

SUPPORTING STATEMENT FOR THE PAPERWORK REDUCTION ACT
INFORMATION COLLECTION SUBMISSION FOR THE
NOTICE OF EXEMPT PRELIMINARY ROLL-UP COMMUNICATION

A. JUSTIFICATION

1. Circumstances Making the Collection of Information Necessary

Rule 14a-2(b)(4) under the Securities Exchange Act of 1934 (“Exchange Act”) provides an exemption from Exchange Act Rules 14a-3 to 14a-6 (except Rules 14a-6(g) and 14a-6(p)), Rule 14a-8, Rule 14a-10, and Rules 14a-12 to 14a-15 for any solicitation in connection with a “roll-up transaction” (defined in Item 901(c) of Regulation S-K) in which the holder of a security that is the subject of a proposed roll-up transaction engages in preliminary communications with other holders of securities that are the subject of the same roll-up transaction for the purpose of determining whether to solicit proxies, consents, or authorizations in opposition to the proposed roll-up transaction. The exemption does not apply to a holder of 5% or more of the securities of a class that is the subject of the proposed roll-up transaction who engages in the business of buying and selling limited partnership interests in the secondary market unless that holder discloses such ownership interest and any relations to the parties of the transaction or to the transaction itself, to security holders to whom the communications are made as required by Rule 14a-6(n)(1) and as specified in the Notice of Exempt Preliminary Roll-Up Communication (“Notice”). Whether the communication is written or oral, the Notice must be furnished to the Commission.

2. Purpose and Use of the Information Collection

The purpose of the Notice is to provide the public information regarding ownership interests and any potential conflicts of interest of the person engaging in the solicitation.

3. Consideration Given to Information Technology

The Notice is filed electronically with the Commission using EDGAR.

4. Duplication of Information

There is no duplication of information.

5. Reducing the Burden on Small Entities

Many small businesses are not subject to the proxy rule requirements because they do not have a class of securities registered under Section 12 of the Exchange Act. The Notice imposes a minimal burden on filers and must be filed only by holders of more than five percent of a class of securities that is the subject of the proposed roll-up transaction.

6. Consequences of Not Conducting Collection

The Notice is only filed once in connection with a proposed limited partnership roll-up transaction. Less frequent collection could result in failure to transmit useful information to the public markets.

7. Special Circumstances

There are no special circumstances.

8. Consultations with Persons Outside the Agency

No public comments were received during the 60-day comment period prior to OMB's review of this submission.

9. Payment or Gift to Respondents

No payment or gift to respondents.

10. Confidentiality

The Notice is a public document.

11. Sensitive Questions

No information of a sensitive nature, including social security numbers, will be required under this collection of information. The information collection collects basic Personally Identifiable Information (PII) that may include name and job title. However, the agency has determined that the 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. Estimate of Respondents Reporting Burden**Estimated Reporting Burden**

Information Collection Title	OMB Control Number	Number of Responses	Burden Hours
Notice of Exempt Preliminary Roll-Up Communication	3235-0452	4	1

For purposes of Paperwork Reduction Act (“PRA”), we estimate that the Notice takes approximately 0.25 hours per response to comply with collection of information requirements and is filed by four respondents. We derived our burden hour estimates by estimating the average number of hours it would take an issuer to compile the necessary information and data, prepare and review disclosure, file documents and retain records. In connection with rule amendments to the form, we occasionally receive PRA estimates from public commenters about incremental burdens that are used in our burden estimates. We believe that the actual burdens will likely vary among individual companies based on the size and the nature of their operations. We further estimate that 100% of the burden of burden preparation is carried by the issuer internally. Based on our estimates, we calculated the total reporting burden to be one hour (0.25 hours per response x 4 responses). For administrative convenience, the presentation of the total related to the paperwork burden hours has been rounded to nearest whole number. The estimated burden hours is made solely for the purpose of the Paperwork Reduction Act.

13. Estimate of Total Annualized Cost Burden

We estimate that the filer prepares 100% of the filed information. There are no additional costs associated with the information collection.

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 \$125,800,170 in fiscal year 2021, 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

There is no change in burden.

16. Information Collection Planned for Statistical Purposes

The information collection is not planned for statistical purposes.

17. Approval to Omit OMB Expiration Date

We request authorization to omit the expiration date on the electronic version of the form. 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 Paperwork Reduction Act submissions.

B. STATISTICAL METHODS

The information collection does not employ statistical methods.