

SECURITIES AND EXCHANGE COMMISSION

17 CFR Part 232

[Release Nos. 33-11277; 34-99752; 39-2554; IC-35155]

Adoption of Updated EDGAR Filer Manual

AGENCY: Securities and Exchange Commission.

ACTION: Final rule.

SUMMARY: The Securities and Exchange Commission (“Commission”) is adopting amendments to Volume II of the Electronic Data Gathering, Analysis, and Retrieval system Filer Manual (“EDGAR Filer Manual” or “Filer Manual”) and related rules and forms. EDGAR Release 24.1 will be deployed in the EDGAR system on March 18, 2024.

DATES: *Effective date:* April 19, 2024. The incorporation by reference of the revised Filer Manual is approved by the Director of the *Federal Register* as of April 19, 2024.

FOR FURTHER INFORMATION CONTACT: For questions regarding the amendments to Volume II of the Filer Manual, please contact Rosemary Filou, Deputy Director and Chief Counsel, Laurita Finch, Senior Special Counsel, or Lidian Pereira, Senior Special Counsel, in the EDGAR Business Office at (202) 551-3900. For questions regarding the Inline eXtensible Business Reporting Language (“Inline XBRL”) mandate for filing financial statements and schedules required by Form 11-K, please contact the Office of Rulemaking in the Division of Corporation Finance at (202) 551-3430. For technical questions concerning Inline XBRL, please contact the Office of Structured Disclosure in the Division of Economic and Risk Analysis at (202) 551-5494. For questions regarding the filing of submission form types 17AD-27 and 17AD-27/A in an Inline XBRL format that includes the data elements described in Rule 17Ad-

27(b)(1) through (5), please contact Matthew Lee, Assistant Director, or Seoyeon Park, Counsel to the Director, in the Division of Trading and Markets; at (202) 551-5710. For questions regarding the extension of Schedules 13D and 13G EDGAR filing hours, please contact Nicholas Panos, Senior Special Counsel, or Valian Afshar, Senior Special Counsel, in the Division of Corporation Finance at (202) 551-3440. For questions regarding the Share Repurchase Disclosure Modernization rule (vacated), please contact Robert Errett, Disclosure Management Office, in the Division of Corporation Finance at (202) 551-3225 or, for questions related to the SHR taxonomy, please contact Jim Yu in the Division of Economic and Risk Analysis, at (202) 551-6845.

SUPPLEMENTARY INFORMATION: We are adopting an updated Filer Manual, Volume II: “EDGAR Filing,” Version 69 (March 2024) and amendments to 17 CFR 232.301 (“Rule 301”). The updated Filer Manual is incorporated by reference into the Code of Federal Regulations.

I. Background

The Filer Manual contains information needed for filers to make submissions on EDGAR. 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.¹ Filers must consult the Filer Manual in conjunction with our rules governing mandated electronic filings when preparing documents for electronic submission.

¹ See Rule 301 of Regulation S-T.

II. EDGAR System Changes and Associated Modifications to Volume II of the Filer Manual

EDGAR is being updated in EDGAR Release 24.1, and corresponding amendments to Volume II of the Filer Manual are being made to reflect these changes, as described below.²

Inline XBRL Mandate for Financial Statements and Schedules Required by Form 11-K

On June 2, 2022, the Commission adopted amendments to its rules governing the electronic filing and submission of documents to require the use of Inline eXtensible Business Reporting Language (“Inline XBRL”) for the filing of the financial statements and accompanying schedules to the financial statements required by Form 11-K.³ EDGAR will be updated to allow filers to file submission form types 11-K, 11-KT, 11-K/A, and 11-KT/A in Inline XBRL format.

Shortening the Securities Transaction Settlement Cycle

In furtherance of the Commission’s rule requiring clearing agencies that provide a central matching service to establish, implement, maintain, and enforce policies and procedures reasonably designed to facilitate straight-matching processing, filers will be able to file submission form types 17AD-27 and 17AD-27/A in an Inline XBRL format that includes the data elements described in Rule 17Ad-27(b)(1) through (5).⁴ These form types will allow the filer to request confidential treatment on sections of the document that the filer does not want to be publicly disseminated.

