

SUPPORTING STATEMENT FOR FINAL RULES UNDER THE SECURITIES EXCHANGE ACT OF 1934

This is a submission pursuant to the Paperwork Reduction Act of 1995, 44 U.S.C. §3501, et seq., consisting of this supporting statement and the following attachment:

Adopting Release (Release No. 34-89372)

A. JUSTIFICATION

1. CIRCUMSTANCES MAKING THE COLLECTION OF INFORMATION NECESSARY

On July 22, 2020, the Securities and Exchange Commission (the “Commission”) adopted amendments to its rules governing proxy solicitations so that investors who use proxy voting advice receive more transparent, accurate, and complete information on which to make their voting decisions, without imposing undue costs or delays that could adversely affect the timely provision of proxy voting advice.

The amendments add conditions to the availability of certain existing exemptions from the information and filing requirements of the Federal proxy rules that are commonly used by proxy voting advice businesses. These conditions require compliance with disclosure and procedural requirements, including (1) conflicts of interest disclosures by proxy voting advice businesses, as well as (2) the adoption by proxy voting advice businesses of written policies and procedures that satisfy certain principles-based requirements. In addition, the amendments codify the Commission’s interpretation that proxy voting advice generally constitutes a proxy solicitation within the meaning of the Securities Exchange Act of 1934. Finally, the amendments clarify when the failure to disclose certain information in proxy voting advice may be considered misleading within the meaning of the antifraud provision of the proxy rules, depending upon the particular facts and circumstances.

The Paperwork Reduction Act burdens associated with the following collections of information will be affected by the amendments:

“Regulation 14A and Schedule 14A” (OMB Control No. 3235-0059)¹

¹ To the extent that a person or entity incurs a paperwork burden imposed as a result of Regulation 14A, it is encompassed within the collection of information estimates for Regulation 14A. This includes registrants and other soliciting persons preparing, filing, processing and circulating their definitive proxy and information statements and additional soliciting materials, as well as the efforts of third parties such as proxy voting advice businesses whose voting advice falls within the ambit of the federal rules and regulations that govern proxy solicitations. OMB’s current inventory for Regulation 14A, therefore, is an assessment of the paperwork burden associated with such requirements and requests under the regulation, and the Commission’s estimates that follow are an assessment of changes to such inventory expected to result from adoption of the amendments.

Regulation 14A² and its related schedules set forth the disclosure and other requirements for proxy statements, as well as the exemptions therefrom, filed by registrants and other soliciting persons to help investors make informed voting decisions.

The amendments to Regulation 14A are expected to increase disclosure burdens by (1) increasing the number of responses to the existing collection of information for Regulation 14A, as well as (2) increasing the estimated burden per response. A detailed description of the amendments, including the need for the information and its use, as well as a description of the likely respondents, can be found in Section II of the Adopting Release, and a discussion of the expected economic effects of the amendments can be found in Section IV of the Adopting Release.

A copy of the Adopting Release is attached.

2. PURPOSE AND USE OF THE INFORMATION COLLECTION

Proxy voting advice businesses play an important role in the proxy voting process by providing an array of voting services that can help investment advisers and institutional investor clients manage their substantive and procedural proxy voting needs. In recognition of the important and unique part that proxy voting advice businesses play in the proxy voting process and in the voting decisions of investment advisers and institutional investors who often vote on behalf of retail investors, the Commission adopted amendments to the federal proxy rules to enhance the transparency, accuracy, and completeness of the information provided to clients of proxy voting advice businesses in connection with their voting decisions.

3. CONSIDERATION GIVEN TO INFORMATION TECHNOLOGY

The collection of information requirements of the amendments are set forth in the affected rules. All of the affected filings are provided electronically to the Commission using the Commission's Electronic Data Gathering, Analysis and Retrieval ("EDGAR") system.

4. DUPLICATION OF INFORMATION

The amendments do not duplicate, overlap, or conflict with other federal rules.

5. REDUCING THE BURDEN ON SMALL ENTITIES

The amendments apply to small entities to the same extent as other entities, irrespective of size. Therefore, we expect that the nature of any burdens associated with the amendments would be similar for large and small entities, and will likely vary widely

² 17 CFR 240.14a-1 *et seq.*

among small entities based on a number of factors, including the nature and conduct of their businesses, which makes it difficult to quantify the corresponding effects on burden.

We anticipate that any increases in burden resulting from the amendments would predominantly affect proxy advice voting businesses that would be required to comply with Rule 14a-2(b)(9). These businesses, including any affected small entities, will likely incur costs to ensure that their internal practices, procedures, and systems are sufficient to meet the conflicts of interest disclosure and notice requirements under Rule 14a-2(b)(9). However, the Commission is not aware of smaller entities that currently supply research, analysis, and recommendations to support the voting decisions of their clients that would fall within the definition of “solicitation” and would therefore be directly affected by the amendments.

Registrants of all sizes could incur indirect costs as a result of the amendments associated with coordinating with proxy voting advice businesses to receive the proxy voting advice, reviewing the proxy voting advice, and determining whether to prepare and file additional soliciting materials in response to the proxy voting advice, to the extent they determine to engage in this process. We do not expect affected registrants would incur significant cost increases, although it is difficult to quantify this impact with precision as costs will vary depending upon the particular facts and circumstances of the proxy voting advice as well as the resources of the registrant.

