



## SECURITIES AND EXCHANGE COMMISSION

[OMB Control No. 3235-0801]

### Agency Information Collection Activities; Submission for OMB Review; Comment

#### Request; Extension: Rule 10b5-1

*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 this request for extension of the previously approved collection of information discussed below.

Rule 10b5-1 (17 CFR 240.10b5-1) under the Securities Exchange Act of 1934 (the “Exchange Act”), among other things, provides an affirmative defense to Exchange Act Section 10(b) and Rule 10b-5 liability for insider trading in circumstances where the individual purchasing or selling a security can demonstrate that material nonpublic information did not factor into the trading decision because, before becoming aware of material nonpublic information, they entered into a binding contract to purchase or sell the security, provided instruction to another person to execute the trade for the trader’s account, or adopted a written plan for trading the securities. As a condition to that affirmative defense, directors and officers must include a representation in a written Rule 10b5-1 plan certifying that at the time of the adoption of a new or modified plan: (1) they are not aware of material nonpublic information about the issuer or its securities; and (2) they are adopting the plan in good faith and not as part of a plan or scheme to evade the prohibitions of Rule 10b-5. The information collection requirement is mandatory to satisfy the conditions of the affirmative defense, and the information collection is not required to be publicly filed with the Commission. We estimate that Rule 10b5-1 takes approximately 1.5 hours per response and is filed by approximately 8,700

respondents annually. We estimate that 100% of the 1.5 hours per response is carried internally by the respondent for annual burden of 13,050 hours (1.5 hours per response x 8,700 responses). We estimate that respondents will not incur any cost burdens in connection with the information collection requirements.

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=202511-3235-002](https://www.reginfo.gov/public/do/PRAViewICR?ref_nbr=202511-3235-002) or send an email comment to [MBX.OMB.OIRA.SEC\\_desk\\_officer@omb.eop.gov](mailto: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: February 10, 2026.

**Sherry Haywood,**

*Assistant Secretary.*

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