

SECURITIES AND EXCHANGE COMMISSION

17 CFR Part 232

[Release Nos. 33-10845; 34-89920; 39-2533; IC-34015]

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 Volume II of 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 September 21, 2020.

DATES: Effective November 3, 2020. The incorporation by reference of the EDGAR Filer Manual is approved by the Director of the *Federal Register* as of November 3, 2020.

FOR FURTHER INFORMATION CONTACT: For questions regarding updates to the Forms N-CEN and N-CEN/A submission types for exchange-traded funds (“ETFs”) and the submission form types and exhibits for variable contracts, please contact Heather Fernandez in the Division of Investment Management at (202) 551-6708. For questions concerning the redlining for Inline eXtensible Business Reporting Language (“iXBRL”) and the removal of 2018 International Financial Reporting Standards (IFRS-2018) and 2018 Document and Entity Information (DEI-2018) taxonomies and removal of linkbases of 2018 US Mutual Fund Risk/Return (RR-2018) taxonomy, 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 II: “EDGAR Filing” (Version 54) (September 2020). 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 20.3 and corresponding amendments to the Filer Manual are being made to reflect the changes described below.

On September 25, 2019, the Commission adopted 17 CFR 6c-11 (“rule 6c-11”) under the Investment Company Act of 1940 to permit ETFs that satisfy certain conditions to operate without the expense and delay of obtaining an exemptive order. The Commission also adopted certain related amendments to Form N-CEN.³ EDGAR Release 20.3 updates Forms N-CEN and N-CEN/A submission types to collect specific information on which ETFs are relying on rule 6c-11 and the instruction that contains the definition of “authorized participant” to conform the definition with rule 6c-11. The EDGAR Filer Manual has been revised to provide relevant instructions related to this modification for filers to complete Forms N-CEN and N-CEN/A submission types. See Chapter 8 (Preparing and Transmitting Online Submissions) 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 (Apr. 1, 1993) [58 FR 18638]. We implemented the most recent update to the Filer Manual on January 27, 2020. *See* Release No. 33-10749 (Jan. 27, 2020) [85 FR 9365].

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

³ *See* Exchange-Traded Funds, Release No. 33-10695 (Sep. 25, 2019) [84 FR 57162].

On March 11, 2020, the Commission adopted rule and form amendments intended to help investors make informed investment decisions regarding variable annuity and variable life insurance contracts.⁴ EDGAR Release 20.3 adds the following new submission form types accessible through EDGARLink Online: 497VPI, 497VPU, N-VP, N-VP/A, N-VPFS, and N-VPFS/A. See Chapter 3 (Index to Forms) and Appendix C (EDGAR Submission Types) of the EDGAR Filer Manual, Volume II: “EDGAR Filing.”

The EDGAR system will no longer accept the following submission form types after September 21, 2020, due to the Commission’s rescission of these form types: N-1, N-1/A, N-27E-1, N-27E-1/A, N-27F-1, and N-27F-1/A. New exhibits for Forms N-3, N-4 and N-6 also are available on EDGARLink Online and filers have the option to attach these new exhibits in official HTML or ASCII format (and unofficially in PDF format). The EDGAR Filer Manual includes information related to this modification for filers to complete the relevant submission types and to include references to the new exhibit types. See Appendix E (Automated Conformance Rules for EDGAR Data Fields) of the EDGAR Filer Manual, Volume II: “EDGAR Filing.”

EDGAR Release 20.3 allows filers to mark changed material by redlining changed content in Inline XBRL submissions. Accordingly, the following submission form types permit redlining in Inline XBRL format: N-1A, N-1A/A, 485APOS, 497, 485BPOS, 10-Q, 10-Q/A, 10-QT, 10-QT/A, S-1, S-1/A, S-3, S-3/A, S-4, S-4/A, S-11, S-11/A, S-11MEF, S-1MEF, S-3D, S-3DPOS, S-3MEF, S-4 POS, S-4EF, S-4MEF, 10-K, 10-K/A, 10-KT, 10-KT/A, 10-12B, 10-12B/A, 10-12G, 10-12G/A, POS AM, POS EX, S-3ASR, 20-F, 20-F/A, 40-F, 40-F/A, 8-K, 8-K/A, F-1, F-1/A, F-3, F-3/A, F-3ASR, F-3D, F-3DPOS, F-3MEF, F-4, F-4/A, F-4EF, F-4POS, F-10EF, F-10POS, 6-K, 6-K/A, 8-K12B, 8-K12B/A, 8-K12G3, 8-K12G3/A, 8-K15D5, 8-

⁴ See Updated Disclosure Requirements and Summary Prospectus for Variable Annuity and Variable Life Insurance Contracts, Release No. 33-10765 (Mar. 11, 2020) [85 FR 25964].

K15D5/A, SP 15D2, and SP 15D2/A. See Chapter 5 (Constructing Attached Documents and Document Types) of the EDGAR Filer Manual, Volume II: “EDGAR Filing.”

In EDGAR Release 20.3, the EDGAR system disallows the IFRS-2018 taxonomy and DEI-2018 taxonomy versions and linkbases of RR-2018 taxonomy since two versions of both IFRS and DEI taxonomies are usually maintained, which are currently the 2020 and 2019 versions. The linkbases of the RR-2018 taxonomy depend on the DEI-2018 taxonomy, which is being removed. Please see <https://www.sec.gov/info/edgar/edgartaxonomies.shtml> for the complete list of supported standard taxonomies.

Along with the adoption of the Filer Manual, we are amending 17 CFR 232.301 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”).⁵ It follows that the requirements of the Regulatory Flexibility Act⁶ do not apply.

⁵ 5 U.S.C. 553(b)(A).

⁶ 5 U.S.C. 601 through 612.

The effective date for the updated Filer Manual and the related rule and form amendments is November 3, 2020. In accord with the APA,⁷ 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.

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 1933,⁸ Sections 3, 12, 13, 14, 15, 15B, 23, and 35A of the Securities Exchange Act of 1934,⁹ Section 319 of the Trust Indenture Act of 1939,¹⁰ and Sections 8, 30, 31, and 38 of the Investment Company Act of 1940.¹¹

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

⁷ 5 U.S.C. 553(d) (3).

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

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

¹⁰ 15 U.S.C. 77sss.

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

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 35 (January 2020). The requirements for filing on EDGAR are set forth in the updated EDGAR Filer Manual, Volume II: “EDGAR Filing,” Version 54 (September 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 a.m. and 3 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, email fedreg.legal@nara.gov, or go to: <https://www.archives.gov/federal-register/cfr/ibr-locations.html>.

By the Commission.

Dated: September 18, 2020

Vanessa A. Countryman,

Secretary.