



**SECURITIES AND EXCHANGE COMMISSION**

**[SEC File No. 270-360, OMB Control No. 3235-0409]**

**Proposed Collection; Comment Request; Extension: Rule 17Ad-15**

Upon Written Request, Copies Available From:

Securities and Exchange Commission

Office of FOIA Services

100 F Street, NE

Washington, DC 20549-2736

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”) is soliciting comments on the existing collection of information provided for in Rule 17Ad-15 (17 CFR 240.17Ad-15) (“Rule 17Ad-15”) under the Securities Exchange Act of 1934 (15 U.S.C. 78a et seq.) (“Exchange Act”). The Commission plans to submit this existing collection of information to the Office of Management and Budget (“OMB”) for extension and approval.

Rule 17Ad-15 requires every registered transfer agent to establish written standards for the acceptance of guarantees of securities transfers from eligible guarantor institutions. Every registered transfer agent is also required to establish procedures, including written guidelines where appropriate, to make certain that the transfer agent uses those standards to determine whether to accept or reject guarantees from eligible guarantor institutions. In implementing these requirements, the Commission aims to ensure that registered transfer agents treat eligible guarantor institutions equitably.

Additionally, Rule 17Ad-15 requires every registered transfer agent to make and maintain records in the event the transfer agent determines to reject signature guarantees from eligible guarantor institutions. Registered transfer agents’ records must include, following the date of rejection, a record of the rejected transfer, along with the reason for rejection, the identification of the guarantor, and an indication whether the guarantor failed to meet the transfer agent's

guarantee standards. Rule 17Ad-15 requires registered transfer agents to maintain these records for a period of three years. The Commission designed these mandatory recordkeeping requirements to assist the Commission and other regulatory agencies with monitoring registered transfer agents and ensuring compliance with the rule. This rule does not involve the collection of confidential information.

The Commission estimates that approximately 315 registered transfer agents will spend a total of approximately 12,600 burden hours per year complying with recordkeeping requirements of Rules 17Ad-15 (based on approximately 40 burden hours per year per registered transfer agent). The Commission also estimates the aggregate annual internal cost of compliance for the approximately 315 registered transfer agents is approximately \$4,019,400 (based on 40 hours annual burden x \$319 hourly wage x 315 respondents). This reflects a decline in aggregate annual internal cost of compliance of \$650,760 due to the decrease in the number of registered transfer agents from 366 to 315.

Written comments are invited on: (a) whether the proposed collection of information is necessary for the proper performance of the functions of the Commission, including whether the information shall have practical utility; (b) the accuracy of the Commission's estimates of the burden of the proposed 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 by [INSERT DATE 60 DAYS AFTER DATE OF PUBLICATION IN THE FEDERAL REGISTER].

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.

Please direct your written comments to: Austin Gerig, Director/Chief Information Officer, Securities and Exchange Commission, c/o Oluwaseun Ajayi, 100 F Street, NE, Washington, DC 20549, or send email to: PRA\_Mailbox@sec.gov.

Dated: July 15, 2024.

**J. Matthew DeLesDernier,**

*Deputy Secretary.*

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