As a general matter, the Commission recognizes that any costs of the amendments borne by affected entities, such as those related to compliance with the amendments, or the implementation or restructuring of internal systems needed to adjust to the amendments, could have a proportionally greater effect on small entities, as they may be less able than larger entities to bear such costs. However, the Commission does not believe that establishing different conditions for smaller proxy voting advice businesses or exempting them from all or part of the amendments would accomplish the objectives of the rulemaking, which is to help ensure that investors who rely on the advice of proxy voting advice businesses receive accurate, transparent, and materially complete information on which to make their voting decisions.

Moreover, we anticipate that the principles-based approach incorporated in the amendments is likely to result in more modest costs increases for proxy voting advice businesses than the more prescriptive approach that was proposed,³ which should moderate the impact of the amendments on smaller potential entrants. By providing proxy voting advice businesses, including those that are small entities, with the flexibility to design policies and procedures that are scaled to the scope of their business operations, these entities will be able to find the most cost-effective means to comply with the requirements.

³ See note 4 *infra*.

6. CONSEQUENCES OF NOT CONDUCTING COLLECTION

The amendments relate to Regulation 14A. This regulation and its associated schedules govern proxy solicitations and set forth the disclosure requirements for proxy and information statements. Less frequent collection would deprive investors of access to information that is important to their voting decisions.

7. SPECIAL CIRCUMSTANCES

There are no special circumstances in connection with these amendments.

8. CONSULTATIONS WITH PERSONS OUTSIDE THE AGENCY

The Commission issued a proposing release soliciting public comment on the new “collection of information” requirements and the associated paperwork burdens.⁴ Comments on Commission releases are generally received from registrants, investors, and other market participants. In addition, the Commission and staff participate in ongoing dialogue with representatives of various market participants through public conferences, roundtables and meetings. All comments received on the proposal are available at <https://www.sec.gov/comments/s7-22-19/s72219.htm>. As of July 22, 2020, the Commission received three comment letters in response to its request for comment on the PRA estimates and analysis included in the Proposing Release.⁵ These commenters expressed concern that the estimates were not representative of actual impacts and that the analysis failed to properly account for the paperwork burden that would be incurred, in particular, by proxy voting advice businesses.⁶ Two of the commenters asserted that the Commission’s analysis understated the magnitude of the hourly and cost burdens that the proposed amendments would impose.⁷ One of those commenters provided detailed estimates of its expected annual compliance burden for each of the components of the proposed amendments.⁸

To our knowledge, no other commenters specifically addressed the Commission’s PRA analysis or its burden estimates. However, a number of commenters expressed a general view that the Commission’s proposed proxy voting advice framework (in

⁴ See *Amendments to Exemptions from the Proxy Rules for Proxy Voting Advice*, Release No. 34-87457 (November 5, 2019) [84 FR 66518 (Dec. 4, 2019)] (“Proposing Release”).

⁵ See letters from Investor Advocates for Social Justice (dated Feb. 3, 2020); Glass Lewis & Co., LLC (dated Feb. 3, 2020) (“Glass Lewis I”); ProxyVote Plus, LLC (dated Jan. 3, 2020) (“ProxyVote I”).

⁶ See *id.*

⁷ See letters from Glass Lewis I; ProxyVote I.

⁸ See letter from Glass Lewis I.

particular, proposed rules that would govern the dissemination of proxy voting advice and provide for a standardized review and feedback process) was too rigid and prescriptive, and would unnecessarily disrupt the ability of proxy voting advice businesses to provide their clients with timely voting advice.⁹

The Commission considered all comments received prior to publishing the final rules, as required by 5 CFR 1320.11(f).

In consideration of these comments, the Commission adopted significant modifications to its proposal that it believed would achieve the proposal's objectives but in a less prescriptive, more principles-based manner, thereby affording proxy voting advice businesses the flexibility to design compliant policies and procedures best suited to the nature and scope of their business operations.

These modifications also necessitated material revisions to the Commission's burden estimates that had been provided in connection with the Proposing Release.

The following table compares the Commission's initial and revised burden estimates.

Table 1. Comparison of Aggregate Increase in Burden Hours

	Affected Parties					
	Proxy Voting Advice Businesses		Registrants		Other Soliciting Persons ¹⁰	
	Proposal	Final	Proposal	Final	Proposal	Final
Estimated Number of Parties	5	3	1,897	5,690	32	0
Estimated Burden Hour Increase	2,500	52,640	18,970	284,500	320	0
Total Hours Estimated	Proposal			Final Amendments		
	21,790 (2,500 + 18,970 + 320)			337,140 (52,640 + 284,500)		

⁹ See generally, e.g., notes 276 through 280 of the Adopting Release and accompanying text.

¹⁰ In contrast to the rule proposal, the amendments adopted by the Commission do not apply to soliciting persons other than registrants. Therefore, there was no incremental burden associated with this group.

