



SECURITIES AND EXCHANGE COMMISSION

[OMB Control No. 3235-0357]

Agency Information Collection Activities; Submission for OMB Review; 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") has submitted to the Office of Management and Budget this request for extension of the previously approved collection of information discussed below.

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. The information required by Regulation S is mandatory, and although the information required by Regulation S is not publicly filed with the Commission, there are no assurances of confidentiality provided with respect to such information. 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.

The public may view and comment on this information collection request at: https://www.reginfo.gov/public/do/PRAViewICR?ref_nbr=202601-3235-001 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: April 23, 2026.

Sherry R. Haywood,

Assistant Secretary.

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