



SECURITIES AND EXCHANGE COMMISSION

[SEC File No. 270-263, OMB Control No. 3235-0275]

Proposed Collection; Comment Request; Extension: Rule 17Ad-13

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-13 (17 CFR 240.17Ad-13), under the Securities Exchange Act of 1934 (15 U.S.C. 78a *et seq.*). The Commission plans to submit this existing collection of information to the Office of Management and Budget (“OMB”) for extension and approval.

Rule 17Ad-13 requires certain registered transfer agents to file annually with the Commission and the transfer agent’s appropriate regulatory authority a report prepared by an independent accountant on the basis of a study and evaluation of the transfer agent’s system of internal accounting controls for the transfer of record ownership and the safeguarding of related securities and funds. If the independent accountant’s report specifies any material inadequacy in a transfer agent’s system, the rule requires the transfer agent to notify the Commission and its appropriate regulatory agency in writing, within sixty calendar days after the transfer agent receives the independent accountant’s report, of any corrective action taken or proposed to be taken by the transfer agent. In addition, Rule 17Ad-13 requires that transfer agents maintain the independent accountant’s report and any other documents required by the rule for at least three years, the first year in an easily accessible place. These recordkeeping requirements assist the Commission and other regulatory agencies with monitoring transfer agents and ensuring

compliance with the rule. Small transfer agents and transfer agents that service only their own companies' securities are exempt from Rule 17Ad-13.

Approximately 100 professional independent transfer agents must file with the Commission one report prepared by an independent accountant pursuant to Rule 17Ad-13 each year. Commission staff estimates that, on average, the annual internal time burden for each transfer agent to submit the independent accountant's report to the Commission is minimal or zero. The time required for an independent accountant to conduct the study and evaluation of a transfer agent's system of internal accounting controls and complete the report varies depending on the size and nature of the transfer agent's operations. Commission staff estimates that, on average, each Rule 17Ad-13 report can be completed by the independent accountant in 120 hours. In light of Commission staff's review of previously filed Rule 17Ad-13 reports and Commission staff's conversations with transfer agents and accountants, Commission staff estimates that 120 hours are needed to perform the study and prepare the report on an annual basis. Commission staff estimates that the average hourly rate of an independent accountant is \$291, resulting in an annual external cost burden of \$34,920 for each of the approximately 100 professional independent transfer agents. The aggregate total annual external cost for the 100 respondents is approximately \$3,492,000.

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 any 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 Data Officer, Securities and Exchange Commission, c/o Oluwaseun Ajayi, 100 F Street, NE, Washington, DC 20549, or send an email to: PRA_Mailbox@sec.gov.

Dated: July 18, 2024.

J. Matthew DeLesDernier,

Deputy Secretary.

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