.html>. Corresponding changes have been made to Chapter 7 (Preparing and Transmitting EDGARLink Online Submissions) and Appendix A (Messages Reported by EDGAR) of the EDGAR Filer Manual, Volume II.

EDGAR will be revised to update submission form types C, C/A, C-AR, C-AR/A, and C-TR to provide filers with an error message if they do not adhere to the EDGAR file naming standards specified in Chapter 5 (Constructing Attached Documents and Document Types) of the EDGAR Filer Manual, Volume II. In addition, submission form types C, C/A, C-A, C-AR, C-AR/A and C-U will be updated to allow filers to input a decimal value in the “Current

Employees” field to denote any part-time employees. Corresponding changes have been made to Chapter 8 (Preparing and Transmitting Online Submissions) of the EDGAR Filer Manual, Volume II.

EDGAR will be revised to update submission form types D and D/A to increase the character limits from 150 to 200 characters for the following fields: “Last Name” under Item 3: Related Persons; “Recipient” under Item 12: Sales Compensation; and “(Associated) Broker or Dealer” under Item 12: Sales Compensation. For further information, please see the “EDGAR Form D XML Technical Specification” document available on the SEC’s public website at <https://www.sec.gov/oit/Article/info-edgar-tech-specs.html>. Corresponding changes have been made to Chapter 8 (Preparing and Transmitting Online Submissions) of the EDGAR Filer Manual, Volume II.

The EDGAR system will be updated to remove, and will no longer accept, the following submission form types: F-9, F-9/A, F-9POS, F-9EF, N-MFP, N-MFP/A, N-MFP1, N-MFP1/A, 497K1, 497K2, 497K3A, and 497K3B. These submission types either allow for filing of forms that have been rescinded by prior Commission action, or have been replaced by newer submission form types and are now obsolete. Corresponding changes have been made to Chapter 2 (Quick Guide to EDGAR Filing), Chapter 3 (Index to Forms), Chapter 4 (Filing Fee Information), Chapter 6 (Interactive Data), Chapter 8 (Preparing and Transmitting Online Submissions), and Appendix C (EDGAR Submission Types) of the EDGAR Filer Manual, Volume II.

The EDGAR system will be upgraded to remove the following taxonomies, which have been superseded: US-GAAP-2016, DEI-2013, DEI-2009, EXCH-2016, and RR-2010. The EDGAR system will be updated to reflect the 2018 version of the IFRS taxonomy. For further

information please refer to the SEC's public website at

<https://www.sec.gov/info/edgar/edgartaxonomies.shtml>.

Chapter 5 (Constructing Attached Documents and Document Types) of the EDGAR Filer Manual, Volume II will be updated to provide clarifying instructions regarding the use of, and submission requirements for, PDF documents for specified submission form types. The EDGAR Filer Manual will also be revised to make clarifying changes to certain instructions by removing references to an application tool used to read XBRL data. The tool is no longer supported on sec.gov. Finally, the EDGAR Filer Manual will include revised instructions that clarify how filers may report shares outstanding for multiple classes of stock for XBRL validation. Corresponding changes have been made to 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 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 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 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 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

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Incorporation by reference, Reporting and recordkeeping requirements, Securities.

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).

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.

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:

§ 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 30 (March 2018). The requirements for filing on EDGAR are set forth in the updated EDGAR Filer Manual, Volume II: “EDGAR Filing,” Version 47 (July 2018). 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 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: July 10, 2018

Lynn M. Powalski
Deputy Secretary