SECURITIES AND EXCHANGE COMMISSION

[Release Nos. 33-11299; 34-100784 / August 20, 2024]

Order Making Fiscal Year 2025 Annual Adjustments to Registration Fee Rates

I.   Background

The Commission collects fees under various provisions of the securities laws. Section 6(b) of the Securities Act of 1933 ("Securities Act") requires the Commission to collect fees from issuers on the registration of securities.[1] Section 13(e) of the Securities Exchange Act of 1934 ("Exchange Act") requires the Commission to collect fees on specified purchases of securities.[2] Section 14(g) of the Exchange Act requires the Commission to collect fees on specified proxy solicitations and specified tender offers.[3] These provisions require the Commission to make annual adjustments to the applicable fee rates.

II.   Fiscal Year 2025 Annual Adjustment to Fee Rates

Section 6(b)(2) of the Securities Act requires the Commission to make an annual adjustment to the fee rate applicable under Section 6(b).[4] The annual adjustment to the fee rate under Section 6(b) of the Securities Act also sets the annual adjustment to the fee rates under Sections 13(e) and 14(g) of the Exchange Act.[5]

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[1]   15 U.S.C. 77f(b).

[2]   15 U.S.C. 78m(e). Per Section 13(e)(2), a purchase by or for the issuer or any person controlling, controlled by, or under common control with the issuer, or a purchase subject to control of the issuer or any such person, shall be deemed to be a purchase by the issuer for some or all purposes of Section 13(e)(1).

[3]   15 U.S.C. 78n(g).

[4]   15 U.S.C. 77f(b)(2). The annual adjustments are designed to adjust the fee rate in a given fiscal year so that, when applied to the aggregate maximum offering prices at which securities are proposed to be offered for the fiscal year, it is reasonably likely to produce total fee collections under Section 6(b) equal to the "target fee collection amount" required by Section 6(b)(6)(A) for that fiscal year.

[5]   15 U.S.C. 78m(e)(4) and 15 U.S.C. 78n(g)(4).

Section 6(b)(2) sets forth the method for determining the annual adjustment to the fee rate under Section 6(b) for fiscal year 2025. Specifically, the Commission must adjust the fee rate under Section 6(b) to a "rate that, when applied to the baseline estimate of the aggregate maximum offering prices for [fiscal year 2025], is reasonably likely to produce aggregate fee collections under [Section 6(b)] that are equal to the target fee collection amount for [fiscal year 2025]." That is, the adjusted rate is determined by dividing the "target fee collection amount" for fiscal year 2025 by the "baseline estimate of the aggregate maximum offering prices" for fiscal year 2025.

III.   Target Fee Collection Amount for FY 2025

The statutory "target fee collection amount" for fiscal year 2021 and "each fiscal year thereafter" is "an amount that is equal to the target fee collection amount for the prior fiscal year, adjusted by the rate of inflation."[6] Consistent with the fiscal year 2021 calculation, the Commission has determined that it will use an approach similar to one that it uses to annually adjust civil monetary penalties by the rate of inflation.[7] Under this approach, the Commission will use the year-over-year change, rounded to five decimal places, in the Consumer Price Index for All Urban Consumers ("CPI-U"), not seasonally adjusted, in calculating the target fee collection amount, which is then rounded to the nearest whole dollar. The calculation for the fiscal year 2025 target fee collection amount is described in more detail below.

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[6]   15 U.S.C. 77f(b)(6)(A).

[7]   The Commission annually adjusts for inflation the civil monetary penalties that can be imposed under the statutes administered by Commission, as required by the Federal Civil Penalties Inflation Adjustment Act Improvements Act of 2015, pursuant to guidance from the Office of Management and Budget ("OMB"). See OMB Dec. 16, 2019, Memorandum for the Heads of Executive Departments and Agencies," M-20-05, on "Implementation of Penalty Inflation Adjustments for 2020, Pursuant to the Federal Civil Penalties Inflation Adjustment Act Improvements Act of 2015."

The most recent CPI-U index value, not seasonally adjusted, available for use by the Commission at the time this fee rate update was prepared was for June 2024. This value is 314.175.[8] The CPI-U index value, not seasonally adjusted, for June 2023 is 305.109.[9] Dividing the June 2024 value by the June 2023 value and rounding to five decimal places yields a multiplier value of 1.02971. Multiplying the fiscal year 2024 target fee collection amount of $839,771,535[10] by the multiplier value of 1.02971 and rounding to the nearest whole dollar yields a fiscal year 2025 target fee collection amount of $864,721,147.

