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**DEPARTMENT OF THE TREASURY
Office of the Comptroller of the Currency**

Agency Information Collection Activities: Information Collection Revision;

Submission for OMB Review; Uniform Interagency

Transfer Agent Registration and Amendment Form

AGENCY: Office of the Comptroller of the Currency (OCC), Treasury.

ACTION: Notice and request for comment.

SUMMARY: The OCC, as part of its continuing effort to reduce paperwork and respondent burden, invites the general public and other Federal agencies to comment on the revision of an information collection, as required by the Paperwork Reduction Act of 1995 (PRA).

An agency may not conduct or sponsor, and a respondent is not required to respond to, an information collection unless it displays a currently valid Office of Management and Budget (OMB) control number.

The OCC is soliciting comment on a revision to its collection titled “Uniform Transfer Agency Registration and Amendment Form.” The OCC also is giving notice that it has sent the collection to OMB for review.

DATES: Comments must be submitted on or before [INSERT DATE 30 DAYS FROM DATE OF PUBLICATION IN THE FEDERAL REGISTER.]

ADDRESSES: Because paper mail in the Washington, DC, area and at the OCC is subject to delay, commenters are encouraged to submit comments by email, if possible. Comments may be sent to: Legislative and Regulatory Activities Division, Office of the Comptroller of the Currency, Attention “1557-0124, Form TA-1,” 400 7th Street, SW., Suite 3E-218, Mail Stop

9W-11, Washington, DC 20219. In addition, comments may be sent by fax to 571-465-4326 or by electronic mail to *prainfo@occ.treas.gov*.

You may personally inspect and photocopy comments at the OCC, 400 7th Street, SW., Washington, DC 20219. For security reasons, the OCC requires that visitors make an appointment to inspect comments. You may do so by calling 202-649-6700 or, for persons who are deaf or hard of hearing, TTY, (202) 649-5597. Upon arrival, visitors will be required to present valid government-issued photo identification and submit to security screening in order to inspect and photocopy comments.

All comments received, including attachments and other supporting materials, are part of the public record and subject to public disclosure. Do not include any information in your comments or supporting materials that you consider confidential or inappropriate for public disclosure.

Additionally, please send a copy of your comments by mail to: OCC Desk Officer, 1557-0124, U.S. Office of Management and Budget, New Executive Office Building, Room 10235, 725 17th Street, NW. Washington, DC 20503; by fax to 202-395-6974; or by email to *oira_submission@omb.eop.gov*.

FOR FURTHER INFORMATION CONTACT: Shaquita Merritt, OCC Clearance Officer, 202-649-5490 or, for persons who are deaf or hard of hearing, TTY, (202) 649-5597, Legislative and Regulatory Activities Division, Office of the Comptroller of the Currency, 400 7th Street, SW., Washington, DC 20219. In addition, copies of the current Form TA-1 reporting form and instructions can be obtained at the Federal Financial Institutions Examination Council website (http://www.ffiec.gov/ffiec_report_forms.htm).

SUPPLEMENTARY INFORMATION: The OCC is proposing to revise the following information collection:

Report Title: Uniform Interagency Transfer Agent Registration and Amendment Form.

Form Number: Form TA-1.

Frequency of Response: On occasion.

Affected Public: National banks and their subsidiaries, federal savings associations and their subsidiaries.

OMB Control No.: 1557-0124.

Estimated Number of Respondents: registrations: 1; amendments: 10.

Estimated Average Time per Response: registrations: 1.25 hours; amendments: 10 minutes.

Estimated Total Annual Burden: 3 hours.

General Description of Report

Section 17A(c) of the Security Exchange Act of 1934 (the Act) requires all transfer agents for securities registered under section 12 of the Act or, if the security would be required to be registered except for the exemption from registration provided by section 12(g)(2)(B) or section 12(g)(2)(G), to “fil[e] with the appropriate regulatory agency . . . an application for registration in such form and containing such information and documents . . . as such appropriate regulatory agency may prescribe as necessary or appropriate in furtherance of the purposes of this section.”¹ In general, an entity performing transfer agent functions for a security is required to register with its appropriate regulatory agency (“ARA”) if the security is registered on a national securities exchange or if the issuer of the security has total assets exceeding \$10 million and a class of equity security held of record by 2,000 persons or, for an issuer that is not a bank,

¹ 15 U.S.C. 78q-1.