As described further in response 15 of this Supporting Statement (“Reason for Change in Burden”) and more fully in the Adopting Release,¹¹ the Commission’s changes to its PRA estimates were primarily due to: (i) the Commission’s decision, in light of public comments received, to modify its original proposal by shifting to a less prescriptive, more principles-based approach with respect to new Rule 14a-2(b)(9); and (ii) the Commission’s consideration of commenters’ views that the Commission’s original PRA burden estimates were too low.¹²

As a general matter, the Commission revised its burden estimates upward in response to comments and in recognition that its original assumptions and estimates may have been understated. At the same time, however, the Commission believed that its adoption of a flexible, principles-based rule in lieu of the more prescriptive framework of the proposal, would moderate some of the potential increases in the compliance burden imposed on affected entities as a result of the new rules.¹³

The revised calculation of burden estimates involved changes to the Commission’s methodology as well as to various assumptions to which the methodology was applied. The following summarizes the most significant changes to the Commission’s estimates in response to comments and, as applicable, discusses how the Commission revised its PRA submission in consideration of public comments that specifically addressed the Commission’s burden estimates in the Proposing Release.

- **Material Changes to Estimates in Consideration of Comments Specific to the PRA**

The following is a brief summary of material changes to the Commission’s estimates and/or assumptions in response to public comments that specifically addressed the PRA.

¹¹ See generally the Adopting Release and, more specifically, Section V– “Paperwork Reduction Act,” of the Adopting Release.

¹² See note 4 *supra*.

¹³ For example, one commenter enumerated a number of elements of the proposal that it believed would have an impact on a proxy voting advice business’s paperwork burden and provided estimates of the hourly burden expected to be incurred that totaled 59,999 burden hours per proxy voting advice business. As discussed below, the Commission addressed and incorporated the commenter’s estimate regarding identifying and disclosing conflicts (5,969 hours) and addressed the commenter’s estimate regarding confidentiality agreements (19,648 hours). However, the Commission believed that the remainder of this commenter’s estimate (34,382 hours) pertained to elements of the proposed rules that were not directly relevant in light of the Commission’s revisions in favor of a more principle-based framework that no longer requires mandatory review and feedback periods. See note 693 of the Adopting Release and letter from Glass Lewis I.

○ *Reduction in the Number of Proxy Voting Advice Businesses* –

Commenters indicated that two firms included in the set of affected proxy voting advice businesses in the Proposing Release, ProxyVote Plus and Marco Consulting Group, did not advise investment advisers and institutional investors on their voting determinations and would therefore not be affected by the proposed amendments.¹⁴ As a result, the Commission reduced its assumption – from five to three – of the businesses in the U.S. (*i.e.*, Glass Lewis, ISS, and Egan-Jones) whose activities fall within the scope of proxy voting advice constituting a solicitation under amended Rule 14a-1(l)(1)(iii)(A).¹⁵

○ *Increase in the Number of Registrants* – In the Proposing Release, for purposes of its PRA analysis, the Commission assumed that, on average, one-third of the 5,690 registrants that filed proxy materials with the Commission during calendar year 2018 (1,897) would be the subject of proxy voting advice each year.¹⁶ Some commenters disagreed with this assumption, stating that this figure was too low.¹⁷ Accordingly, the Commission reconsidered its original estimate of one-third, and agreed that its calculations should be based on the larger number of 5,690 registrants, given the significant volume of registrants and shareholder meetings that are the subject of proxy voting advice each year.

○ *Conflicts Disclosure* – In response to comments, the Commission increased its estimates corresponding to the enhanced conflict of interest disclosures required under the new rules. One commenter, a proxy voting advice business, estimated that its burden associated with the identification and disclosure of conflicts of interest under the proposed rules would add 5,969 hours to its paperwork burden each year.¹⁸ Although the Commission believed that the

¹⁴ See note 100 of the Adopting Release and accompanying text. See also letters from Segal Marco Advisors (Feb. 3, 2020); ProxyVote Plus, LLC (dated Feb. 3, 2020); Council of Institutional Investors (Jan. 30, 2020).

¹⁵ See note 700 of the Adopting Release.

¹⁶ See Proposing Release, note b. of PRA Table 1 at 66553. Out of the estimated 18,534 registrants that may be affected to a greater or lesser extent by the final amendments, 5,690 filed proxy materials with the Commission during calendar year 2018. See also Section IV.B.1. and note 699 of the Adopting Release.

¹⁷ See letter from Glass Lewis I. (suggesting that the correct number was “likely much closer to 100% of those that filed proxy materials with the Commission”) and ProxyVote I (“The appropriate number of registrants that should be subject to the Proposed Rulemaking’s estimates should be 5,690 registrants, not 1,897 registrants”).

¹⁸ See letter from Glass Lewis I. Glass Lewis calculated that it issued 5,565 total proxy research reports on U.S. companies in 2018. Assuming one hour spent for each report to identify any potential conflicts and another .5 hours to prepare conflicts disclosure regarding 807 of the 5,565 registrants for whom Glass Lewis determined it had disclosable conflict information, Glass Lewis estimated an

principles-based focus of the adopted requirement, in tandem with a proxy voting advice business's existing conflicts disclosure systems and practices (particularly as to registrants that have been the focus of the business's proxy coverage in prior years), could significantly mitigate any increased paperwork burden corresponding to the new rules, nevertheless the Commission agreed it was appropriate to increase its estimates to align more closely with this commenter's input. Accordingly, the Commission estimated the conflicts of interest disclosure in new Rule 14a-2(b)(9)(i) would result in 6,000 additional burden hours per proxy voting advice business.¹⁹