Section 6(b)(6)(B) defines the "baseline estimate of the aggregate maximum offering prices" for fiscal year 2025 as "the baseline estimate of the aggregate maximum offering price at which securities are proposed to be offered pursuant to registration statements filed with the Commission during [fiscal year 2025] as determined by the Commission, after consultation with the Congressional Budget Office and the Office of Management and Budget . . . ."

To make the baseline estimate of the aggregate maximum offering prices for fiscal year 2025, the Commission is using the methodology it has used in prior fiscal years and that was developed in consultation with the Congressional Budget Office and OMB.[11] Using this methodology, the Commission determines the "baseline estimate of the aggregate maximum offering price" for fiscal year 2025 to be $5,647,140,476,572. Based on this estimate and the

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[8] This value was announced July 11, 2024. See https://www.bls.gov/news.release/archives/cpi_07112024.htm.

[9] See "Table 1. Consumer Price Index for All Urban Consumers (CPI-U): U.S. city average, by expenditure category, June 2024" in the announcement referenced above.

[10] See 88 FR 59953, published Aug. 30, 2023 (https://www.federalregister.gov/documents/2023/08/30/2023-18723/order-making-fiscal-year-2024-annual-adjustments-to-registration-fee-rates).

[11] Appendix A explains how we determined the "baseline estimate of the aggregate maximum offering prices" for fiscal year 2025 using our methodology, and then shows the arithmetical process of calculating the fiscal year 2025 annual adjustment based on that estimate. The appendix includes the data used by the Commission in making its "baseline estimate of the aggregate maximum offering prices" for fiscal year 2025.

fiscal year 2025 target fee collection amount, the Commission calculates the fee rate for fiscal 2025 to be $153.10 per million. This adjusted fee rate applies to Section 6(b) of the Securities Act, as well as to Sections 13(e) and 14(g) of the Exchange Act.

IV.   Effective Dates of the Annual Adjustments

The fiscal year 2025 annual adjustments to the fee rates applicable under Section 6(b) of the Securities Act and Sections 13(e) and 14(g) of the Exchange Act will be effective on October 1, 2024.[12]

V.   Conclusion

Accordingly, pursuant to Section 6(b) of the Securities Act and Sections 13(e) and 14(g) of the Exchange Act,[13]

IT IS HEREBY ORDERED that the fee rates applicable under Section 6(b) of the Securities Act and Sections 13(e) and 14(g) of the Exchange Act shall be $153.10 per million effective on October 1, 2024.

By the Commission.

Sherry R. Haywood,

Assistant Secretary.

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[12]   15 U.S.C. 77f(b)(4), 15 U.S.C. 78m(e)(6), and 15 U.S.C. 78n(g)(6).

[13]   15 U.S.C. 77f(b), 78m(e), and 78n(g).

Congress has established a target amount of monies to be collected from fees charged to issuers based on the value of their registrations. This appendix provides the formula for determining such fees, which the Commission adjusts annually. Congress has mandated that the Commission determine these fees based on the "aggregate maximum offering prices," which measures the aggregate dollar amount of securities registered with the Commission over the course of the year (hereafter, "registrations"). In order to maximize the likelihood that the amount of monies targeted by Congress under Section 6(b) of the Securities Act of 1933 will be collected, the fee rate must be set to reflect projected aggregate maximum offering prices. As a percentage, the fee rate equals the ratio of the target amounts of monies to the projected aggregate maximum offering prices.

For 2025, the Commission has estimated the aggregate maximum offering prices by projecting forward the trend established in the previous decade. More specifically, an auto-regressive integrated moving average ("ARIMA") model was used to forecast the value of the aggregate maximum offering prices for months subsequent to July 2024, the last month for which the Commission has data on the aggregate maximum offering prices.

The following sections describe this process in detail.

A. Baseline estimate of the aggregate maximum offering prices for fiscal year 2025.

First, calculate the aggregate maximum offering prices (AMOP) for each month in the sample (July 2014 through July 2024). Next, calculate the percentage change in the AMOP from month to month.

Model the monthly percentage change in AMOP as a first order moving average process. The moving average approach allows one to model the effect that an exceptionally high (or low) observation of AMOP tends to be followed by a more "typical" value of AMOP.

