

**MEMO# 20810**

January 26, 2007

## **SEC Finalizes Rule Amendments to Require Electronic Filing of Transfer Agent Forms**

[20810]

January 26, 2007

TO: TRANSFER AGENT ADVISORY COMMITTEE No. 5-07  
OPERATIONS COMMITTEE No. 1-07  
SEC RULES COMMITTEE No. 7-07  
SMALL FUNDS COMMITTEE No. 2-07    RE: SEC FINALIZES RULE AMENDMENTS TO REQUIRE ELECTRONIC FILING OF TRANSFER AGENT FORMS

The Securities and Exchange Commission ("SEC" or "Commission") has finalized amendments to the rules and forms under Section 17A of the Securities Exchange Act of 1934 to require that the forms filed with respect to transfer agent registration, annual reporting, and withdrawal from registration be filed with the Commission electronically, effective January 11, 2007. [\[1\]](#) The forms are required to be filed on the Commission's EDGAR database in XML format and will be accessible to Commission staff and the public for search and retrieval.

Specifically, the SEC is requiring registered transfer agents [\[2\]](#) to file Form TA-1, Form TA-2 and Form TA-W electronically on EDGAR. [\[3\]](#) For the first year of electronic filing only, transfer agents that are registered with the Commission will be required to file an amended Form TA-1 before they file a Form TA-2. Registered transfer agents should be prepared to file Form TA-2 for the 2006 reporting period, which is due to be filed by March 31, 2007. [\[4\]](#) Transfer agents will also be required to apply for and obtain access to EDGAR prior to filing the forms electronically in EDGAR.

The Release [5] addressed several questions on Form TA-2 that were raised in the ICI comment letter [6] submitted to the Commission on the electronic filing of transfer agent forms. First, transfers of ownership (e.g., a transfer from an individual to a trust) should be disclosed in question 4(a). Second, the term “buy-in” in question 8(c) does not apply to mutual fund transfer agents, so Form TA-2 will allow for a “not applicable” response. Finally, ownership changes (e.g., individual to trust) should be disclosed under question 10(a) as transactions processed.

The SEC has developed a new application in EDGAR called EDGARLite, which filers may use to prepare an electronic version of transfer agent forms and submit the forms to EDGAR over an Internet connection. [7] Transfer agents are not required to use the EDGARLite application to prepare the forms.

Questions about the final rule amendments may be directed to the undersigned at [butler@ici.org](mailto:butler@ici.org) or 202-326-5850, or to Mara Shreck at [mshreck@ici.org](mailto:mshreck@ici.org) or 202-326-5923.

Diane M. Butler  
Director – Transfer Agency & International Operations

#### **endnotes**

[1] See Electronic Filing of Transfer Agent Forms, SEC Release No. 34-54864, (Dec. 4, 2006), 71 Fed. Reg. 74698 (Dec. 12, 2006) (The “Release”). The Release is available on the SEC’s website at <http://www.sec.gov/rules/final/2006/34-54864.pdf>.

[2] A transfer agent may be registered with the Comptroller of the Currency, the Board of Governors of the Federal Reserve System, the Federal Deposit Insurance Corporation or the SEC, depending on the type of entity that is registered as a transfer agent. All registered transfer agents file Form TA-2. Only those registered with the SEC file forms TA-1 And TA-W.

[3] The EDGAR Filer Manual provides the EDGAR hardware and software requirements, instructions on becoming an EDGAR filer and instructions for filing on EDGAR. The latest version of the Filer Manual may be downloaded from the Commission’s website at <http://www.sec.gov/info/edgar.shtml>.

[4] Transfer agents that believe filing in electronic format is unduly burdensome will be able to apply for a continuing hardship exemption from the electronic filing requirement pursuant to Rule 202 of Regulation S-T.

[5] See supra note 1 at 16-17.

[6] See Letter from Diane M. Butler, Director – Transfer Agency and International Operations, Investment Company Institute, to Nancy M. Morris, Secretary, Securities and Exchange Commission, dated Oct. 26, 2006. The letter is available at <http://memos.ici.org/getPDF.do;jsessionid=0BF01D345C0F325CEF6CE7203440BE62?file=2>

[0530](#).

[\[7\]](#) The Commission has drafted a new section of the Filer Manual, which provides detailed instructions for preparing forms using EDGARLite. It is available on the SEC's website at [http://www.sec.gov/info/edgar/edmanuals95\\_d.htm](http://www.sec.gov/info/edgar/edmanuals95_d.htm).

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