- *Rules 14a-2(b)(9)(ii)(A) and (B)* – The Commission estimated that the burden on a proxy voting advice business in setting up, modifying, and implementing policies and systems to comply with new Rules 14a-2(b)(9)(ii)(A) and (B) would involve approximately one half-hour per registrant (2,845 hours) for the required notice to registrants under Rule 14a-2(b)(9)(ii)(A) and one half-hour per registrant (2,845 hours) for the required notice to clients of any response by the registrants under Rule 14a-2(b)(9)(ii)(B). In deriving these estimates, the Commission considered estimates provided by one commenter who estimated that the “Implementation of final notice period” component of the proposal would impose a burden of 0.5 hours per registrant, as would the “Process, review and implement requests for a hyperlinked response” component of the proposal.²⁰

- *Acknowledgements Versus Confidentiality Agreements* – One commenter that was a proxy voting advice business estimated that it would incur an average of four hours per registrant, or 19,648 hours per year, to negotiate and secure confidentiality agreements with registrants as a result of the proposed rules.²¹ In contrast to the proposal, however, the final rules do not require proxy voting advice businesses to give pre-release copies of proxy voting advice to registrants, nor do the final rules permit a proxy voting advice business to require registrants

increased burden of 5,969 hours annually to comply with the new conflicts of disclosure requirements in proposed Rule 14a-2(b)(9)(i).

¹⁹ In the Proposing Release, the Commission did not separately break out the enhanced conflicts disclosure requirement from its overall estimates for proxy voting advice businesses. Therefore, there was no initial PRA estimate that directly corresponded to the 6,000 hours added to the Commission's revised PRA estimates.

²⁰ See letter from Glass Lewis I. While these two proposed components are not part of the final rules, they are in some ways analogous to the two principles for which proxy voting advice businesses may need to implement systems under the final rules. Accordingly, the Commission believed that one half-hour burden per registrant for each of these components is an appropriate estimate as to the burden on each proxy voting advice business.

²¹ See letter from Glass Lewis I. Glass Lewis' calculation was based on its estimate of four hours per agreement for each of the 4,912 registrants covered by its proxy voting advice.

to enter into a confidentiality agreement as a condition to receiving copies of proxy voting advice. Therefore, the Commission believed the need for proxy voting advice businesses to individually negotiate and secure detailed confidentiality agreements from registrants as a result of the new rules will be substantially lessened.

The Commission recognized that there nevertheless may be some hourly and cost burden associated with a proxy voting advice business's efforts to obtain acknowledgements or other kinds of agreements with registrants before sharing proxy voting advice materials and that there could be a range of approaches. One approach may be to develop a standardized form of acknowledgement regarding the report's terms of use and implementing systems to track the acknowledgments. Under such an approach, the Commission estimated a three-year average of 50 hours per year per proxy voting advice business associated with securing an acknowledgment or other assurance that the proxy advice will not be disclosed. However, the Commission also recognized that proxy voting advice businesses could choose instead to negotiate individual terms of use with each registrant. As a result of modifications made from the proposal in response to commenters, the Commission anticipated that the burden in those cases would nonetheless be significantly less than the four hours per registrant burden estimate provided by a commenter regarding the proposal. The Commission estimated an average burden of one hour per registrant under those circumstances, for a total estimate of 5,690 hours per year associated with securing an acknowledgment or other assurance that the proxy advice will not be disclosed. For purposes of its PRA estimates, therefore, the Commission estimated a range between 50 to 5,690 additional hours per year for each proxy advice business associated with securing acknowledgments or other assurances that its proxy advice will not be disclosed. So as to not underestimate the burden, the Commission used the upper end of the estimate of 5,690 hours per proxy voting advice business

○ *Increase in the Number of Annual Responses* – The Commission estimated that there would be an additional 783 annual responses to the collection of information for Regulation 14A as a result of the amendments, corresponding to the number of new soliciting materials estimated to be made each year under Regulation 14A. In light of commenters' views that, as a general matter, the Commission's overall PRA estimates provided in connection with the Proposing Release had been too low,²² the Commission increased its estimate of additional soliciting materials filed each year from three times the current number to ten times the current number. Taking the average of the Rule 14a-6 filings made in years 2016, 2017, 2018 (87), the Commission multiplied by ten for an estimate of

²² See note 4 *supra*.

870 Rule 14a-6 filings, or an increase of 783 annual responses to the Regulation 14A collection of information.²³

9. PAYMENT OR GIFT TO RESPONDENTS

No payment or gift to respondents.

10. CONFIDENTIALITY

All documents submitted to the Commission are available to the public.

11. SENSITIVE QUESTIONS

No information of a sensitive nature will be required under the following collection of information in connection with these rulemaking amendments: Regulation 14A. The information collection collects basic personally identifiable information (PII) that may include a name and job title. However, the agency has determined that this information collection does not constitute a system of record for purposes of the Privacy Act. Information is not retrieved by a personal identifier. In accordance with Section 208 of the E-Government Act of 2002, the agency has conducted a Privacy Impact Assessment (PIA) of the EDGAR system, in connection with this collection of information. The EDGAR PIA, published on February 5, 2020, is provided as a supplemental document and is also available at <https://www.sec.gov/privacy>.

