

SECURITIES AND EXCHANGE COMMISSION

17 CFR Parts 232, 239, 249, 269, and 274

[Release Nos. 33-10935; 34-91352; 39-2538, IC-34226]

Adoption of Updated EDGAR Filer Manual, Form ID Amendments

AGENCY: Securities and Exchange Commission.

ACTION: Final rule.

SUMMARY: The Securities and Exchange Commission (the “Commission”) is adopting amendments to Volumes I and II of the Electronic Data Gathering, Analysis, and Retrieval system (“EDGAR”) Filer Manual (“EDGAR Filer Manual” or “Filer Manual”), a related form, and related rules. The amendments result in a more uniform and secure process for EDGAR access by requiring certain applicants that already have an EDGAR Central Index Key (or CIK) account number, but do not have EDGAR access codes, to submit the related form and an authenticating document to obtain access to EDGAR. The related form has also been amended to update its instructions and cross-references to Volume I of the Filer Manual. The revisions to Volume II reflect additional updates to the EDGAR system.

DATES: *Effective date:* May 11, 2021.

Incorporation by reference: The incorporation by reference of the EDGAR Filer Manual is approved by the Director of the *Federal Register* as of May 11, 2021.

Compliance date: The applicable compliance date is discussed in Section VII.

FOR FURTHER INFORMATION CONTACT: For questions regarding the amendments to Volume I of the Filer Manual, Form ID, and related rules, please contact Rosemary Filou, Chief

Counsel, or Monica Lilly, Senior Special Counsel, in the EDGAR Business Office at 202-551-3900. For questions concerning the changes to the submission form types for Forms N-NMFP and N-CEN, please contact Heather Fernandez in the Division of Investment Management at (202) 551-6708. For questions concerning changes to the submission form types for Form C, please contact Christian Windsor, Senior Special Counsel, in the Division of Corporation Finance at (202) 551-3419. For questions concerning the XBRL submissions, 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 I: “General Information,” Version 37 (March 2021) and Volume II: “EDGAR Filing,” Version 57 (March 2021); amendments to 17 CFR 232.10 and 17 CFR 232.301 (“Rule 301”); and amendments to Form ID (17 CFR 239.63, 17 CFR 249.446, 17 CFR 269.7, and 17 CFR 274.402). The updated Filer Manual volumes are incorporated by reference into the Code of Federal Regulations.

I. BACKGROUND

The Filer Manual contains technical specifications needed for filers to make submissions on EDGAR. 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.¹ Filers should consult the Filer Manual in conjunction with our rules governing mandated electronic filings when preparing documents for electronic submission.

¹ See Rule 301.

Volume I of the Filer Manual provides general information regarding electronic submissions to the Commission on EDGAR, including information concerning requirements for becoming an EDGAR filer.² The amendments to Volume I require certain applicants that already have an EDGAR Central Index Key (or CIK) account number, but do not have EDGAR access codes, to submit the application for EDGAR access codes (Form ID) and an authenticating document to obtain access to EDGAR. In addition, the Commission is:

- Amending related rules and Form ID to reflect the changes to the EDGAR access process;
- Modifying Form ID to update its instructions and cross-references to Volume I of the Filer Manual; and
- Amending Volume II of the Filer Manual in accordance with additional EDGAR updates.

II. AMENDMENTS TO VOLUME I OF THE FILER MANUAL, RULES RELATED TO EDGAR ACCESS, AND FORM ID

All individuals, companies, and other organizations who seek a CIK and access codes to file on EDGAR must complete and submit a Form ID and an authenticating document.³ The Form ID and authenticating document are intended to allow Commission staff to review applicant business information, determine if a person signing the Form ID is authorized by the applicant, and confirm the authorized person's identity through notarization. A separate,

² 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]. The most recent update to the Filer Manual was Volume I: "General Information," Version 36 (December 2020) and Volume II: "EDGAR Filing," Version 56 (December 2020). See Adoption of Updated EDGAR Filer Manual, Proposed Collection and Comment Request for Form ID, Release No. 33-10902 (Dec. 11, 2020) [86 FR 7968 (Feb. 3, 2021)] ("Revised Volume I Release").

