

SECURITIES AND EXCHANGE COMMISSION

17 CFR Part 232

[Release Nos. 33-10217; 34-78883; 39-2512; IC-32269]

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 and related rules to reflect updates to the EDGAR system. The updates are being made primarily to support the new submission form types N-MFP2 and N-MFP2/A for money market mutual funds; allow unregistered money market fund to file a report on submission form types N-CR and N-CR/A; update the date format for ABS-EE Asset Data schemas from MM/YYYY to MM-DD-YYYY for CMBS Asset Class: Item 2(c) (12), and Debt Securities Asset Class: Debt Securities, Item 5(f)(3); update the codes and descriptions referencing CMSA to reference CREFC for CMBS Asset Class Item 2(d)(28)(xii) and CMBS Asset Class Item 2(d)(28)(xiii); allow a Large Trader whose most recent Form 13H submission was a Form 13H-I (Inactive) to submit a Form 13H-T (Termination) regardless of elapsed time; and make documentation updates to Chapter 5 and Chapter 6 of the “EDGAR Filer Manual, Volume II: EDGAR Filing” relating to eXtensible Business Reporting Language (XBRL) format. The EDGAR system was upgraded to support the new submission form types N-MFP2 and N-MFP2/A for money market mutual funds on August 29, 2016. The EDGAR system is scheduled to be upgraded to support the other functionalities on September 19, 2016.

DATES: Effective [Insert date of publication in the Federal Register.] The incorporation by reference of the EDGAR Filer Manual is approved by the Director of the Federal Register as of [Insert date of publication in the Federal Register].

FOR FURTHER INFORMATION CONTACT: In the Division of Investment Management, for questions concerning Form N-MFP2 and Form N-CR, contact Heather Fernandez at (202) 551-6708; in the Division of Corporate Finance, for questions concerning Form ABS-EE, contact Vik Sheth at (202) 551-3818; in the Division of Trading and Markets, for questions concerning Form 13H, contact Kathy Bateman at (202) 551-4345; and in the Division of Economic and Risk Analysis, for questions concerning eXtensible Business Reporting Language (XBRL) disseminations; contact Walter Hamscher at (202) 551-5397.

SUPPLEMENTARY INFORMATION: 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 EDGARLink Online and the Online Forms/XML Website.

The revisions to the Filer Manual reflect changes within Volume II entitled EDGAR Filer Manual, Volume II: “EDGAR Filing,” Version 38 (September 2016). The updated manual will be incorporated by reference into the Code of Federal Regulations.

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.² Filers

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 June 13, 2016. See Release No. 33-10095 (July 1, 2016) [81 FR 43047].

² See Rule 301 of Regulation S-T (17 CFR 232.301).

may consult the Filer Manual in conjunction with our rules governing mandated electronic filing when preparing documents for electronic submission.³

The EDGAR system will be upgraded to Release 16.3 on September 19, 2016 and will introduce the following changes:

An unregistered money market fund will now be able to file a report on submission form types N-CR and N-CR/A. When submitting N-CR and N-CR/A filings, filers that are unregistered money market funds can optionally provide values for the following fields:

- Filer Investment Company Type
- Series ID
- Class (Contract) ID

ABS-EE Asset Data schemas will be updated to change the date format from MM/YYYY to MM-DD-YYYY for the following Asset Class Items:

- CMBS Asset Class: Item 2(c)(12), First Loan Payment Due Date
- Debt Securities Asset Class: Item 5(f)(3), Demand Resolution Date

In addition, the codes and descriptions referencing CMSA will be updated to reference CREFC for the following Asset Class Items:

- CMBS Asset Class: Item 2(d)(28)(xii), Net Operating Income Net Cash Flow
Securitization Code
- CMBS Asset Class: Item 2(d)(28)(xiii), Net Operating Income Net Cash Flow
Code

³ See Release No. 33-10095 in which we implemented EDGAR Release 16.2. For additional history of Filer Manual rules, please see the cites therein.

The ABS-EE Asset Data schemas will also be updated to allow whole integer numbers in decimal fields. For more information, see the updated “EDGAR ABS XML Technical Specification” document located on the SEC’s Public Website (<https://www.sec.gov/info/edgar/tech-specs>).

A Large Trader whose most recent Form 13H submission was a Form 13H-I (Inactive) will now be able to subsequently submit a Form 13H-T (Termination), regardless of the elapsed time.

Documentation only corrections relating to eXtensible Business Reporting Language (XBRL) formatting were made to Chapter 5, “Constructing Attached Documents and Document Types” and Chapter 6 “Interactive Data” of the EDGAR Filer Manual: Volume II.

On August 29, 2016, EDGAR Release 16.2.4 was updated to include two new submission form types – N-MFP2 and N-MFP2/A – to incorporate the amendments to Form N-MFP adopted by the Commission on September 16, 2015.

These two new submission form types will be accepted from the EDGAR Filing Website via filer-constructed XML submissions, as described in the “EDGAR Form N-MFP2 XML Technical Specification” document available on the SEC’s Public Website (<https://www.sec.gov/info/edgar/tech-specs>).

EDGAR will only accept TEST submissions for submission form types N-MFP2 and N-MFP2/A until October 13, 2016. Beginning on October 14, 2016, submission form types N-MFP2 and N-MFP2/A will be accepted as LIVE or TEST submissions. After that date, filers will be prevented from submitting existing submission form type N-MFP1 beginning October 14, 2016. Filers will also be prevented from submitting existing submission form type N-MFP1/A beginning October 14, 2017.

Along with the 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.

The updated EDGAR Filer Manual will be available for Website viewing and printing; the address for the Filer Manual is <https://www.sec.gov/info/edgar/edmanuals.htm>. You may also 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, Washington, DC 20549, on official business days between the hours of 10:00 a.m. and 3:00 p.m.

Since the Filer Manual and the corresponding rule changes relate solely to agency procedures or practice, publication for notice and comment is not required under the Administrative Procedure Act (APA).⁴ It follows that the requirements of the Regulatory Flexibility Act⁵ do not apply.

The effective date for the updated Filer Manual and the rule amendments is [Insert date of publication in the Federal Register]. In accordance with the APA,⁶ 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 16.3 is scheduled to become available on September 19, 2016. 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 these system upgrades.

⁴ 5 U.S.C. 553(b).

⁵ 5 U.S.C. 601 - 612.

⁶ 5 U.S.C. 553(d)(3).

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 1933,⁷ Sections 3, 12, 13, 14, 15, 23, and 35A of the Securities Exchange Act of 1934,⁸ Section 319 of the Trust Indenture Act of 1939,⁹ and Sections 8, 30, 31, and 38 of the Investment Company Act of 1940.¹⁰

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:

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.

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

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

⁹ 15 U.S.C. 77sss.

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

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 24 (December 2015). The requirements for filing on EDGAR are set forth in the updated EDGAR Filer Manual, Volume II: “EDGAR Filing,” Version 38 (September 2016). Additional provisions applicable to Form N-SAR filers are set forth in the EDGAR Filer Manual, Volume III: “N-SAR Supplement,” Version 5 (September 2015). 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. The EDGAR Filer Manual is available for Website viewing and printing; the address for the Filer Manual is <https://www.sec.gov/info/edgar/edmanuals.htm>. 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, Washington, DC 20549, on official business days between the hours of 10:00 a.m. and 3:00 p.m. 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.

Brent J. Fields
Secretary

September 20, 2016