12. and 13. ESTIMATES OF HOUR AND COST BURDENS

A. Estimated Increase in Burden Per Response

The increase in burden per response was calculated by (i) estimating the number of parties expected to expend time, effort, and/or financial resources to generate, maintain, retain, disclose or provide information required by the amendments, and then (ii) multiplying this number by the estimated amount of time, on average, each of these parties would devote in order to comply with these new requirements over and above their existing compliance burden associated with Regulation 14A. These estimates represent the average burden for all respondents, both large and small. In deriving these estimates, the Commission recognized that the burdens will likely vary among individual respondents based on a number of factors, including the nature and conduct of their business.

1. Proxy Voting Advice Businesses

²³ In the Proposing Release, the Commission estimated an increase of 174 annual responses as a result of the proposed rules. See Proposing Release at note 269.

Of the parties that may be affected by the amendments, whether directly or indirectly, we expect that proxy voting advice businesses and, to a lesser extent, registrants that are the subject of the proxy voting advice, would incur some additional paperwork burden resulting from the amendments.²⁴ As discussed further below, we believe that any incremental burden would be attributable primarily to new Rule 14a-2(b)(9).

Proxy voting advice businesses are expected to incur an increased burden as a result of new Rule 14a-2(b)(9), which will apply to anyone relying on the exemptions in Rules 14a-2(b)(1) or (b)(3) who furnishes proxy voting advice covered by Rule 14a-1(l)(1)(iii)(A). The amount of the burden will depend on a number of factors that are firm-specific and highly variable, which makes it difficult to provide reliable quantitative estimates.

There are three components of new Rule 14a-2(b)(9) that we expect to result in an increased burden. First, in accordance with Rule 14a-2(b)(9)(i), proxy voting advice businesses will be required to include in their proxy voting advice (or in an electronic medium used to deliver the advice) disclosure of conflicts of interest specifically tailored to proxy voting advice businesses and the nature of their services. The Commission estimated the related increase in paperwork burden for this component to be 6,000 hours per proxy voting advice business.

Second, under Rule 14a-2(b)(9)(ii)(A), proxy voting advice businesses will be required to adopt and publicly disclose written policies and procedures reasonably designed to ensure that registrants that are the subject of the proxy voting advice have such advice made available to them at or prior to the time such advice is disseminated to the proxy voting advice business's clients. The Commission estimated the related increase in paperwork burden for this component to be 8,535 hours per proxy voting advice business, consisting of 2,845 hours for system updates and 5,690 hours for acknowledgments regarding sharing information.

Third, under Rule 14a-2(b)(9)(ii)(B), proxy voting advice businesses will be required to adopt and publicly disclose written policies and procedures reasonably designed to ensure that a proxy voting advice business provides clients with a mechanism by which they can reasonably be expected to become aware of a registrant's written statements about the proxy voting advice in a timely manner before the shareholder

²⁴ While other parties, such as the clients of proxy voting advice businesses, may have costs associated with the amendment, only proxy voting advice businesses and registrants will incur any additional paperwork burden in order to comply with or respond to the informational requirements of the amendments. Moreover, the amendments to Rule 14a-1(l) and Rule 14a-9 are not expected to have a significant economic impact on affected parties because they codify already-existing Commission positions on the applicability of these rules to proxy voting advice.

meeting. The Commission estimated the related increase in paperwork burden for this component to be 2,845 hours per proxy voting advice business.²⁵

We believe that much of the burden of the final amendments would be for a proxy voting advice business to develop policies that satisfy the principles and accordingly modify or develop systems and practices to implement such policies. In addition to these system-related costs, we expect that proxy voting advice businesses would, as a general matter, obtain acknowledgments or agreements with respect to the use of any information shared with a registrant, as we expect that the business would seek to limit disclosure of its report. As such, there may be some hourly and cost burden associated with a proxy voting advice business's efforts to obtain acknowledgements²⁶ or other kinds of agreements with registrants before sharing proxy voting advice materials and that there could be a range of approaches.

Altogether, the Commission estimated an annual total increase of 52,640 hours²⁷ in compliance burden to be incurred by proxy voting advice businesses that would be subject to the amendments to Rule 14a-2(b)(9).²⁸ We assume that the burden would be greatest in the first year after adoption, as proxy voting advice businesses incorporate the new requirements into their existing practices and procedures.

The estimated annual total increase of 52,640 hours is a one-year estimate. It represents the average yearly increase in burden hours expected to be incurred by proxy voting advice businesses, in the aggregate, each year over the first three years following adoption of the amendments. Each of the three proxy voting advice business is estimated to incur 17,380 annual burden hours per year, so altogether their total one-year burden is estimated to be 52,140. In addition, the Commission estimated an additional 500 burden hours each year to account for other potential businesses such as smaller firms and firms

²⁵ These estimates take into consideration our understanding that some proxy voting advice businesses have systems and practices in place that may complement or overlap with the new requirements, which could substantially mitigate any increases to their overall burden. Also, these estimates represent the average annual burden increase over three years, as we assume that the burden would be greatest in the first year after adoption as proxy voting advice businesses incorporate the new requirements into their existing practices and procedures, but would be less in subsequent years.

²⁶ See paragraph (B) of Rule 14a-2(b)(9)(iii).