Use the [estimated moving average] [ARIMA] model to forecast the monthly percent change in AMOP. These percent changes can then be applied to obtain forecasts of the total dollar value of registrations. The following is a more formal (mathematical) description of the procedure:

1. Begin with the monthly data for AMOP. The sample spans ten years, from July 2014 to July 2024.

2. Divide each month's AMOP (column C) by the number of trading days in that month (column B) to obtain the average daily AMOP (AAMOP, column D).

3. For each month t, the natural logarithm of AAMOP is reported in column E.

4. Calculate the change in log(AAMOP) from the previous month as
   $\Delta_t = \log(\text{AAMOP}_t) - \log(\text{AAMOP}_{t-1})$. This approximates the percentage change.

5. Estimate the first order moving average model $\Delta_t = \alpha + \beta e_{t-1} + e_t$, where e_t denotes the forecast error for month t. The forecast error is simply the difference between the one-month ahead forecast and the actual realization of Δ_t. The forecast error is expressed as $e_t = \Delta_t - \alpha - \beta e_{t-1}$. The model can be estimated using standard commercially available software. Using least squares, the estimated parameter values are $\alpha = 0.0009130838$ and $\beta = 0.9266757361$.

6. For the month of August 2024 forecast $\Delta_{t = 8/2024} = \alpha + \beta e_{t = 7/2024}$. For all subsequent months, forecast $\Delta_t = \alpha$.

7. Calculate forecasts of log(AAMOP). For example, the forecast of log(AAMOP) for October 2024 is given by $\text{FLAAMOP}_{t=10/2024} = \log(\text{AAMOP}_{t=7/2024}) + \Delta_{t=8/2024} + \Delta_{t=9/2024} + \Delta_{t=10/2024}$.

8. Under the assumption that e_t is normally distributed, the n-step ahead forecast of AAMOP is given by $\exp(\text{FLAAMOP}_t + \sigma_n^2/2)$, where σ_n denotes the standard error of the n-step ahead forecast.

9. For October 2024, this gives a forecast AAMOP of $22,312 million (Column I), and a forecast AMOP of $513,185 million (Column J).

10. Iterate this process through September 2025 to obtain a baseline estimate of the aggregate maximum offering prices for fiscal year 2025 of $5,647,140,476,572.

B. Using the forecasts from A to calculate the new fee rate.

1. Using the data from Table A, estimate the aggregate maximum offering prices between 10/01/24 and 9/30/25to be $5,647,140,476,572.

2. The rate necessary to collect the target $864,721,147 in fee revenues required by Section 6(b) of the Securities Act is then calculated as: $864,721,147 ÷ $5,647,140,476,572 =0.0001531.

3. Round the result to the seventh decimal point, yielding a rate of 0.0001531 (or $153.10 per million).

Table A. Estimation of baseline of aggregate maximum offering prices.

Fee rate calculation.

a. Baseline estimate of the aggregate maximum offering prices, 10/01/24 to 09/30/25 ($Millions)	5,647,140
b. Implied fee rate ($864,721,147 / a)	$153.10

(A) Month	(B) # of Trading Days in Month	(C) Aggregate Maximum Offering Prices, in $Millions	(D) Average Daily Aggregate Max. Offering Prices (AAMOP) in $Millions	(E) log(AAMOP)	(F) Log (Change in AAMOP)	(G) Forecast log(AAMOP)	(H) Standard Error	(I) Forecast AAMOP, in $Millions	(J) Forecast Aggregate Maximum Offering Prices, in $Millions
Jul-14	22	373,811	16,991	23.556	-0.170				
Aug-14	21	405,017	19,287	23.683	0.127				
Sep-14	21	409,349	19,493	23.693	0.011				
Oct-14	23	338,832	14,732	23.413	-0.280				
Nov-14	19	386,898	20,363	23.737	0.324				
Dec-14	22	370,760	16,853	23.548	-0.189				
Jan-15	20	394,127	19,706	23.704	0.156				
Feb-15	19	466,138	24,534	23.923	0.219				
Mar-15	22	753,747	34,261	24.257	0.334				
Apr-15	21	356,560	16,979	23.555	-0.702				
May-15	20	478,591	23,930	23.898	0.343				
Jun-15	22	446,102	20,277	23.733	-0.166				
Jul-15	22	402,062	18,276	23.629	-0.104				
Aug-15	21	334,746	15,940	23.492	-0.137				
Sep-15	21	289,872	13,803	23.348	-0.144				
Oct-15	22	300,276	13,649	23.337	-0.011				
Nov-15	20	409,690	20,485	23.743	0.406				
Dec-15	22	308,569	14,026	23.364	-0.379				
Jan-16	19	457,411	24,074	23.904	0.540				
Feb-16	20	554,343	27,717	24.045	0.141				
Mar-16	22	900,301	40,923	24.435	0.390				
Apr-16	21	250,716	11,939	23.203	-1.232				
May-16	21	409,992	19,523	23.695	0.492				

