



8011-01p  
SECURITIES AND EXCHANGE COMMISSION

Proposed Collection; Comment Request

Upon Written Request Copies Available From:  
Securities and Exchange Commission  
Office of Investor Education and Advocacy  
Washington, DC 20549-0213

Extension: Regulations 14D and 14E (Schedule 14D-9)

OMB Control No. 3235-0102, SEC File No. 270-114

Notice is hereby given that, pursuant to the Paperwork Reduction Act of 1995 (44 U.S.C. 3501 *et seq.*), the Securities and Exchange Commission ("Commission") is soliciting comments on the collection of information summarized below. The Commission plans to submit this existing collection of information to the Office of Management and Budget ("OMB") for extension and approval.

Regulation 14D (17 CFR 240.14d-1 – 240.14d-11) and Regulation 14E (17 CFR 240.14e-1 – 240.14e-8) and related Schedule 14D-9 (17 CFR 240.14d-101) require information important to security holders in deciding how to respond to tender offers. Schedule 14D-9 takes approximately 260.566 hours per response to prepare and is filed by approximately 600 companies annually. We estimate that 25% of the 260.566 hours per response (65.141 hours) is prepared by the company for an annual reporting burden of 39,085 hours (65.141 hours per response x 600 responses).

Written comments are invited on: (a) Whether the collection of information is necessary for the proper performance of the functions of the agency, including whether the information will have practical utility; (b) the accuracy of the agency's estimate of the burden imposed by the collection of information; (c) ways to enhance the quality, utility, and clarity of the information

collected; and (d) ways to minimize the burden of the collection of information on respondents, including through the use of automated collection techniques or other forms of information technology. Consideration will be given to comments and suggestions submitted in writing within 60 days of this publication.

An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

Please direct your written comments to Thomas Bayer, Director/Chief Information Officer, Securities and Exchange Commission, c/o Remi Pavlik-Simon, 100 F Street, NE, Washington, DC 20549 or send an e-mail to: [PRA\\_Mailbox@sec.gov](mailto:PRA_Mailbox@sec.gov).

Dated: January 14, 2014.

Kevin M. O'Neill,  
Deputy Secretary.

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