

SECURITIES AND EXCHANGE COMMISSION

17 CFR Part 232

[Release Nos. 33-9022; 34-59728; 39-2464; IC-28691]

Adoption of Updated EDGAR Filer Manual

AGENCY: Securities and Exchange Commission.

ACTION: Final rule.

SUMMARY: The Securities and Exchange Commission (the Commission) is adopting revisions to the Electronic Data Gathering, Analysis, and Retrieval System (EDGAR) Filer Manual to reflect updates to the EDGAR system. The revisions are being made primarily to update EDGAR to support the potential rule where domestic and foreign large accelerated filers that use U.S. Generally Accepted Accounting Principles (GAAP) would provide to the Commission a new exhibit to their filings for their reporting periods that end as per the details specified in the final eXtensible Business Reporting Language (XBRL) rule. The revisions to the Filer Manual reflect changes within Volume II entitled EDGAR Filer Manual, Volume II: "EDGAR Filing," Version 10 (December 2008). The updated manual will be incorporated by reference into the Code of Federal Regulations.

EFFECTIVE DATE: April 16, 2009. The incorporation by reference of the EDGAR Filer Manual is approved by the Director of the Federal Register as of April 16, 2009.

FOR FURTHER INFORMATION CONTACT: In the Office of Information Technology, Rick Heroux, at (202) 551-8800; in the Office of Interactive Disclosure for questions concerning the XBRL mandate contact Jeffrey Naumann, Assistant Director of the Office of Interactive Disclosure, at (202) 551-5352; in the Division of Corporation Finance for questions regarding

rescinded form types and Form D screen changes contact Gerry Laporte, Chief, Office of Small Business Policy, at (202) 551-3465, the addition of submission form types SH-ER, SH-ER/A, SH-NT, and SH-NT/A, contact Nicholas P. Panos, Office of Mergers and Acquisitions, Senior Special Counsel, at (202) 551-3266, and changes to 8-K item descriptions, contact Cecile Peters, Office of Information Technology, Office Chief, at (202) 551-8135; and in the Division of Trading and Markets for the addition of FINRA and ARCA as new Self-Regulatory Organizations (SRO) and Thrift Supervision (OTS) as a new Appropriate Regulatory Agency (ARA) contact Carol Charnock, Regulation Specialist, at (202) 551-5542.

SUPPLEMENTARY INFORMATION: Today we are adopting an updated EDGAR Filer Manual, Volume II. The Filer Manual describes the technical formatting requirements for the preparation and submission of electronic filings through the EDGAR system.¹ It also describes the requirements for filing using EDGARLink² and the Online Forms/XML Web site.

The Filer Manual contains all the technical specifications for filers to submit filings using the EDGAR system. Filers must comply with the applicable provisions of the Filer Manual in order to assure the timely acceptance and processing of filings made in electronic format.³ Filers may consult the Filer Manual in conjunction with our rules governing mandated electronic filing when preparing documents for electronic submission.⁴

¹ We originally adopted the Filer Manual on April 1, 1993, with an effective date of April 26, 1993. Release No. 33-6986 (April 1, 1993) [58 FR 18638]. We implemented the most recent update to the Filer Manual on September 24, 2008. See Release No. 33-8956 (September 18, 2008) [73 FR 54943].

² This is the filer assistance software we provide filers filing on the EDGAR system.

³ See Rule 301 of Regulation S-T (17 CFR 232.301).

⁴ See Release No. 33-8956 (September 18, 2008) [73 FR 54943] in which we implemented EDGAR Release 9.13. For a complete history of Filer Manual rules, please see the cites therein.

In support of the potential rule regarding filing using XBRL and the other revisions being made, the EDGAR system is scheduled to be upgraded to Release 9.14 on December 15, 2008. Specifically for XBRL support, EDGARLink is being updated to allow domestic and foreign large accelerated filers that use U.S. Generally Accepted Accounting Principles (GAAP) to provide to the Commission a new exhibit to their filings for their reporting periods that end as per the details specified in the final eXtensible Business Reporting Language (XBRL) rule. All filings submitted to EDGAR must use the US GAAP 1.0 Final taxonomy. As part of this update, EDGAR will be performing a set of custom XBRL validation rules. Should a filing violate one of these rules, EDGAR will notify the filer. Submissions using the ICI taxonomies⁵ and older versions of US GAAP taxonomy will not be validated using these additional rules.