(A) Month	(B) # of Trading Days in Month	(C) Aggregate Maximum Offering Prices, in $Millions	(D) Average Daily Aggregate Max. Offering Prices (AAMOP) in $Millions	(E) log(AAMOP)	(F) Log (Change in AAMOP)	(G) Forecast log(AAMOP)	(H) Standard Error	(I) Forecast AAMOP, in $Millions	(J) Forecast Aggregate Maximum Offering Prices, in $Millions
Jun-16	22	321,219	14,601	23.404	-0.291				
Jul-16	20	289,671	14,484	23.396	-0.008				
Aug-16	23	352,068	15,307	23.452	0.055				
Sep-16	21	326,116	15,529	23.466	0.014				
Oct-16	21	266,115	12,672	23.263	-0.203				
Nov-16	21	443,034	21,097	23.772	0.510				
Dec-16	21	310,614	14,791	23.417	-0.355				
Jan-17	20	503,030	25,152	23.948	0.531				
Feb-17	19	255,815	13,464	23.323	-0.625				
Mar-17	23	723,870	31,473	24.172	0.849				
Apr-17	19	255,275	13,436	23.321	-0.851				
May-17	22	569,965	25,908	23.978	0.657				
Jun-17	22	445,081	20,231	23.730	-0.247				
Jul-17	20	291,167	14,558	23.401	-0.329				
Aug-17	23	263,981	11,477	23.164	-0.238				
Sep-17	20	372,705	18,635	23.648	0.485				
Oct-17	22	173,749	7,898	22.790	-0.858				
Nov-17	21	377,262	17,965	23.612	0.822				
Dec-17	20	281,126	14,056	23.366	-0.245				
Jan-18	21	593,025	28,239	24.064	0.698				
Feb-18	19	353,182	18,589	23.646	-0.418				
Mar-18	21	685,784	32,656	24.209	0.563				
Apr-18	21	367,569	17,503	23.586	-0.624				
May-18	22	543,840	24,720	23.931	0.345				
Jun-18	21	477,967	22,760	23.848	-0.083				
Jul-18	21	327,710	15,605	23.471	-0.377				
Aug-18	23	347,239	15,097	23.438	-0.033				
Sep-18	19	259,874	13,678	23.339	-0.099				
Oct-18	23	300,814	13,079	23.294	-0.045				

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Nov-18	21	447,767	21,322	23.783	0.489				
Dec-18	19	276,130	14,533	23.400	-0.383				
Jan-19	21	495,624	23,601	23.885	0.485				
Feb-19	19	372,166	19,588	23.698	-0.186				
Mar-19	21	604,813	28,801	24.084	0.385				
Apr-19	21	267,737	12,749	23.269	-0.815				
May-19	22	476,892	21,677	23.800	0.531				
Jun-19	20	399,178	19,959	23.717	-0.083				
Jul-19	22	359,438	16,338	23.517	-0.200				
Aug-19	22	401,391	18,245	23.627	0.110				
Sep-19	20	382,876	19,144	23.675	0.048				
Oct-19	23	181,113	7,874	22.787	-0.888				
Nov-19	20	553,889	27,694	24.044	1.258				
Dec-19	21	438,062	20,860	23.761	-0.283				
Jan-20	21	636,403	30,305	24.135	0.373				
Feb-20	19	424,133	22,323	23.829	-0.306				
Mar-20	22	409,403	18,609	23.647	-0.182				
Apr-20	21	389,821	18,563	23.644	-0.002				
May-20	20	731,835	36,592	24.323	0.679				
Jun-20	22	650,219	29,555	24.110	-0.214				
Jul-20	22	457,871	20,812	23.759	-0.351				
Aug-20	21	465,953	22,188	23.823	0.064				
Sep-20	21	435,323	20,730	23.755	-0.068				
Oct-20	22	429,638	19,529	23.695	-0.060				
Nov-20	20	849,894	42,495	24.473	0.777				
Dec-20	22	493,133	22,415	23.833	-0.640				
Jan-21	19	753,590	39,663	24.404	0.571				
Feb-21	19	785,163	41,324	24.445	0.041				
Mar-21	23	960,806	41,774	24.456	0.011				

