

SECURITIES AND EXCHANGE COMMISSION

17 CFR Part 232

[Release Nos. 33-10615; 34-85296; 39-2525; IC-33398]

Adoption of Updated EDGAR Filer Manual

AGENCY: Securities and Exchange Commission.

ACTION: Final rule.

SUMMARY: The Securities and Exchange Commission (the “Commission”) adopted revisions to the Electronic Data Gathering, Analysis, and Retrieval System (“EDGAR”) Filer Manual (“EDGAR Filer Manual” or “Filer Manual”) and related rules. The EDGAR system is scheduled to be upgraded on March 11, 2019.

DATES: Effective April 1, 2019. The incorporation by reference of the EDGAR Filer Manual is approved by the Director of the *Federal Register* as of April 1, 2019.

FOR FURTHER INFORMATION CONTACT: In the Division of Trading and Markets, for questions concerning Form ATS-N, contact Michael R. Broderick at (202) 551-5058. In the Office of Municipal Securities, for questions regarding Forms MA, MA-A and MA-I, contact Ahmed A. Abonamah at (202) 551-3887. In the Division of Corporation Finance, for questions concerning Forms 1-A and DOS, contact Heather Mackintosh at (202) 551-8111. In the Division of Investment Management, for question concerning Form N-PORT XML, contact Heather Fernandez at (202) 551-6708. In the Division of Economic and Risk Analysis, for questions concerning Inline XBRL submission requirements, contact Mike Willis at (202) 551-6627.

SUPPLEMENTARY INFORMATION: We adopted 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 EDGAR Online Forms website.

The revisions to the Filer Manual reflect changes within Volume II, entitled EDGAR Filer Manual, Volume II: “EDGAR Filing,” (Version 50) (March 2019). The updated manual is 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 filings when preparing documents for electronic submission.

The EDGAR System and Filer Manual will be updated in Release 19.1 and reflect the changes described below.

EDGAR introduces changes associated with the adoption of Inline eXtensible Business Reporting Language (“Inline XBRL”) requirements for the submission of operating company financial information and fund risk/return summaries.³ The EDGAR system is updated to implement changes that expand the submission form types that are permitted to include Inline XBRL submissions. Accordingly, the following additional submission form types permit the primary document to be in Inline XBRL format: S-1, S-1/A, S-1MEF, S-3, S-3/A, S-3ASR, S-3D, S-3DPOS, S-3MEF, S-4, S-4/A, S-4EF, S-4MEF, S-4 POS, S-11, S-11/A, S-11MEF, F-1, F-1/A, F-1MEF, F-3, F-3/A, F-3ASR, F-3D, F-3DPOS, F-3MEF, F-4, F-4/A, F-4EF, F-4MEF, F-4

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 December 14, 2018. See Release No. 33-10585 (December 14, 2018) [83 FR 66100].

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

³ See Release No. 33-10514 (June 28, 2018) [83 FR 40846].

POS, F-10, F-10/A, F-10EF, F-10POS, N-1A, N-1A/A, 485APOS, 485BPOS, 485BXT, and 497.

The EDGAR system also is updated to allow more than one Inline XBRL file attachment per submission to be pre-validated, submitted, validated, accepted, rendered, and viewed. In addition, given the termination of the Voluntary XBRL program, the EDGAR Filer Manual and the EDGAR system are updated to remove and no longer permit submissions having EX-100 Voluntary XBRL attachments. Also, the EDGAR Filer Manual updates instructions regarding the layout specifications for Risk Return Summary Information submissions tagged with Inline XBRL. Finally, the revised EDGAR Filer Manual clarifies how EDGAR processes submissions that contain Inline XBRL presentations that do not pass validation. Please refer to Chapter 5 (Constructing Attached Documents and Document Types), Chapter 6 (Interactive Data), and Appendix E (Automated Conformance Rules for EDGAR Data Fields) of the EDGAR Filer Manual, Volume II: “EDGAR Filing.”

EDGAR Release 19.1 updates Item 2 for submission form types 1-A, 1-A/A, 1-A POS, DOS, and DOS/A to clarify that filers subject to Section 13 or 15(d) of the Securities Exchange Act of 1934 are no longer ineligible to use the form. Please refer to Chapter 8 (Preparing and Transmitting Online Submissions) of the EDGAR Filer Manual, Volume II: “EDGAR Filing.”

EDGAR permits the display of Schedule B data in submission form types MA-A and MA/A, provided that information for Schedule B was included in the filer’s most recent Form MA, MA-A or MA/A filing. Corresponding changes are reflected in the EDGAR Filer Manual. Please refer to Chapter 8 (Preparing and Transmitting Online Submissions) of the EDGAR Filer Manual, Volume II: “EDGAR Filing.”

In EDGAR Release 18.4, EDGAR was updated to accept submissions of Form ATS-N and its related EDGAR submission types. In EDGAR Release 19.1, the EDGAR Filer Manual is

revised to provide clarifying information for filers regarding the processing of Form ATS-N submissions. Please refer to Chapter 8 (Preparing and Transmitting Online Submissions) of the EDGAR Filer Manual, Volume II: “EDGAR Filing.”

EDGAR Release 19.1 also introduces changes to the “EDGAR Form N-PORT XML Technical Specification” document, which is available on the SEC’s public website at <https://www.sec.gov/info/edgar/tech-specs>.

In EDGAR Release 19.1, the EDGAR system is upgraded to support the 2019 GAAP, 2019 EXCH, 2019 Currency and 2019 SRT Taxonomies. Please see <https://www.sec.gov/info/edgar/edgartaxonomies.shtml> for a complete listing of supported standard taxonomies.

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 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.

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 in 17 CFR Part 232

Incorporation by reference, Reporting and recordkeeping requirements, Securities.

Text of the Amendments

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.

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 32 (December 2018). The requirements for filing on EDGAR are set forth in the updated EDGAR Filer Manual, Volume II: “EDGAR Filing,” Version 50 (March 2019). 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: March 12, 2019

Eduardo A. Aleman,
Deputy Secretary.