



## SECURITIES AND EXCHANGE COMMISSION

[OMB Control No. 3235-0108]

### **Proposed Collection; Comment Request; Revision: Rule 14f-1 - Change in Majority of**

#### **Directors**

*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 (44 U.S.C. 3501 *et seq.*) (“PRA”), 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 a revision with extension and approval. The Commission plans to request approval from OMB to designate this existing collection of information (OMB Control No. 3235-0108) as a “common form” for purposes of PRA submissions<sup>1</sup> because the Board of Governors of the Federal Reserve System uses this information collection (under OMB Control No. 7100-0091).

Under Securities Exchange Act of 1934 (“Exchange Act”) Rule 14f-1 (17 CFR 240.14f-1), if, pursuant to any arrangement or understanding with a person or persons acquiring securities of an issuer in a transaction subject to Section 13(d) or 14(d) of the Exchange Act, persons constituting a majority of the issuer’s directors are to be elected or designated as issuer directors,

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<sup>1</sup> See ROCIS PRA Module User Guide v.8.2, at 110-111 (Mar. 2024), available at <https://www.rocis.gov/rocis/viewResources.do> (“A ‘common form’ is an information collection that can be used by two or more agencies, or government-wide, for the same purpose. The Common Forms Module [in ROCIS] allows a ‘host’ agency to obtain [OMB] approval of an information collection for use by one or more ‘using’ agencies. After OMB grants approval, any prospective using agency that seeks to collect identical information for the same purpose can obtain approval to use the ‘common form’ by providing its agency-specific information to OMB (e.g., burden estimates and number of respondents). The host agency will indicate in the Federal Register notices that it is requesting approval of a common form and, if known, identify other agencies that may use the information collection. Both the Federal Register notices and the ICR should account only for the burden imposed by the host agency’s use of the common form. Once the host agency has received approval from OMB, any agency will be able to request OMB approval for its use of the common form in ROCIS by providing its agency specific information to OMB (e.g., burden estimates and number of respondents). Additional public notice by those agencies will not be required.”).

otherwise than at a meeting of security holders, then, not less than 10 days prior to the date any such person takes office as a director, or such shorter period as the Commission may authorize, the issuer must file with the Commission and transmit to all holders of record of securities of the issuer information, primarily concerning prospective new directors of the issuer, required by Rule 14f-1. We estimate that it takes approximately 18 burden hours to provide the information required under Rule 14f-1 and that the information is filed by approximately 21 respondents annually for a total annual reporting burden of 378 hours (18 hours per response x 21 responses).

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.

Written comments are invited on: (a) whether this proposed 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.

Please direct your written comments on this 60-Day Collection Notice to Austin Gerig, Director/Chief Data Officer, Securities and Exchange Commission, c/o Tanya Ruttenberg via e-mail to [PaperworkReductionAct@sec.gov](mailto:PaperworkReductionAct@sec.gov) by **[INSERT DATE 60 DAYS AFTER DATE OF PUBLICATION IN THE FEDERAL REGISTER]**. There will be a second opportunity to comment on this SEC request following the *Federal Register* publishing a 30-Day Submission Notice.

Dated: July 1, 2025.

**Sherry R. Haywood,**

*Assistant Secretary.*

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