



Via email: rule-comments@sec.gov

November 30, 2021

Securities and Exchange Commission
Ms. Vanessa A. Countryman
Secretary
100 F Street, N.E.
Washington, D.C. 20549

RE: File Number S7-12-21; Potential Technical Changes to EDGAR Filer Access and Filer Account Management Processes

Dear Ms. Countryman:

Workiva appreciates the opportunity to provide comments in response to the Request for Comment on Potential Technical Changes to EDGAR Filer Access and Filer Account Management Processes on EDGAR Next. Founded in 2008, Workiva is a cloud-computing software provider and filing agent serving nine out of the top ten U.S. banks as measured by their revenue and approximately 75% of the 500 leading U.S. publicly traded companies. Workiva applauds the SEC's continuing efforts in improving filing security and integrity. Our filers choose Workiva's solutions because our platform simplifies filing complexity while providing high security authentication enabling them to control how and when their reports are filed and which users are allowed to submit filings on their behalf. Extending this security to EDGAR access and filer management, no matter how the filings are submitted, is a significant step forward in protecting investors and confidence in the securities market.

While we fully support the SEC's efforts in increasing security, we believe the SEC should consider mitigating significant EDGAR Next operational issues that would result from the proposal in order to reduce disruptions to the process by which most of the largest corporate filers in the U.S. as well as foreign filers make submissions to the SEC. Initially, we would propose extending the current deadline of December 1, 2021, to provide public comment on the potential access changes in order to enable stakeholders to fully evaluate impacts and potential alternatives.

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Our primary concern is the inability of the single, third-party service provider Login.gov authentication method to support filing system authentication requirements. The Login.gov authentication process is designed for individual login via a web browser and does not support server-to-server authentication. EDGAR modernization must benefit filing operations for many years to come, and therefore, it is critical that enhancements proceed in the direction of increasing support for modern cloud computing technologies. Filing systems automate the filing submission process and are an integral part of the ecosystem that filers depend on to file efficiently and minimize process risks. From our analysis, at least 81% and likely more than 90% of all filings are submitted via filing systems rather than manually uploaded via the EDGAR filing websites. We believe that eliminating the server-to-server submission process would introduce significant threats to the reporting environment that healthy capital markets depend on, as well as significantly increase the burden to the SEC to support filers throughout the submission process. Ensuring filing systems' connectivity is essential to a successful transition to EDGAR Next.

We also have significant concern about the comment period ending on December 1, 2021. Based on a filer survey we conducted from November 15 to November 27, 2021, we received approximately 660 responses, 92% of which indicated that filers were not previously aware of EDGAR Next or, if they were aware, had not yet started their assessment. Given the magnitude of the potential access changes and the real potential for significant disruption if implemented as currently drafted, we believe filers need more information, training, and a full submission testing process to adequately understand the potential impacts of these proposed changes. Most survey respondents that provided comments on additional information and training needed asked for a step-by-step guide or demo on the filing process after EDGAR Next and/or test filing. We also respectfully encourage the SEC to allow more time for software providers to evaluate alternative technological solutions and provide useful input to the SEC.

Finally, we also believe a transition period of more than six months is necessary to allow adequate time for software updates and for all filers to onboard the new filing process. Based on the survey we conducted, more than 66% of the respondents indicated a transition period of 1-3 years as an appropriate timeframe for effecting the proposed changes.

Please find below our detailed input to the questions included in the proposed rules.

Question 1: *“Does the filing community have experience with obtaining account credentials from third-party service providers including or similar to Login.gov that the Commission should consider?.....”*

We suggest the SEC consider an option that supports server-to-server communication in addition to the browser-based method for individual login. Given our analysis that more than 80% of all filings are



submitted from filing systems or third-party software, we believe the proposed changes could cause significant disruptions to filers. Based on the survey we conducted, 70% of the respondents believe the increased time required to submit filings due to the loss of direct submission from filing systems to be “very impactful” or “extremely impactful” to their filing success.

In addition, we also suggest the SEC consider multi-factor authentication that is already deployed in filing software and the potential dual burden on filers to maintain both sets of credentials and filers management. As a large proportion of filers do not submit manually on the EDGAR filing websites, we believe there are opportunities to streamline the process, especially for software that meets high security standards such as FedRAMP.

