Securities and Exchange Commission

§ 232.401 XBRL-Related Documents

(b) Registered investment companies whose last effective registration statement or amendment (other than a merger/proxy filing on Form N–14 (§ 239.23 of this chapter) was filed on Form N–1A (§§ 239.15A and 274.11A of this chapter), Form N–3 (§§ 239.17A and 274.11b of this chapter), Form N–4 (§§ 239.17b and 274.11c of this chapter), or Form N–6 (§§ 239.17c and 274.11d of this chapter) must, under the procedures set forth in the EDGAR Filer Manual:

(1) Provide electronically, and keep current, information concerning their existing and new series and/or classes (or contracts, in the case of separate accounts), including series and/or class (contract) name and ticker symbol, if any, and be issued series and/or class (or contract) identification numbers;

(2) Deactivate for EDGAR purposes any series and/or class (or contract, in the case of separate accounts) that are no longer offered, go out of existence, or deregister following the last filing for that series and/or class (or contract, in the case of separate accounts), but the registrant must not deactivate the last remaining series unless the registrant deregisters; and

(3) For those EDGAR submissions identified in the EDGAR Filer Manual, include all series and/or class (or contract) identifiers of each series and/or class (or contract) on behalf of which the filing is made.

(c) Registered investment companies whose last effective registration statement or amendment (other than a merger/proxy filing on Form N–14 (§ 239.23 of this chapter)) was filed on Form N–1A (§§ 239.15A and 274.11A of this chapter), Form N–3 (§§ 239.17A and 274.11b of this chapter), Form N–4 (§§ 239.17b and 274.11c of this chapter), or Form N–6 (§§ 239.17c and 274.11d of this chapter) must provide electronically, as specified in the EDGAR Filer Manual, in the EDGAR submission identifying information concerning the acquiring fund and the target fund (and the series and/or classes (contracts), if any, of each if in existence at the time of the filing) in connection with merger filings on Form N–14 (§ 239.23 of this chapter), under § 239.425 of this chapter, and in compliance with Regulation 14A (§ 240.14a–101 of this chapter), and all other applicable rules and regulations adopted pursuant to Section 14(a) of the Exchange Act, as referenced in Investment Company Act Rule 20a–1 (§ 270.20a–1 of this chapter).

(d) Non-registrant third party filers making proxy filings with respect to investment companies must designate in the EDGAR submission the type of investment company (as referenced in paragraph (a) of this section) and include series and/or class (or contract) identifiers in designated EDGAR proxy submission types, in accordance with the EDGAR Filer Manual.

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form that contains the disclosure required by this section and be submitted in accordance with the EDGAR Filer Manual and, as applicable, one of Item 601(b)(100) of Regulation S-K (§229.601(b)(100) of this chapter), Item 601(b)(100) of Regulation S-B (§228.601(b)(100) of this chapter), Form 20-F (§249.220f of this chapter), Form 6-K or §270.8b–33 of this chapter.

(b) XBRL-Related Documents must consist of mandatory content and may consist of optional content but only if the optional content accompanies the mandatory content in the same submission.

(1) Mandatory content consists of a complete set of information for all periods presented in the corresponding official EDGAR filing from one or more of the following categories (as filed in the corresponding official EDGAR filing):

(i) The complete set of financial statements (the only exceptions are that notes to the financial statements and schedules related to the financial statements may be omitted unless the electronic filer is a registered management investment company in which case it must include Schedule I—Investments in Securities of Unaffiliated Issuers (§210.12–12 of this chapter));

(ii) Earnings information set forth in Form 6-K or Items 2.02 or 8.01 of Form 8-K (whether contained in the body of the Form 6-K or Form 8-K or in an exhibit, and whether filed or furnished);

(iii) Financial highlights or condensed financial information set forth in Item 13(a) of Form N–1A, Item 4.1 of Form N–2 (§239.14 and §274.11a–1 of this chapter) or Item 4(a) of Form N–3 (§239.17a and §274.11b of this chapter), as applicable;

(iv) The risk/return summary information set forth in Items 2, 3, and 4 of Form N–1A provided that the filing is submitted prior to January 1, 2011, and, in the case of a Form N–1A filing that includes more than one series (as that term is used in rule 18f–2(a) under the Investment Company Act (§270.18f–2(a) of this chapter), a filer may include in mandatory content complete risk/return summary information for any one or more of those series; or

(v) If the electronic filer is an investment company registered under the Investment Company Act of 1940 (15 U.S.C. 80a–1 et seq.), a “business development company” as defined in section 2(a)(48) of that Act, or an entity that reports under the Exchange Act and prepares its financial statements in accordance with Article 6 of Regulation S-X (17 CFR 210.6–01 et seq.), Schedule I—Investments in Securities of Unaffiliated Issuers (§210.12–12 of this chapter).

