



SECURITIES AND EXCHANGE COMMISSION

[OMB Control No. 3235-0522]

Agency Information Collection Activities; Submission for OMB Review; Comment

Request; Extension: Rule 701-Exemption for Offers and Sales of Securities Pursuant to Certain Compensatory Benefit Plans and Contracts Relating to Compensation

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.*), the Securities and Exchange Commission (“Commission”) has submitted to the Office of Management and Budget (“OMB”) this request for extension of the previously approved collection of information discussed below.

Rule 701 (17 CFR 230.701) under the Securities Act of 1933 (“Securities Act”) (15 U.S.C. 77a *et seq.*) provides an exemption for certain issuers from the registration requirements of the Securities Act for limited offerings and sales of securities issued under compensatory benefit plans or contracts. The purpose of Rule 701 is to enable issuers that are not reporting companies under the Securities Exchange Act of 1934 to compensate employees and others without registering an offer and sale of securities under the Securities Act, while requiring issuers, as a condition of reliance on the rule, to provide investors with certain information that is important to investment decision making. Information provided under Rule 701 is mandatory for an issuer to be able to rely on the registration exemption under Rule 701. We estimate that approximately 3,725 issuers annually rely on the Rule 701 exemption and that it takes approximately two hours to prepare each response. We estimate that 25% of the 2 hours per response (0.5 hours) is prepared by the issuer for a total annual burden of 1,863 hours (0.5 hours per response x 3,725 responses annually). We estimate that 75% of the two hours per response (1.5 hours) is carried by outside professionals retained by the issuer at an estimated cost of \$600

per hour, for a total annual cost burden of \$3,352,500 (1.5 hours per response x \$600 per hour x 3,725 responses annually).

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.

The public may view and comment on this information collection request at: https://www.reginfo.gov/public/do/PRAViewICR?ref_nbr=202505-3235-019 or send an email comment to MBX.OMB.OIRA.SEC_desk_officer@omb.eop.gov within 30 days of the day after publication of this notice by **[INSERT DATE 31 DAYS AFTER DATE OF PUBLICATION IN THE FEDERAL REGISTER]**.

Dated: September 3, 2025.

Sherry R. Haywood,

Assistant Secretary.

[FR Doc. 2025-17030 Filed: 9/4/2025 8:45 am; Publication Date: 9/5/2025]