BHC, or SLHC, by 500 persons who are not accredited investors.² The OCC's 12 CFR 9.20 implements these provisions of the Act.

To accomplish the registration of transfer agents, Form TA-1 was developed in 1975 as an interagency effort by the Securities and Exchange Commission (SEC) and the Federal banking agencies (the OCC, the Board of Governors of the Federal Reserve System, and the Federal Deposit Insurance Corporation). The agencies primarily use the data collected on Form TA-1 to determine whether an application for registration should be approved, denied, accelerated, or postponed, and they use the data in connection with their supervisory responsibilities.

Current Actions:

The OCC proposes to revise the reporting instructions for Form TA-1. The proposed revisions remove outdated references to the OTS, clarify the definition of a “qualifying security” pursuant to statutory changes, alter the number of Form TA-1 copies that registrants are required to file with their ARA, and make other minor instructional clarifications. The OCC currently requires the filing of an original plus two copies of any registration or amendment. The proposed change is to require the filing of only the original.

Pursuant to statutory changes,³ the definition of a “qualifying security” was altered to include securities registered on a national securities exchange pursuant to section 12(b) of the Act, as well as equity securities registered pursuant to section 12(g)(1) of the Act for issuers that have:

² 15 U.S.C. 78l(g)(1).

³ See Fixing America's Surface Transportation Act section 85001, Pub. L. No. 114-94, 129 Stat. 1312, 1797 (2010), amending 15 U.S.C. 78a *et seq.*; Jumpstart Our Business Startups Act section 501, Pub. L. 112-106, 126 Stat. 306, 325 (2012), amending 15 U.S.C. 78l(g)(1)(A).

- (a) Total assets exceeding \$10 million and a class of equity security (other than an exempted security) held of record by either 2,000 persons, or 500 persons who are not accredited investors (as such term is defined by the SEC); and
- (b) In the case of an issuer that is a bank, a savings and loan holding company (as defined in section 10 of the Home Owners' Loan Act), or a bank holding company, as such term is defined in section 2 of the Bank Holding Company Act of 1956 (12 U.S.C. 1841), has total assets exceeding \$10 million and a class of equity security (other than an exempted security) held of record by 2,000 or more persons.

Legal Basis for the Information Collection

The OCC has determined that Form TA-1 is mandatory and that its collection is authorized by sections 17A(c), 17(a)(3), and 23(a)(1) of the Act, as amended (15 U.S.C. 78q-1(c), 78q(a)(3), and 78w(a)(1)). Additionally, section 3(a)(34)(B) of the Act (15 U.S.C. 78c(a)(34)(B)(ii)) provides that the OCC is the ARA in the case of a national banks and insured Federal savings associations and subsidiaries of such institutions. The registrations are public filings and are not considered confidential.

The OCC needs the information contained in this collection to fulfill its statutory responsibilities. Section 17A(c) of the Act (15 U.S.C. 78q-1(c)), as amended, provides that all those authorized to transfer securities registered under section 12 of the Act (transfer agents) shall register "by filing with the appropriate regulatory agency. . . . an application for registration in such form and containing such information and documents. . . . as such appropriate regulatory agency may prescribe to be necessary or appropriate in furtherance of the purposes of this section." Section 9.20 of the OCC's regulations (12 CFR 9.20) governs registration of transfer agents. Section 9.20(b) provides that SEC rules pursuant to section 17A of the Act, prescribing

operational and reporting requirements for transfer agents, apply to the domestic activities of registered national bank transfer agents.

Request for Comment

On June 10, 2016, the Federal banking agencies published a notice concerning the collection for 60 days of comment, 81 FR 37665. No comments were received. Comments continue to be invited on:

(a) Whether the information collections are necessary for the proper performance of the OCC's functions, including whether the information has practical utility;

(b) The accuracy of the OCC's estimates of the burden of the information collections, including the validity of the methodology and assumptions used;

(c) Ways to enhance the quality, utility, and clarity of the information to be collected;

(d) Ways to minimize the burden of information collections on respondents, including through the use of automated collection techniques or other forms of information technology;
and

(e) Estimates of capital or start-up costs and costs of operation, maintenance, and purchase of services to provide information.

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