



SECURITIES AND EXCHANGE COMMISSION

[OMB Control No. 3235-0357]

Agency Information Collection Activities; Proposed Collection; Comment Request;

Extension: Regulation S - Rules Governing Offers and Sales Made Outside the United States Without Registration Under the Securities Act of 1933

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”) 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 for extension and approval.

Regulation S (17 CFR 230.901 through 230.905) sets forth rules applicable to offers and sales of securities made outside the United States without registration under the Securities Act of 1933 (15 U.S.C. 77a *et seq.*) (“Securities Act”). Regulation S addresses the extraterritorial application of the registration requirements of the Securities Act. We estimate that the information collections in Regulation S, on average, take approximately 5 hours per response to comply with and that there are approximately 1,103 foreign private issuers that rely on Regulation S once per year, for a total of approximately 1,103 responses annually to the information collection requirements in Regulation S. We estimate that 75% of the 5 hours per response is carried internally by the respondent for annual reporting burden of 4,136 hours ((0.75 x 5 total hours per response) x 1,103 responses). We estimate that 25% of the 5 hours per response is carried externally by outside professionals retained by the respondent at an estimated rate of \$600 per hour for a total annual cost burden of \$827,250 ((0.25 x 5 total hours per response) x \$600 per hour x 1,103 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 email to 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: February 12, 2026.

Sherry R. Haywood,

Assistant Secretary.

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