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Apr-21	21	430,803	20,514	23.744	-0.711				
May-21	20	759,512	37,976	24.360	0.616				
Jun-21	22	512,966	23,317	23.872	-0.488				
Jul-21	21	485,097	23,100	23.863	-0.009				
Aug-21	22	608,745	27,670	24.044	0.181				
Sep-21	21	565,229	26,916	24.016	-0.028				
Oct-21	21	338,100	16,100	23.502	-0.514				
Nov-21	21	387,841	18,469	23.639	0.137				
Dec-21	22	618,897	28,132	24.060	0.421				
Jan-22	20	809,773	40,489	24.424	0.364				
Feb-22	19	531,622	27,980	24.055	-0.370				
Mar-22	23	868,009	37,740	24.354	0.299				
Apr-22	20	607,591	30,380	24.137	-0.217				
May-22	21	529,417	25,210	23.951	-0.187				
Jun-22	21	410,380	19,542	23.696	-0.255				
Jul-22	20	364,895	18,245	23.627	-0.069				
Aug-22	23	495,621	21,549	23.794	0.166				
Sep-22	21	371,472	17,689	23.596	-0.197				
Oct-22	21	175,612	8,362	22.847	-0.749				
Nov-22	21	362,262	17,251	23.571	0.724				
Dec-22	21	311,922	14,853	23.421	-0.150				
Jan-23	20	484,759	24,238	23.911	0.490				
Feb-23	19	700,233	36,854	24.330	0.419				
Mar-23	23	775,232	33,706	24.241	-0.089				
Apr-23	19	310,952	16,366	23.518	-0.722				
May-23	22	574,632	26,120	23.986	0.467				
Jun-23	21	87,686	4,176	22.153	-1.833				
Jul-23	20	778,808	38,940	24.385	2.233				
Aug-23	23	290,749	12,641	23.260	-1.125				

(A) Month	(B) # of Trading Days in Month	(C) Aggregate Maximum Offering Prices, in $Millions	(D) Average Daily Aggregate Max. Offering Prices (AAMOP) in $Millions	(E) log(AAMOP)	(F) Log (Change in AAMOP)	(G) Forecast log(AAMOP)	(H) Standard Error	(I) Forecast AAMOP, in $Millions	(J) Forecast Aggregate Maximum Offering Prices, in $Millions
Sep-23	20	387,612	19,381	23.688	0.427				
Oct-23	22	118,541	5,388	22.407	-1.280				
Nov-23	21	458,187	21,818	23.806	1.399				
Dec-23	20	35,060	1,753	21.285	-2.521				
Jan-24	21	547,780	26,085	23.985	2.700				
Feb-24	20	625,139	31,257	24.166	0.181				
Mar-24	20	1,073,420	53,671	24.706	0.541				
Apr-24	22	330,061	15,003	23.432	-1.275				
May-24	22	769,244	34,966	24.278	0.846				
Jun-24	19	481,093	25,321	23.955	-0.323				
Jul-24	22	465,992	21,181	23.776	-0.178				
Aug-24	22					23.714	0.472	22,245	489,392
Sep-24	20					23.715	0.473	22,279	445,574
Oct-24	23					23.716	0.474	22,312	513,185
Nov-24	20					23.717	0.475	22,346	446,923
Dec-24	21					23.718	0.477	22,380	469,978
Jan-25	21					23.719	0.478	22,414	470,689
Feb-25	19					23.720	0.479	22,448	426,506
Mar-25	21					23.721	0.480	22,482	472,114
Apr-25	21					23.721	0.482	22,516	472,828
May-25	21					23.722	0.483	22,550	473,543
Jun-25	20					23.723	0.484	22,584	451,675
Jul-25	22					23.724	0.485	22,618	497,594
Aug-25	21					23.725	0.487	22,652	475,694
Sep-25	21					23.726	0.488	22,686	476,413

Figure A
Aggregate Maximum Offering Prices Subject to Securities Act Section 6(b)
(Dashed Line Indicates Forecast Values)