²⁷ This represents the annual total burden increase expected to be incurred by proxy voting advice businesses (as an average of the yearly burden predicted over the three-year period following adoption) and is intended to be inclusive of all burdens reasonably anticipated to be associated with compliance with the conditions of Rule 14a-2(b)(9). This estimate takes account of the businesses in the U.S. known to the Commission whose activities fall within the scope of proxy voting advice constituting a solicitation under amended Rule 14a-1(l)(1)(iii)(A), as well as other proxy voting advice businesses operating outside the U.S., which may also be subject to the amendments.

²⁸ For a detailed breakdown of the estimated increases in paperwork burden for proxy voting advice businesses corresponding to each of the components of Rule 14a-2(b)(9), see Adopting Release at 55148 to 55149.

operating outside the United States. The 52,140 hours plus 500 hours gives the total estimated annual burden increase of 52,640. It is comprised of the following components:²⁹

<ul style="list-style-type: none"> Rule 14a-2(b)(9)(i) – Conflicts Disclosure 	Average annual increase (averaged over three years) equal to 6,000 hours for each of the three (3) proxy voting advice businesses, or $6,000 \times 3 = 18,000$ hours per year
<ul style="list-style-type: none"> Rule 14a-2(b)(9)(ii)(A) – Notice to Registrants and Rule 14a-2(b)(9)(iii) Safe Harbor 	Average annual increase (averaged over three years) equal to 8,535 hours for each of the three (3) proxy voting advice businesses, or $8,535 \times 3 = 25,605$ hours per year
<ul style="list-style-type: none"> Rule 14a-2(b)(9)(ii)(B) – Notice to Clients of Proxy Voting Advice Businesses and Rule 14a-2(b)(9)(iv) Safe Harbor 	Average annual increase (averaged over three years) equal to 2,845 hours for each of the three (3) proxy voting advice businesses, or $2,845 \times 3 = 8,535$ hours per year
Subtotal (three-year average)	52,140 hours each year
<ul style="list-style-type: none"> Other proxy voting advice businesses subject to the rules but unknown to Commission (either smaller firms operating within the U.S. or firms operating outside the U.S.) 	Average annual increase (averaged over three years) equal to 500 hours per year
Total (three-year average)	52,640 hours each year

It should be noted that the burden associated with proxy voting advice businesses that do not meet the criteria for an exemption from the information and filing requirement of the proxy rules is not captured under a different collection of information. The collection of information for “Regulation 14A and Schedule 14A” (OMB Control No. 3235-0059) encompasses all paperwork burden imposed as a result of Regulation 14A. This includes any paperwork burden incurred by registrants preparing, filing, processing and circulating their definitive proxy and information statements and additional soliciting materials, as well as the efforts of third parties such as proxy voting advice businesses whose voting advice falls within the ambit of the federal rules and regulations that govern proxy solicitations.

As discussed, the Commission is aware of only three proxy voting advice businesses who would be materially impacted by the amendments. Prior to the adoption of the final rules, these three were already subject to the proxy rules (including the

²⁹ For further detail, see the table that appears on pages 226 through 228 of the Adopting Release.

exemptions available to them) and the existing collection of information for Regulation 14A and Schedule 14A burdens assumed as much. What the final rules do is to require incrementally more of these businesses in order to avail themselves of the existing exemption. Since their inception, these entities have relied on the exemptions provided in Rule 14a-2 – in particular, Rules 14a-2(b)(1) and 14a-2(b)(3) – to exempt their activities from the information and filing requirements of the proxy rules, and we expect that they will continue to do so.

2. Registrants

In addition to proxy voting advice businesses, we anticipate that registrants would incur some additional paperwork burden as a result of the amendments. Registrants could experience increased burdens associated with coordinating with proxy voting advice businesses to receive the proxy voting advice, reviewing the proxy voting advice, and preparing and filing supplementary proxy materials in response to the proxy voting advice, if they choose to do so. These costs will vary depending upon the particular facts and circumstances of the proxy voting advice and any issues identified therein, as well as the resources of the registrant, which makes it difficult to provide a reliable quantifiable estimate of these costs.

The Commission's estimates consider the extent to which some registrants' current practices and procedures may already involve reviewing proxy voting advice businesses' voting advice, filing additional soliciting materials, and some amount of investor outreach in response to adverse voting recommendations. Assuming that a registrant's annual meeting of shareholders is covered by at least two of the three major U.S. proxy voting advice businesses, and the registrant has opted to review both sets of proxy advice and file additional soliciting materials in response, the Commission estimated an average increase of 50 hours per registrant in connection with the amendments for a total annual increase of 284,500 hours.³⁰ As discussed above, however, it is difficult to predict the effect of the amendments on a registrant's paperwork burden with a great degree of precision.