Moreover, we recommend the SEC provide further information on third-party outage handling. Currently, the SEC provides status updates on the SEC News and Announcements page in case of EDGAR system issues. With the addition of a third-party authentication process, it would be very important for the SEC to continue to maintain the same level of transparency of issues that could hinder connection to EDGAR, including Login.gov outages. We believe the Commission would benefit from taking into consideration any additional SEC staffing needed to support direct filer communication of filing issues to the SEC (as filing agents would no longer have direct visibility when filers self file), and providing filers with handling instructions in case of delayed filings due to system issues.

Question 2: *“Under the potential access changes, there would need to be at least two filer administrators for filing entities and one filer administrator for individual filers; filers could designate as many filer administrators as they would like. Is this appropriate?.....”*

We support the requirement of two administrators minimum for filing entities. Based on the survey we conducted, 64% of the respondents planned to set up 2-3 administrators. Please clarify if the individual filer would have full administration rights by default and also be required to set up an additional administrator or if the one required administrator would be the individual filer himself/herself. We believe an individual filer would need full administration rights regardless of an additional administrator, especially in a change of service scenario.

Question 3: *With the filer management tool, the filer administrator could view, add, remove, and confirm users and other filer administrators as well as change the permissions of a user to administrator and vice-versa. Users could similarly use the tool to view and remove their own permissions. In addition, both filer administrators and users would use the filer management tool to confirm current permissions on an annual basis. Are there other functions that should be incorporated into the filer management tool or any other information that administrators or users should be able to view? Should any of these functions not be included on the filer management tool?*



We suggest that the SEC provide guidance on the recovery process in the rare event that both administrators are unavailable or need to be removed by someone other than themselves.

In addition, we also suggest the SEC optionally allow designating users to particular form type(s) as different forms may be submitted by different users within an entity.

Question 4: *“With the filer management tool, the filer administrator could delegate filing authority to third parties such as filing agents and remove such delegations. Should filer administrators be able to delegate filing authority to third parties and remove such delegations? Do commenters have any concerns with this function or any suggested modifications?.....”*

Filers need the ability to delegate to filing agents and the flexibility to make changes quickly. For example, if a filer changes their filing agent, they need to be able to change delegation seamlessly. To avoid accidental deletion of delegation which could impact the ability to complete submission at a critical time, please consider requiring CCC to confirm deleting.

To reduce the administrative burden of setting up the initial filing agent delegation, as part of the transition process, we suggest that all filing agent-type CIKs which have submitted a filing on behalf of the filer’s CIK in the previous two years should automatically be added as authorized delegated filers. The Filer Administrator should confirm or remove pre-imported delegates as appropriate.

In addition, filing agents may need additional user management functionalities. For example, a filing agent may need the ability to define user groups that can file under a specific delegation, such as the users that meet certain background check requirements in order to work on an account. The ability to define user groups would greatly streamline delegation management by avoiding the need to add users one by one to each delegation.

Question 5: *“Are there alternatives to the filer management tool that the Commission should consider? For example, are there alternative methods that would enable filers to take the same actions as they would using the filer management tool that would be easier to implement or more user-friendly? Do commenters have experience with alternatives to the filer management tool, whether positive or negative, that the Commission should consider?”*

The objective of the filer management function is to support the proper maintenance of authorization of EDGAR access for filing purposes. We believe this can be augmented and streamlined by deploying a



private/public key authentication system that can be paired with an EDGAR account by the registrant. This method would help achieve the goal of filing systems' validation, in addition to individual authentication.

Based on the survey we conducted, we received 150 free text general comments in the responses, 64% of which expressed significant concern over the increased risks and filing time associated with a manual filing process via the EDGAR filing sites, the cost/benefits associated with the authentication change and the tradeoff for a less efficient and more error-prone filing submission process, or questioned whether the proposed changes should be effected. We believe these concerns can be addressed by adding support for server-to-server authentication.

Please see the full technical discussion in the appendix section.

Question 6: *".....Should both filer administrators and users confirm permissions annually, or only filer administrators? Should the requirement to apply for access again occur automatically upon failure by a filer to confirm the access permissions or should there be a grace period if the filer administrator fails to confirm the access permissions within a specified time period? If there should be a grace period, how long should it be.....?"*

We believe requiring administrator confirmation annually is sufficient. Having users confirm is an incremental burden compared to the current password update requirement which applies only at the account level and not user level. Moreover, the user would be reconfirming a granted role that would have been confirmed by the administrator, which seems redundant.

We also strongly support a grace period after failure to confirm permissions. Based on the survey we conducted, 63% of the respondents were "very concerned" or "extremely concerned" about the deactivation of EDGAR accounts after failure to confirm users. We suggest considering additional contact notifications with a reasonable amount of time, such as two weeks, to remedy. The SEC may also consider requiring confirmation by an administrator upon login after the grace period in order to access other EDGAR functions, which could help achieve the same goal as account deactivation without the administrative burden.