² EDGAR Release 24.1 was deployed on [Mar. 18, 2024].

³ Updating EDGAR Filing Requirements and Form 144 Filings, Release No. 33-11070 (June 2, 2022) [87 FR 35393 (June 10, 2022)].

⁴ Shortening the Securities Transaction Settlement Cycle, Release No. 34-96930 (Feb.15, 2023) [88 FR 13872 (Mar. 6, 2023)].

Extending Schedules 13D and 13G EDGAR Filing Hours

Consistent with the Commission’s amendments to rules that govern beneficial ownership reporting,⁵ on February 5, 2024, EDGAR underwent software changes to extend the filing “cut-off” times for Schedule 13D, Schedule 13G, and corresponding amendments from 5:30 p.m. Eastern time to 10 p.m. eastern time. In accordance with this software change, the EDGAR Filer Manual will be revised to include references to SC 13D, SC 13G, SC 13D/A, SC 13G/A, SCHEDULE 13D, SCHEDULE 13D/A, SCHEDULE 13G, and SCHEDULE 13G/A as submission types that will have a “Filing Date” identical to the EDGAR “Received Date” even if received after 5:30 p.m. eastern time, and will be disseminated until 10 p.m. eastern time.

Share Repurchase Disclosure Modernization

References to submission types F-SR and F-SR/A, Exhibit 26 of Form 10-K and 10-Q, and the SHR taxonomy were removed from the EDGAR Filer Manual as a result of the United States Court of Appeals for the Fifth Circuit ruling⁶ vacating the Share Repurchase Disclosure Modernization rule.⁷ Further, the SHR taxonomy has been removed from EDGAR.

General functional enhancements to EDGAR Release 24.1 are set forth below.

Revision of Filer Manual Volume II, Chapter 6, and Relocation of Technical Content

Chapter 6 of the Filer Manual, Interactive Data, will be revised to remove technical and instructional details of XBRL formatting and validation. The information to be removed from Chapter 6 consists of technical specifications and guidance that filers will be able to consult in a new EDGAR XBRL Guide on SEC.gov. The revised Chapter 6 will present XBRL content in a

⁵ Modernization of Beneficial Ownership Reporting, Release No. 33-11253 (Oct. 10, 2023) [88 FR 76896 (Nov. 7, 2023)].

⁶ *Chamber of Commerce of the USA v. SEC*, 88 F.4th 115 (5th Cir., Dec. 19, 2023).

⁷ Share Repurchase Disclosure Modernization, Release No. 34-97424 (May 3, 2023) [88 FR 36002 (June 1, 2023)].

concise fashion and will continue to complement Chapter 3, Index to Forms, by identifying different XBRL formatted documents associated with relevant EDGAR form and submission types. The revised Chapter 6 will also make clear that Interactive Data submissions in EDGAR use the Extensible Business Reporting Language (“XBRL”) information model and explain the use of taxonomies and instances which comprise this model.

Taxonomy Update

The EDGAR system will be updated to accept the 2024 versions of the following taxonomies:

- US-GAAP, SRT (published by FASB)
- CEF, COUNTRY, CURRENCY, DEI, ECD, EXCH, FFD, FND, NAICS, OEF, RXP, SIC, SNJ, SRO, STPR, VIP (published by SEC)⁸

EDGAR will also accept validations based on FASB’s 2024 XBRL US Data Quality Committee Rules Taxonomy (DQCRT).

- Updates to Table 7-1 of the Filer Manual

The EDGAR Filer Manual reference to 8-K and 1-U Items will be updated in Table 7-1: Information Fields Available on Main Page.