³⁰ In the Proposing Release, for purposes of its Paperwork Reduction Act analysis, the Commission assumed that, on average, one-third of the 5,690 registrants that filed proxy materials with the Commission during calendar year 2018 (1,897) would be the subject of proxy voting advice each year. *See* Proposing Release, note b. of PRA Table 1 at 66553. Some commenters who disagreed with this assumption stated that this figure was too low. *See* letters from Glass Lewis I and Proxy Vote I. We also note certain statements from some proxy voting advice businesses indicating that they cover tens of thousands of shareholder meetings annually across global markets. *See* letters from Glass Lewis I; Glass Lewis & Co., LLC (dated Feb. 3, 2020); Institutional Shareholder Services, Inc. (dated Jan. 31, 2020); Egan-Jones Proxy Services (dated Feb. 3, 2020). Accordingly, the Commission reconsidered its original estimate of one-third, and agreed that its calculations should be based on the larger number of 5,690 registrants, given the significant volume of registrants and shareholder meetings that are the subject of proxy voting advice each year. This results in a total annual burden increase of $50 \times 5,690 = 284,500$ hours. It is important to note that such burden increase would be offset against any corresponding reduction in burden resulting from the registrant forgoing other methods of responding to the proxy voting advice (such as investor outreach) the registrant determines are no longer necessary or are less preferable in light of the new rules.

The following table summarizes the calculations and assumptions used to derive the Commission's estimates of the aggregate increase in burden corresponding to the amendments.

Table 1. Calculation of Increase in Burden Hours Resulting from the Amendments

	Affected Parties	
	Proxy Voting Advice Businesses (A)	Registrants (B)
Burden Hour Increase	52,640	284,500
Aggregate Increase in Burden Hours	[Column Total (A)] + [Column Total (B)] = 337,140	

B. Estimated Increase in Number of Responses

We believe that the amendments would increase the number of annual responses³¹ to the existing collection of information for Regulation 14A. Although we do not expect registrants to file any different number of proxy statements as a result of the amendments, we do anticipate that the number of additional soliciting materials filed under Rule 14a-6 may increase in proportion to the number of times that registrants choose to provide a statement in response to a proxy voting advice business's proxy voting advice as contemplated by Rule 14a-2(b)(9)(ii)(B) and/or the safe harbor under Rule 14a-2(b)(9)(iv). Therefore, the Commission estimated that there would be an additional 783 annual responses to the collection of information as a result of the amendments.³²

Table 2 below illustrates the incremental change to the total annual compliance burden in hours and in costs as a result of the amendments. The table sets forth the

³¹ For purposes of the Regulation 14A collection of information, the number of annual responses corresponds to the estimated number of new filings that will be made each year under Regulation 14A, which includes filings such as DEF 14A; DEFA 14A; DEFM 14A; and DEFC 14A. When calculating the paperwork burden for any particular collection of information, the total number of annual burden hours estimated is divided by the total number of annual responses estimated, which provides the average estimated annual burden per response.

³² Because a registrant's decision to review and file additional soliciting materials in response to proxy voting advice will be entirely voluntary, it is difficult to predict how frequently such parties will choose to do so. For purposes of its Paperwork Reduction Act estimate in the Proposing Release, the Commission used as its baseline the average number of times firms filed additional definitive proxy materials in response to proxy voting advice over the three calendar years 2016 (99), 2017 (77) and

percentage estimates the Commission typically uses for the burden allocation for each response.³³

Table 2. Calculation of Increase in Burden Hours Resulting from the Amendments

Number of Estimated Responses (A) [†]	Total Increase in Burden Hours (B) ^{††}	Increase in Burden Hours Per Response (C) $= (B)/(A)$	Increase in Internal Hours (D) $= (B) \times 0.75$	Increase in Professional Hours (E) $= (B) \times 0.25$	Increase in Professional Costs (F) $= (E) \times \$400$
6,369	337,140	50 ^{†††}	252,855	84,285	\$33,714,000

2018 (84), for an average of 87. See Proposing Release at n. 269. The Commission estimated that, as a result of the proposed amendments, at least three times as many registrants would choose to prepare responses to proxy voting advice and request that their hyperlink be provided to the recipients of the advice pursuant to proposed Rule 14a-2(b)(9)(iii) than otherwise had historically chosen to file additional soliciting materials. As a result, in the Proposing Release, the Commission estimated that three times as many supplemental proxy filings would be made each year if the proposed amendments were adopted, which would increase the annual responses to the Regulation 14A collection of information by the same amount.

For purposes of its revised Paperwork Reduction Act analysis in the Adopting Release, the Commission applied a similar methodology. To the extent that registrants believe that the efficacy of providing a response to proxy voting advice via additional soliciting materials will be enhanced by the amendments, and make registrants more likely to use this mechanism than they have in the past, the Commission expected that the number of annual responses to the Regulation 14 collection of information would increase correspondingly. In light of public comments received that, as a general matter, the Commission's initial Paperwork Reduction Act estimates were too low, the Commission thought it was appropriate to increase its estimate of additional soliciting materials filed each year from three times the current number to ten times the current number. Taking the average of the Rule 14a-6 filings made in years 2016, 2017, 2018 (87) and then multiplying by ten, the Commission estimated that there would be 870 Rule 14a-6 annual filings, or an increase of 783 annual responses to the Regulation 14A collection of information.

³³ Our estimates assume that 75% of the burden is borne by the company and 25% is borne by outside counsel at \$400 per hour. We recognize that the costs of retaining outside professionals may vary depending on the nature of the professional services, but for purposes of the Paperwork Reduction Act analysis, the Commission estimated that such costs would be an average of \$400 per hour. Such estimate was based on consultations with several registrants, law firms, and other persons who regularly assist registrants in preparing and filing reports with the Commission.

