



Submission for OMB Review; Comment Request

Upon Written Request, Copies Available From:
Securities and Exchange Commission
Office of FOIA Services
100 F Street, NE
Washington, DC 20549-2736

Extension: Rule 17Ac3-1(a) and Form TA-W

[SEC File No. 270-96, OMB Control No. 3235-0151]

Notice is hereby given that, pursuant to the Paperwork Reduction Act of 1995 (“PRA”) (44 U.S.C. 3501 et seq.), the Securities and Exchange Commission (“Commission”) has submitted to the Office of Management and Budget (“OMB”) a request for approval of extension of the previously approved collection of information provided for in Rule 17Ac3-1(a) (17 CFR 240.17Ac3-1(a)) and Form TA-W (17 CFR 249b.101), under the Securities Exchange Act of 1934 (15 U.S.C. 78a et seq.).

Section 17A(c)(4)(B) of the Securities Exchange Act of 1934 authorizes transfer agents registered with an appropriate regulatory agency (“ARA”) to withdraw from registration by filing with the ARA a written notice of withdrawal and by agreeing to such terms and conditions as the ARA deems necessary or appropriate in the public interest, for the protection of investors, or in the furtherance of the purposes of Section 17A.

In order to implement Section 17A(c)(4)(B) of the Exchange Act, the Commission promulgated Rule 17Ac3-1(a) and accompanying Form TA-W on September 1, 1977. Rule 17Ac3-1(a) provides that notice of withdrawal of registration as a transfer agent with the Commission shall be filed on Form TA-W. Form TA-W requires the withdrawing transfer agent to provide the Commission with certain information, including: (1) the locations where transfer agent activities are or were performed; (2) the reasons for ceasing the performance of such activities; (3) disclosure of unsatisfied judgments or liens; and (4) information regarding successor transfer agents.

The Commission uses the information disclosed on Form TA-W to determine whether the registered transfer agent applying for withdrawal from registration as a transfer agent should be allowed to deregister and, if so, whether the Commission should attach to the granting of the application any terms or conditions necessary or appropriate in the public interest, for the protection of investors, or in furtherance of the purposes of Section 17A of the Exchange Act. Without Rule 17Ac3-1(a) and Form TA-W, transfer agents registered with the Commission would not have a means to voluntarily deregister when it is necessary or appropriate to do so.

On average, respondents have filed approximately 58 TA-Ws with the Commission annually from 2017 to 2020. A Form TA-W filing occurs only once, when a transfer agent is seeking deregistration. In view of the readily-available information requested by Form TA-W, its short and simple presentation, and the Commission's experience with the filers, we estimate that approximately 30 minutes is required to complete and file Form TA-W. Thus, the total annual time burden to the transfer agent industry is approximately 29 hours (58 filings x 0.5 hours). We estimate that the internal labor cost of compliance per filing is approximately \$35.5 (0.5 hours x \$71 average hourly rate for clerical staff time). The total internal compliance cost per year is thus approximately \$1,030 (29 x \$35.5 = \$1029.5 rounded up to \$1,030).

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

The public may view background documentation for this information collection at the following website: www.reginfo.gov. Find this particular information collection by selecting "Currently under 30-day Review - Open for Public Comments" or by using the search function. Written comments and recommendations for the proposed information collection should be sent within 30 days of publication of this notice to (i) www.reginfo.gov/public/do/PRAMain, and (ii) David Bottom, Director/Chief Information

Officer, Securities and Exchange Commission, c/o Cynthia Roscoe, 100 F Street, NE,
Washington, DC 20549, or by sending an email to: PRA_Mailbox@sec.gov.

Dated: November 10, 2020.

J. Matthew DeLesDernier,
Assistant Secretary.

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