³ See 17 CFR 232.10(b), 17 CFR 239.63, 17 CFR 249.446, 17 CFR 269.7 and 17 CFR 274.402.

abbreviated process existed for certain applicants seeking EDGAR access codes that already have CIKs but have not filed electronically on EDGAR—for example, broker-dealers who have previously filed with the Commission only in paper form. This process was referred to as “Convert Paper Only Filer to Electronic Filer.”

In order to implement a more uniform and secure process for EDGAR access, the Commission is amending Volume I of the EDGAR Filer Manual to require these applicants that already have CIKs, but do not have EDGAR access codes, to submit a Form ID and authenticating document to obtain EDGAR access.⁴ This process will streamline administration of EDGAR access in the short term, and facilitate modernization of EDGAR access in the longer term.

As a conforming change, the Commission is deleting the phrase, “to whom the Commission previously has not assigned a Central Index Key (CIK) code” in rules related to EDGAR access requests.⁵ Separately, the Commission is amending Form ID to delete references to applicants that do not have CIKs. These amendments clarify that a Form ID submission will be required by “Convert Paper Only Filer to Electronic Filer” applicants that already have CIKs but do not have EDGAR access codes.⁶

⁴ The amendments to Volume I of the Filer Manual also include adding the title “EDGAR Access Consequences of Potentially Misleading or Manipulative Submissions and Unauthorized Submissions” to the discussion regarding 17 CFR 232.15 (Rule 15 of Regulation S-T) and changing the reference “authentication” documents to “authenticating” documents.

⁵ See new rules 17 CFR 232.10(b), 17 CFR 239.63, 17 CFR 249.446, 17 CFR 269.7, and 17 CFR 274.402.

⁶ We have submitted revised burden estimates on the Form ID collection of information to OMB for approval and have provided a notice and opportunity for the public to comment on the revised burden estimates. See, e.g., Proposed Collection and Comment Request for Form ID [85 FR 86599 (Dec. 30, 2020)].

Finally, the Commission is modifying Form ID to update its instructions and cross-references to Volume I of the Filer Manual.⁷

III. EDGAR RELEASES AND AMENDMENTS TO VOLUME II OF THE FILER MANUAL

EDGAR is being updated in Release 21.1, and was previously updated in Release 21.0.1, and corresponding amendments to Volume II of the Filer Manual are being made to reflect these changes, as described below.⁸

On November 2, 2020, the Commission adopted changes to Form C to be used by participants in Regulation Crowdfunding offerings.⁹ As a result of this rulemaking, EDGAR Release 21.1 updates the following submission form types to include co-issuer fields: C, C/A, C-U, C-AR, C-AR/A, and C-TR. Filers can specify the co-issuer name, legal status, and address if the co-issuer is not an EDGAR filer but associated with the C, C/A, C-U, C-AR, C-AR/A, and C-TR filing. Alternatively, if the co-issuer is an EDGAR filer, the system will pre-populate this information based on the CIK provided. See Chapter 8 (Preparing And Transmitting Online Submissions) of the EDGAR Filer Manual, Volume II: “EDGAR Filing.”

In order to simplify the preparation of XBRL submissions and reduce the number of

⁷ See Revised Volume I Release (allowing applicants to EDGAR the option of obtaining electronic notarizations and remote online notarizations). The Commission also amended 17 CFR 232.10(b) to remove the manual signature requirement for EDGAR access requests to allow electronic signature requests. *Id.*

⁸ EDGAR Release 21.1 will be deployed on or about March 22, 2021. EDGAR Release 21.0.1 was deployed on January 11, 2021, and EDGAR Release 21.0.2 was deployed on February 18, 2021 (note that there were no corresponding amendments to the EDGAR Filer Manual for Release 21.0.2).