⁵ The Commission also proposed to tag mutual fund risk/return summaries using XBRL. See Interactive Data for Mutual Fund Risk/Return Summary (Proposing Release No. 33-8929). We are not proposing changes to the EDGAR Filer Manual for the mutual fund XBRL rule at this time, because it is anticipated that compliance with the rules will not be required until 2010. The EDGAR Filer Manual will be updated, to the extent necessary, before the compliance date for the mutual fund XBRL rule.

EDGARLink submission templates 1 and 3 are also being updated to remove submission form types 10SB12B, 10SB12B/A, 10SB12G, 10SB12G/A, 10QSB, 10QSB/A, SB-1, SB-1/A, SB-1MEF, SB-2, SB-2/A, and SB-2MEF, implementing the Commission's elimination of Forms SB-1, SB-2, 10-SB, 10-QSB, and 10-KSB in Release No. 33-8876 (Dec. 19, 2007). EDGARLink submission template 3 was previously updated to add submission form types SH-ER, SH-ER/A, SH-NT, and SH-NT/A. It is highly recommended that filers download, install, and use the new EDGARLink software and submission templates to ensure that submissions will be processed successfully. Previous versions of the templates may not work properly. Notice of the update has previously been provided on the EDGAR Filing Web site and on the Commission's public Web site. The discrete updates are reflected on the EDGAR Filing Web site and in the updated Filer Manual, Volume II.

The Commission will change the 8-K item 2.04 and 5.02 descriptions for submission form types 8-K, 8-K/A, 8-K12B, 8-K12B/A, 8-K12G3, 8-K12G3/A, 8-K15D5, and 8-K15D5/A. Item 2.04 will be called "Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation-under an Off-Balance Sheet Arrangement." Item 5.02 will be called "Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers."

Some Form D screen elements and Form D functionality will be updated. The Form D online application can be accessed from the EDGAR OnlineForms/XML Web site (<https://www.onlineforms.edgarfiling.sec.gov>) by logging in and selecting the "File Form D" link. Filers can also log in by clicking the "Would you like to File a Form D?" link from the EDGAR Portal Web site (<http://www.portal.edgarfiling.sec.gov>). The changes will be as follows:

The Form D – OMB Approval information will be corrected to reflect the estimated average burden hours per response to be 4.0.

- The “Accept” and “Decline” buttons on the signature page will be removed. When a filer clicks the Submit button, each issuer identified is acknowledging that the contents of the filing are true.
- The menu on the left side of the Form D screen will be updated from “FORM D SECTIONS” to “FORM D ITEMS.”
- Item 7 – “Type of Filing” will be updated so that the “Date of First Sale” will be enabled when the filing is an amendment of a previous filing.
- Item 6 and Item 9: A warning message will appear when a filer un-checks “Pooled Investment Fund.” Pooled Investment Fund will be automatically checked by the system in Item 9 when the filer selects Investment Company Act Section 3(c) in Item 6.
- The Print screen, Form Description box will be updated to reflect that Form D is entitled “Notice of Exempt Offering of Securities.”

The SRO options list in EDGARLink submission template 1, 2, and 3 will be updated to include FINRA and ARCA.

The EDGARLite Form TA-2 (Annual Report of Transfer Agent activities filed pursuant to the Securities Exchange Act of 1934) is being updated to add the “Office of Thrift Supervision” to the option list of Appropriate Regulatory Agency (ARA). Validations associated with ARA value and the registrants file number will be added for the “Office of Thrift Supervision” such that the file number prefix must be “085-” and file number sequence number must be between 10000 and 14999. In addition, the validation for the “Comptroller of the Currency” will be modified such

that the file number prefix must begin with “085” and have a sequence number between 10000 and 14999.

The EDGARLite Form TA-W (Notice of Withdrawal from Registration as Transfer Agent) OMB expiration date displayed will be corrected to be “July 30, 2011.”

Along with adoption of the Filer Manual, we are amending Rule 301 of Regulation S-T to provide for the incorporation by reference into the Code of Federal Regulations of today’s revisions. This incorporation by reference was approved by the Director of the Federal Register in accordance with 5 U.S.C. 552(a) and 1 CFR Part 51.