On January 29, 2024, EDGAR Release 24.0.1 introduced the following changes, in addition to those noted in the December 2023 Filer Manual update:

- The check box labeled “Attach Inline XBRL Fee Tagging Exhibit” on the EDGARLink Online “Documents” tab was renamed to “Attach Inline XBRL Filing Fee Exhibit” for the 72 fee bearing submission types impacted.
- Submission type SC 13E1 has been updated to remove the "Is Fee Table/Exhibit

⁸ See <https://www.sec.gov/edgar/information-for-filers/standard-taxonomies>.

included?" check box from the "Main" tab of the EDGARLink Online interface.

As a result, filers are now required to attach an EX-FILING FEES exhibit attachment on a SC 13E1 filing.

III. Amendments to Rule 301 of Regulation S-T

Along with the adoption of the updated 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 the current 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 is available at <https://www.sec.gov/edgar/filerinformation/current-edgar-filer-manual>.

IV. Administrative Law Matters

Because the Filer Manual and rule amendments relate solely to agency procedures or practice and do not substantially alter the rights and obligations of non-agency parties, publication for notice and comment is not required under the Administrative Procedure Act (“APA”).⁹ It follows that the amendments do not require analysis under requirements of the Regulatory Flexibility Act¹⁰ or a report to Congress under the Small Business Regulatory Enforcement Fairness Act of 1996.¹¹

The effective date for the updated Filer Manual and related rule amendments is April 19, 2024. In accordance with the APA,¹² we find that there is good cause to establish an effective date less than 30 days after publication of these rules. The Commission believes that establishing

⁹ 5 U.S.C. 553(b)(A).

¹⁰ 5 U.S.C. 601 through 612.

¹¹ 5 U.S.C. 804(3)(c).

¹² 5 U.S.C. 553(d)(3).

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 related system upgrades.

V. Statutory Basis

We are adopting the amendments to Regulation S-T under the authority in Sections 6, 7, 8, 10, and 19(a) of the Securities Act of 1933,¹³ Sections 3, 12, 13, 14, 15, 15B, 23, and 35A of the Securities Exchange Act of 1934,¹⁴ Section 319 of the Trust Indenture Act of 1939,¹⁵ and Sections 8, 30, 31, and 38 of the Investment Company Act of 1940.¹⁶

List of Subjects in 17 CFR Part 232

Incorporation by reference, Reporting and recordkeeping requirements, Securities.

Text of the Amendments

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 general authority citation for part 232 continues to read as follows:

Authority: 15 U.S.C. 77c, 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, 80b-4, 80b-6a, 80b-10, 80b-11, 7201 *et seq.*; and 18 U.S.C. 1350, unless otherwise noted.

* * * * *

2. Section 232.301 is revised to read as follows:

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

¹⁴ 15 U.S.C. 78c, 78l, 78m, 78n, 78o, 78o-4, 78w, and 78ll.

¹⁵ 15 U.S.C. 77sss.

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

§ 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 forth the technical formatting requirements for electronic submissions. The requirements for becoming an EDGAR Filer and updating company data are set forth in the EDGAR Filer Manual, Volume I: “General Information,” Version 41 (December 2022). The requirements for filing on EDGAR are set forth in the updated EDGAR Filer Manual, Volume II: “EDGAR Filing,” Version 69 (March 2024). 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 inspection at the Commission and at the National Archives and Records Administration (NARA). The EDGAR Filer Manual is available for website viewing and printing in the Commission’s Public Reference Room, 100 F Street NE, Washington, DC 20549, on official business days between the hours of 10 a.m. and 3 p.m. Operating conditions may limit access to the Commission’s Public Reference

Room. For information on the availability of the EDGAR Filer Manual at NARA, visit www.archives.gov/federal-register/cfr/ibr-locations.html or email fr.inspection@nara.gov. The

EDGAR Filer Manual may also be obtained from

<https://www.sec.gov/edgar/filerinformation/current-edgar-filer-manual>.

By the Commission.

Dated: March 18, 2024.

Vanessa A. Countryman,

Secretary.