(2) Optional content can consist only of a complete set of information that is:

(i) For all periods presented in the corresponding official EDGAR filing;

(ii) Related to financial information in the corresponding official EDGAR filing that is simultaneously submitted as mandatory content (as specified in paragraph (b)(1) of this section); and

(iii) From one or more of the following categories (as filed in the corresponding official EDGAR filing):

(A) Audit opinions (as specified by Rule 2–02 of Regulation S-X (§210.2–02 of this chapter));

(B) Interim review reports (as specified by Rule 10–01(d) of Regulation S-X (§210.10–01(d) of this chapter));

(C) Reports of management on the financial statements;

(D) Certifications;

(E) Management’s discussion and analysis of financial condition and results of operations (as specified by Item 303 of Regulation S-K (§229.303 of this chapter));

(F) Management’s discussion and analysis or plan of operation (as specified by Item 303 of Regulation S-B (§228.303 of this chapter));

(G) Operating and financial review and prospects (as specified by Item 5 of Form 20–F); or

(H) Management’s discussion of fund performance (as specified by Item 22(b)(7) of Form N–1A).

(c) XBRL-Related Documents must appear in voluntary program format. XBRL-Related Documents appear in voluntary program format if:

(1) Each data element (i.e., all text and all line item names and associated values, dates and other labels) contained in the XBRL-Related Documents reflects the same information in the corresponding official EDGAR filing (i.e., the HTML or ASCII version);
(2) No data element contained in the corresponding official EDGAR filing is changed, deleted or summarized in the XBRL-Related Documents;

(3) The XBRL-Related Documents correlate to the appropriate version of a standard taxonomy, supplemented with extension taxonomies as specified in the EDGAR Filer Manual (§232.11);

(4) Each data element contained in the XBRL-Related Documents is matched with an appropriate tag in accordance with any applicable taxonomy; and

(5) The XBRL-Related Documents contain any additional mark-up related content (e.g., the XBRL tags themselves, identification of the core XML documents used and other technology related content) not found in the corresponding official EDGAR filing that are necessary to comply with the EDGAR Filer Manual requirements.

d) The filing with which XBRL-Related Documents are submitted as an exhibit must contain the disclosures specified in paragraph (d)(1) of this section in the location specified in paragraph (d)(2) of this section.

(1) The filing must disclose:

(i) That the financial information contained in the XBRL-Related Documents is “unaudited” or “unreviewed,” as applicable (but only if the mandatory content contained in the XBRL-Related Documents contains information other than risk/return summary information submitted under paragraph (b)(1)(iv) of this section);

(ii) That the purpose of submitting the XBRL-Related Documents is to test the related format and technology and, as a result, investors should not rely on the XBRL-Related Documents in making investment decisions; and

(iii) The identity of the corresponding official EDGAR filing (but only if the filing is a Form 8–K or Form 6–K or an amendment to a Form 8–K or Form 6–K and a purpose of filing the form was to submit as an exhibit XBRL-Related Documents that present information related to financial information filed as part of a different form in the corresponding official EDGAR filing).

(2) The disclosures required by paragraph (d)(1) of this section must appear within the XBRL-Related Documents as a tagged data element and, as applicable, in:

(i) The exhibit index of a Form 10–K (§249.310 of this chapter), 10–Q (§249.308a of this chapter), 10 (§249.210 of this chapter), 10–SB (§249.210b of this chapter), 10–KSB (§249.310b of this chapter), 10–QSB (§249.308b of this chapter), 20–F or N–1A and, in the case of risk/return summary information submitted under paragraph (b)(1)(iv) of this section, within the XBRL-Related Documents as a tagged data element;

(ii) Item 2.02 or 8.01 of a Form 8–K; or

(iii) The body of a Form 6–K, N-CSR (§274.128 of this chapter) or N-Q (§274.130 of this chapter).

NOTE TO §232.401: Although XBRL-Related Documents are required by this section to comply with content and format requirements related to the corresponding official EDGAR filing, the purpose of submitting the XBRL-Related Documents is to test the related format and technology and, as a result, investors and others should continue to rely on the official version of the filing and not rely on the XBRL-Related Documents in making investment decisions.


§ 232.402 Liability for XBRL-Related Documents.

(a) Not deemed filed for liability purposes. XBRL-Related Documents, regardless of whether they are exhibits to a document incorporated by reference into a filing:

(1) Are not deemed filed for purposes of section 11 of the Securities Act (15 U.S.C. 77k), section 18 of the Exchange Act (15 U.S.C. 78r), or section 34(b) of the Investment Company Act (15 U.S.C. 80a–33(b)), to comply with content and format requirements related to the corresponding official EDGAR filing, the purpose of submitting the XBRL-Related Documents is to test the related format and technology and, as a result, investors and others should continue to rely on the official version of the filing and not rely on the XBRL-Related Documents in making investment decisions.

(2) Are not deemed incorporated by reference;

(3) Are subject to all other liability and anti-fraud provisions of these Acts; and

(4) Are deemed filed for purposes of Item 103 of Regulation S-T (§232.103).

(b) Accurate reflection of underlying documents. An electronic filer is not