You may obtain paper copies of the updated Filer Manual at the following address: Public Reference Room, U.S. Securities and Exchange Commission, 100 F Street, NE, Room 1520, Washington DC 20549, on official business days between the hours of 10:00 am and 3:00 pm. We will post electronic format copies on the Commission’s Web site; the address for the Filer Manual is <http://www.sec.gov/info/edgar.shtml>. You may also obtain copies from Thomson Financial, the paper document contractor for the Commission, at (800) 638-8241.

Since the Filer Manual relates solely to agency procedures or practice, publication for notice and comment is not required under the Administrative Procedure Act (APA)⁶. It follows that the requirements of the Regulatory Flexibility Act⁷ do not apply.

The effective date for the updated Filer Manual and the rule amendments is April 16, 2009. In accordance with the APA⁸, we find that there is good cause to establish an effective date less than 30 days after publication of these rules. The EDGAR system upgrade to Release 9.14 is

⁶ 5 U.S.C. 553(b).

⁷ 5 U.S.C. 601- 612.

⁸ 5 U.S.C. 553(d)(3).

scheduled to become available on December 15, 2008. The Commission believes that establishing an effective date less than 30 days after publication of these rules is necessary to coordinate the effectiveness of the updated Filer Manual with the system upgrade.

Statutory Basis

We are adopting the amendments to Regulation S-T under Sections 6, 7, 8, 10, and 19(a) of the Securities Act of 1933,⁹ Sections 3, 12, 13, 14, 15, 23, and 35A of the Securities Exchange Act of 1934,¹⁰ Section 319 of the Trust Indenture Act of 1939,¹¹ and Sections 8, 30, 31, and 38 of the Investment Company Act of 1940.¹²

List of Subjects in 17 CFR Part 232

Incorporation by reference, Reporting and recordkeeping requirements, Securities.

TEXT OF THE AMENDMENT

In accordance with the foregoing, Title 17, Chapter II of the Code of Federal Regulations is amended as follows:

PART 232 - REGULATION S-T—GENERAL RULES AND REGULATIONS FOR ELECTRONIC FILINGS

1. The authority citation for Part 232 continues to read in part as follows:

⁹ 15 U.S.C. 77f, 77g, 77h, 77j, and 77s(a).

¹⁰ 15 U.S.C. 78c, 78l, 78m, 78n, 78o, 78w, and 78ll.

¹¹ 15 U.S.C. 77sss.

¹² 15 U.S.C. 80a-8, 80a-29, 80a-30, and 80a-37.

Authority: 15 U.S.C. 77f, 77g, 77h, 77j, 77s(a), 77z-3, 77sss(a), 78c(b), 78l, 78m, 78n, 78o(d), 78w(a), 78ll, 80a-6(c), 80a-8, 80a-29, 80a-30, 80a-37, and 7201 et seq.; and 18 U.S.C. 1350

2. Section 232.301 is revised to read as follows:

§232.301 EDGAR Filer Manual.

Filers must prepare electronic filings in the manner prescribed by the EDGAR Filer Manual, promulgated by the Commission, which sets out the technical formatting requirements for electronic submissions. The requirements for becoming an EDGAR Filer and updating company data are set forth in the updated EDGAR Filer Manual, Volume I: “General Information,” Version 5 (September 2008). The requirements for filing on EDGAR are set forth in the updated EDGAR Filer Manual, Volume II: “EDGAR Filing,” Version 10 (December 2008). Additional provisions applicable to Form N-SAR filers are set forth in the EDGAR Filer Manual, Volume III: “N-SAR Supplement,” Version 1 (September 2005). All of these provisions have been incorporated by reference into the Code of Federal Regulations, which action was approved by the Director of the Federal Register in accordance with 5 U.S.C. 552(a) and 1 CFR Part 51. You must comply with these requirements in order for documents to be timely received and accepted. You can obtain paper copies of the EDGAR Filer Manual from the following address: Public Reference Room, U.S. Securities and Exchange Commission, 100 F Street, NE, Room 1520, Washington, DC 20549, on official business days between the hours of 10:00 am and 3:00 pm. Electronic copies are available on the

Commission's Web site. The address for the Filer Manual is <http://www.sec.gov/info/edgar.shtml>.

You can also inspect the document at the National Archives and Records Administration (NARA).

For information on the availability of this material at NARA, call 202-741-6030, or go to:

http://www.archives.gov/federal_register/code_of_federal_regulations/ibr_locations.html.

By the Commission.

Elizabeth M. Murphy
Secretary

April 8, 2009