Question 7: *"...should administrators be required to update their account permissions within a reasonable period of time following the separation of employment of a user from the filer or a change in the user's filing responsibilities? Would the potential access changes create any undue burdens for filers or filing agents? If so, how could the potential access changes be modified to ease such burdens? Are there any other concerns that the Commission should be aware of with the transition to the potential access changes?"*



Under the EDGAR Next proposal, we believe updating account permissions within a reasonable period of time following separation of user would be very important because a former employee could continue to utilize their Login.gov credentials to gain entry to EDGAR via any browser that is outside of the filer's control.

The proposed access changes could be a significant burden on filers, especially on foreign filers who may be less familiar with EDGAR operations. Not only does this change significantly increase the user management burden on existing users due to individual credentials management, it also necessitates entities that wish to file on their own behalf to increase authorized individuals. Based on the survey we conducted, about 1% of respondents indicated their plan to set up as high as 10 - 30 administrators, while 4% indicated 20-150 users. We are concerned about the potential administrative burden associated with the need for a high number of administrators and users. In 2020 alone, we experienced over 400 instances of customer attempts to file with an expired password, which we believe is only likely to increase with the proposed EDGAR Next change. We also encourage the SEC to consider the increased security risk exposure associated with an increased number of authorized individuals.

Question 8: *“Are there any issues specific to certain types of filers that should be considered with regard to the potential access changes?.....”*

Please clarify the authentication requirements for co-registrants' filings and whether each CIK must be individually authenticated. How would delegation impact the ability to submit? For example, would all co-registrants need to consistently delegate to the same filing agent, and the filing agent would designate the same users authorized to file for each CIK in order to successfully submit?

We believe bulk filings could be especially impacted. Individual CIK authentication using a manual process would be extremely time consuming.

Question 9: *“How long would it take existing filers to adjust to the potential access changes? Should we transition existing active accounts to the potential access changes on a gradual basis over a several month period, possibly beginning in spring 2022? If so, how?.....”*

We respectfully urge the SEC to consider alternative timing for changes of this magnitude. Spring is the busiest time of the year for annual reporting. Most filers are immersed in their annual filing process from February to March for domestic filers, and into April for foreign private issuers. Domestic companies would then immediately need to turn their attention to Q1 filings due to the longer annual filing window thus compressing the first quarter reporting timeline. We believe the summer is a better time to start the transition period so filers can effectively utilize the full window to transition.



In addition, software implementation to support this change could also take time. While filing systems may no longer submit directly without the addition of a server-to-server authentication method, there may still be additional software updates needed to support filing export in the required formats. We believe that a transition period of one year would be optimal.

Question 10: *What other changes to the EDGAR filer access and account management processes should the Commission consider in the future?*

We suggest optionally adding a discovery step in the future to capture filing ecosystems' inputs and requirements prior to the start of new designs, especially on larger implementations.

Other general input:

As stated in the EDGAR Next overview: "individuals would provide a business email address. Individuals should only provide business (not personal) information." It is likely that a significant number of individuals may already have a Login.gov account. We suggest the commission consider the viability of creating a new account for EDGAR access under this scenario. It appears that a single individual may currently be allowed to have multiple Login.gov accounts but it is unclear if this is officially permitted by this identity provider or if this could change in the future. There may also be concerns for individuals who submit filings for multiple filers, such as law firms, as well as individuals whose names change due to marriage or other reasons and therefore have changes in their email addresses and require relinking of the third-party service provider account.

While performing our testing of the EDGAR Next Beta filing process, on November 16th we observed that the accession number format changed to a 10 letter - two digit - six digit format and that the 10 characters could be used to uniquely identify an individual who submitted the filing.

We have concerns about any changes to the long established accession number format and PII impacts, and we would ask that the SEC provide an update regarding any similar changes prior to the closing of the comment window.

In summary, we urge the SEC to consider a secure, non-interactive authentication system, such as utilizing a private/public key system which can work alongside the proposed Login.gov identity provider and which can achieve the goals of EDGAR Next while maintaining the ability for third-party systems to authenticate with EDGAR. Whichever method is chosen, we strongly encourage the SEC to provide filing agents with an authentication mechanism that is compatible with non-browser based server-to-server communications.



We appreciate the opportunity to provide our input, and would be pleased to discuss our comments with the Commission or its staff at its convenience.