† This number reflects an estimated increase of 783 annual responses to the existing Regulation 14A collection of information. *See* note 707 of the Adopting Release. The current OMB PRA inventory estimates that 5,586 responses are filed annually.

†† Calculated as the sum of annual burden increases estimated for proxy voting advice businesses (52,640 hours) and registrants (284,500 hours). *See supra* Table 1, “Comparison of Aggregate Increase in Burden Hours.”

††† The estimated increases in Columns (C), (D), and (E) are rounded to the nearest whole number.

Finally, Table 3 summarizes the estimated change to the total annual compliance burden of the Regulation 14A collection of information, in hours and in costs, as a result of the amendments.

Table 3. Requested Paperwork Burden under the Amendments

Reg. 14A	Current Burden			Program Change			Revised Burden		
	Current Annual Responses (A)	Current Burden Hours (B)	Current Cost Burden (C)	Increase in Responses (D) [±]	Increase in Internal Hours (E) ^{±±}	Increase in Professional Costs (F) ^{±±±}	Annual Responses	Burden Hours (H) = (B) + (E)	Cost Burden (I) = (C) + (F)
	5,586	551,101	\$73,480,012	783	252,855	\$33,714,000	6,369	803,956	\$107,194,012

[±] *See* Column (A) in Table 2 *supra* noting an estimated increase of 783 annual responses to the existing Regulation 14A collection of information.

^{±±} *See* Column (D) in Table 2 *supra*.

^{±±±} From Column (F) in Table 2 *supra*.

14. COSTS TO FEDERAL GOVERNMENT

The annual cost of reviewing and processing disclosure documents, including registration statements, post-effective amendments, proxy statements, annual reports and other filings of operating companies amounted to approximately \$103,479,690 in fiscal year 2019, based on the Commission’s computation of the value of staff time devoted to this activity and related overhead.

15. REASON FOR CHANGE IN BURDEN

In the Adopting Release, the Commission revised its estimates for the total annual compliance burden resulting from the amendments, which were initially included in the Proposing Release. The change in the estimates for the final rules was primarily due to: (i) the Commission’s decision to modify its original proposal by shifting to a less prescriptive, more principles-based approach with respect to new Rule 14a-2(b)(9); and

(ii) the Commission's consideration of commenters' views that the Commission's original burden estimates were too low.³⁴

Instead of the prescriptive review and response process for proxy voting advice that was proposed, under the final rules proxy voting advice businesses must meet certain principles-based conditions in Rule 14a-2(b)(9)(ii) in order to utilize certain exemptions from the information and filing requirements of the proxy rules. These conditions include the adoption and public disclosure by proxy voting businesses of written policies and procedures reasonably designed to ensure that: (i) the proxy voting advice is made available to registrants at or prior to the time when such advice is disseminated to the proxy voting advice business's clients; and (ii) that the proxy voting advice business provides clients with a mechanism by which they can reasonably be expected to become aware of a registrant's written statement about the proxy voting advice in a timely manner.³⁵

It appears that the more prescriptive nature of the proposed amendments was a large driver of the hourly and cost burdens discussed by commenters.³⁶ We believe the flexibility afforded by the principles-based approach reflected in the final amendments should therefore result in lower costs from what commenters had estimated based on the proposed amendments. Furthermore, we believe that some proxy voting advice businesses may already have systems in place sufficient to comply with significant features of the final rules,³⁷ which would be expected to limit their overall burden. Nonetheless, in consideration of some commenters' views that the Commission's original calculations had greatly underestimated the impact on paperwork burden, the Commission adjusted its estimates upward with respect to certain aspects of the new rules.³⁸

The Commission also included in its revised estimates the additional hourly and cost burdens associated with certain other aspects of the final rules that were not originally reflected in the proposed amendments, such as that related to a proxy voting advice business's securing an acknowledgment or other assurance from registrants that their receipt of the proxy advice is subject to use restrictions.³⁹

³⁴ See letters from Glass Lewis I and ProxyVote I.

³⁵ Precisely how a proxy voting advice business chooses to comply with such requirements is a question left within the discretion of each proxy voting advice business, which has the ability to tailor its policies and procedures in a manner that is customized to the evolving needs of its clients and the practical realities of its particular business model.

³⁶ See Adopting Release at page 223 and n. 691.

³⁷ See Adopting Release at n. 692.

³⁸ See Adopting Release at n. 693.

³⁹ See the Adopting Release at Section IV.B.1. and n. 549.

For purposes of its Paperwork Reduction Act analysis, the Commission estimated that the amendments to Regulation 14A would result in a net increase of 252,855 burden hours and a net increase of \$33,714,000 in cost burden.

16. INFORMATION COLLECTION PLANNED FOR STATISTICAL PURPOSES

The information collection does not employ statistical methods.

17. APPROVAL TO OMIT OMB EXPIRATION DATE

We request authorization to omit the expiration date on the electronic version of the information collection. Including the expiration date on the electronic version of the form will result in increased costs because the need to make changes to the form may not follow the application's scheduled version release dates. The OMB control number will be displayed.

18. EXCEPTIONS TO CERTIFICATION FOR PAPERWORK REDUCTION ACT SUBMISSIONS

There are no exceptions to certification for the Paperwork Reduction Act submissions.

B. STATISTICAL METHODS

The information collection does not employ statistical methods.