⁹ See *Facilitating Capital Formation and Expanding Investment Opportunities by Improving Access to Capital in Private Markets*, Release No. 33-10884 (Nov. 2, 2020) [86 FR 3496 (Jan. 14, 2021)].

separate file attachments, the content of section 6.7.8 (Element xsd:schema must not contain any occurrences of “embedded” linkbases) of Volume II of the Filer Manual has been deleted and marked as “Reserved.” Relatedly, updates have been made to section 6.9 (Syntax of all Linkbases) of Volume II of the Filer Manual. See Chapter 6 (Interactive Data) of the EDGAR Filer Manual, Volume II: “EDGAR Filing.”

EDGAR Release 21.0.1 updated submission form types N-MFP2 and N-MFP2/A to allow filers to provide negative values for Item A.16 and select “Exempt Government” and “Government/Agency” as the category of the fund in Item A.10 of the form types. EDGAR will continue to allow filers to choose “Exempt Government” and “Treasury” as the category of the fund in Item A.10 of the form types. See Appendix A (Messages Reported by EDGAR) of the EDGAR Filer Manual, Volume II: “EDGAR Filing.”

EDGAR Release 21.0.1 updated filer-constructed submission form types N-CEN and N-CEN/A to validate the CIK provided in the “Filer Information” section of the header with the CIK listed in the “Information about the Registrant” section. See Appendix A (Messages Reported by EDGAR) of the EDGAR Filer Manual, Volume II: “EDGAR Filing.”

EDGAR Release 21.1 also introduces, and Release 21.0.2 introduced, additional changes in EDGAR that do not require corresponding amendments to the Filer Manual. See the “Updates” section of Volume II of the EDGAR Filer Manual, Volume II: “EDGAR Filing.”

IV. AMENDMENTS TO RULE 301 OF REGULATION S-T

Along with the adoption of the updated 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 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 at <https://www.sec.gov/edgar/filer-information/current-edgar-filer-manual>. Typically, the EDGAR Filer Manual is also available for website viewing and printing in the Commission's Public Reference Room, 100 F Street NE, Washington, DC 20549, on official business days between the hours of 10 a.m. and 3 p.m. Due to pandemic conditions, however, access to the Commission's Public Reference Room is not permitted at this time.

V. ADMINISTRATIVE LAW MATTERS; EFFECTIVE AND COMPLIANCE DATES

Because the Filer Manual, and form and rule amendments, relate solely to agency procedures or practice and do not substantially alter the rights and obligations of non-agency parties, publication for notice and comment is not required under the Administrative Procedure Act ("APA").¹⁰ It follows that the amendments do not require analysis under requirements of the Regulatory Flexibility Act¹¹ or a report to Congress under the Small Business Regulatory Fairness Act.¹²

The effective date for the Filer Manual, Form ID, and related rule amendments is May 11, 2021. The compliance date for the updated Volume I of the Filer Manual, Form ID

¹⁰ 5 U.S.C. 553(b)(A).

¹¹ 5 U.S.C. 601-612.

¹² 5 U.S.C. 804(3)(C).

amendments (17 CFR 239.63, 17 CFR 249.446, 17 CFR 269.7, and 17 CFR 274.402), and 17 CFR 232.10(b) is June 25, 2021.

In accordance with the APA,¹³ 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.

VI. STATUTORY BASIS

We are adopting the amendments to Regulation S-T and Form ID under the authority in Sections 6, 7, 8, 10, and 19(a) of the Securities Act of 1933,¹⁴ Sections 3, 12, 13, 14, 15, 15B, 23, and 35A of the Securities Exchange Act of 1934,¹⁵ Section 319 of the Trust Indenture Act of 1939,¹⁶ and Sections 8, 30, 31, and 38 of the Investment Company Act of 1940.¹⁷

List of Subjects in 17 CFR Parts 232

Incorporation by reference, Reporting and recordkeeping requirements, Securities.

List of Subjects in 17 CFR Parts 239, 249, 269, and 274

Reporting and recordkeeping requirements, Securities.

Text of the Amendments

¹³ 5 U.S.C. 553(d)(3).

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

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

¹⁶ 15 U.S.C. 77sss.