Sincerely,

A handwritten signature in black ink, appearing to read "Martin Vanderploeg". The signature is fluid and cursive, with a large, stylized "Z" at the end.

Martin Vanderploeg
President and Chief Executive Officer
Workiva Inc.



Appendix: Technical Discussion

Workiva is one of the leading filing providers, supporting registrants to submit filings directly from our platform to the SEC with confidence that they will be executed exactly when and how they expect, with robust audit logging and project and status updates as the filing is processed by EDGAR. Our software has strong authentication and authorization controls, which enable registrants to limit who is able to access their pre-release information and how that information is submitted at the right time. Our filers today can seamlessly use their own SEC credentials to submit EDGAR and OnlineForms filings from our filing platform, which is a method preferred by the majority of our filers.

Workiva acknowledges the proposed security enhancements introduced in EDGAR Next, in particular introducing an additional layer of authorization on top of the use of a registrant's CIK Confirmation Code, are a needed change and along with authentication improvements, will strengthen filing security and maintain confidence in the regulatory markets. The browser-only based EDGAR Next proposal using Login.gov as the only third party authentication service, however, does not support the filing systems efficiency that registrants have come to depend on. We hereby respectfully propose the addition of a non-browser based authentication method that works alongside the Login.gov process.

Our proposal utilizes the standard SAML 2.0 signed assertion format (RFC-7522) along with the identity provider metadata format (RFC-8409) to provide both a cryptographically strong assertion that can be trusted to allow a registrant or delegated filing agent to authenticate with the EDGAR and OnlineForms systems, as well as a user-friendly mechanism to delegate filing access to a filing agent by a filing administrator. By utilizing the industry standard SAML 2.0 specification, individual registrants and filing agents can use widely available software to create an EntityDescriptor XML metadata file which contains information about the entity and the public key, which EDGAR can use to verify the authentication request and verify the ability of an entity to submit a filing for the registrant. We propose the end to end filing process, using SAML assertions and metadata, as follows:

- A registrant or filing agent may generate an RSA 2048 bit private/public key pair and produce a SAML metadata file which conforms to RFC-8409 and contains the public key. The entityID value shall be the registrant or filing agent's CIK and there may be one or more EntityAttributes attribute values that help assist the registrant, such as a filing agent's website URL to obtain the metadata file, URLs for additional help, generation date or version of metadata, and contact information.
- The registrant's filing administrator may choose to upload one or more metadata XML files to the EDGAR Filer Management website to associate the public/private key pair with their SEC account. If the CIK identified in the entityID is registered as a Filing Agent type, the filing administrator may be asked if they wish to delegate filing authority to this filing agent so as to provide a user-friendly method



of easily configuring their Filer Management account with a minimum number of manual steps. Metadata files shall be able to be added, updated, or removed by the filer administrator at any time. All EDGAR Filer Management access shall continue to be authenticated using only the Login.gov identity provider.

- To execute a filing, the registrant or filing agent shall generate a valid, limited validity time period, cryptographically signed SAML 2.0 Assertion using the private key which corresponds to a valid public key previously provided to the EDGAR Filer Management site. The Issuer in this Assertion must match the entityID value in the metadata file, and must be associated with the filing registrant's account or a delegated filing agent. The Subject/NameID value shall be the Login.gov username of an individual who is authorized to submit filings for the CIK, as designated on the EDGAR Filer Management site. The registrant's CIK shall be provided as an Attribute in the AttributeStatement element. The registrant or filing agent's software shall transmit the valid signed Assertion via HTTP POST using the TLS 1.2 or higher protocol to the EDGAR or OnlineForms website to initiate the session authentication process.
- EDGAR would verify that the Assertion is unique and syntactically valid and contains no malicious content and then inspect the registrant CIK Attribute and verify that the Assertion's Issuer has been authorized to submit filings on behalf of the registrant CIK. EDGAR would then retrieve the public key for the Issuer from the EDGAR Filer Management database and cryptographically verify that the Assertion is valid, that the NotBefore/NotOnOrAfter times are valid with respect to the current time, and that the individual user identified in the Subject/NameID value is authorized to submit filings for the registrant CIK.
- If any of the validations fail, EDGAR would provide machine-readable format error messages which the filer's software may use to assist the filer in correcting the issue.
- If all of the required validations are satisfied, EDGAR would initiate a valid session and return one or more session cookies to the software, which would allow access to EDGAR as is currently implemented after providing a valid CIK and password combination.

This proposal goes into some details, and we would be pleased to collaborate with the SEC to produce a complete specification and sample implementations if needed.