¹⁷ 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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§ 232.10 [Amended]

2. Amend § 232.10(b) by removing the phrase “to whom the Commission previously has not assigned a Central Index Key (CIK) code,”.

3. Revise § 232.301 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 37 (March 2021). The requirements for filing on EDGAR are set forth in the updated EDGAR Filer Manual, Volume II: “EDGAR Filing,” Version 57 (March 2021). 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 at <https://www.sec.gov/edgar/filer-information/current-edgar-filer-manual>. The EDGAR Filer Manual is also available for website viewing and printing in the Commission's Public Reference Room, 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>.

PART 239 – FORMS PRESCRIBED UNDER THE SECURITIES ACT OF 1933

4. The authority citation for part 239 continues to read, in part, as follows:

Authority: 15 U.S.C. 77c, 77f, 77g, 77h, 77j, 77s, 77z-2, 77z-3, 77sss, 78c, 78l, 78m, 78n, 78o(d), 78o-7 note, 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 80a-37; and sec. 107, Pub. L. 112-106, 126 Stat. 312, unless otherwise noted.

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§ 239.63 [Amended]

5. In § 239.63, amend the introductory text by removing the phrase “to whom the Commission previously has not assigned a Central Index Key (CIK) code,”.

PART 249 – FORMS, SECURITIES EXCHANGE ACT OF 1934

6. The authority citation for part 249 continues to read, in part, as follows:

Authority: 15 U.S.C. 78a *et seq.* and 7201 *et seq.*; 12 U.S.C. 5461 *et seq.*; 18 U.S.C.

1350; Sec. 953(b), Pub. L. 111-203, 124 Stat. 1904; Sec. 102(a)(3), Pub. L. 112-106, 126 Stat. 309 (2012); Sec. 107, Pub. L. 112-106, 126 Stat. 313 (2012), and Sec. 72001, Pub. L. 114-94, 129 Stat. 1312 (2015), unless otherwise noted.

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§ 249.446 [Amended]

7. In § 249.446, amend the introductory text by removing the phrase “to whom the Commission previously has not assigned a Central Index Key (CIK) code,”.

PART 269 – FORMS PRESCRIBED UNDER THE TRUST INDENTURE ACT OF 1939

8. The authority citation for part 269 continues to read as follows:

Authority: 15 U.S.C. 77ddd(c), 77eee, 77ggg, 77hhh, 77iii, 77jjj, 77sss, and 78ll(d), unless otherwise noted.

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§ 269.7 [Amended]

9. In § 269.7, amend the introductory text by removing the phrase “to whom the Commission previously has not assigned a Central Index Key (CIK) code,”.

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

10. The authority citation 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, and Pub. L. 111-203, sec. 939A, 124 Stat. 1376 (2010), unless otherwise noted.

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§ 274.402 [Amended]

11. In § 274.402, amend the introductory text by removing the phrase “to whom the Commission previously has not assigned a Central Index Key (CIK) code,”.

12. Form ID (referenced in §§239.63, 249.446, 259.602, 269.7 and 274.402) is amended by:

Note: The text of Form ID does not, and the amendments will not, appear in the Code of Federal Regulations.

a. In the instructions to the form, removing “to whom the Commission previously has not assigned a Central Index Key (CIK) code,” from the first sentence in the section entitled “Using and Preparing Form ID”;

b. In the instructions to the form, revising the third paragraph in the section entitled “Using and Preparing Form ID” to read as follows: “The applicant must provide applicable responses within the Form ID electronic filing. The applicant can save a partial or full Form ID electronic filing. At the completion of filling out the online form, the applicant must sign the copy within the “Form ID: Notarized Authentication” section and have the signature notarized to confirm authenticity of the Form ID filing. This signed and notarized document will fulfill the authenticating document requirement. This authenticated document must be attached to the

c. electronic Form ID filing in PDF format.”; and

d. In the instructions to the form, removing the last sentence in the second paragraph under “Contact for EDGAR Information, Inquiries, and Access Codes” in the section entitled “Section III – Contact Information.”

By the Commission.

Dated: March 18, 2021

Vanessa A. Countryman
Secretary