

SECURITIES AND EXCHANGE COMMISSION

17 CFR Ch. II

[Release Nos. 33–10470, 34–82869, IA–4869, IC–33045, File No. S7–06–18]

Regulatory Flexibility Agenda

AGENCY: Securities and Exchange Commission.

ACTION: Semiannual regulatory agenda.

SUMMARY: The Securities and Exchange Commission is publishing the Chairman’s agenda of rulemaking actions pursuant to the Regulatory Flexibility Act (RFA) (Pub. L. 96–354, 94 Stat. 1164) (Sept. 19, 1980). The items listed in the Regulatory Flexibility Agenda for spring 2018 reflect only the priorities of the Chairman of the U.S. Securities and Exchange Commission and do not necessarily reflect the view and priorities of any individual Commissioner.

Information in the agenda was accurate on March 13, 2018, the date on which the Commission’s staff completed compilation of the data. To the extent possible, rulemaking actions by the Commission since that date have been reflected in the agenda. The Commission invites questions and public comment on the agenda and on the individual agenda entries.

The Commission is now printing in the **Federal Register**, along with our preamble, only those agenda entries for which we have indicated that preparation of an RFA analysis is required.

The Commission’s complete RFA agenda will be available online at www.reginfo.gov.

DATES: Comments should be received on or before July 11, 2018.

ADDRESSES: Comments may be submitted by any of the following methods:

Electronic Comments

- Use the Commission’s internet comment form (<http://www.sec.gov/rules/other.shtml>) or
- Send an email to rule-comments@sec.gov. Please include File Number S7–06–18 on the subject line.

Paper Comments

- Send paper comments to Brent J. Fields, Secretary, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549–1090.

All submissions should refer to File No. S7–06–18. This file number should be included on the subject line if email is used. To help us process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission’s internet website (<http://www.sec.gov/rules/other.shtml>). Comments are also 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 10:00 a.m. and 3:00 p.m. All comments received will be posted without change. Persons submitting comments are cautioned that we do not redact or edit personal identifying information from submissions. You should submit only information that you wish to make available publicly.

FOR FURTHER INFORMATION CONTACT: Sarit Klein, Office of the General Counsel, 202–551–5037.

SUPPLEMENTARY INFORMATION: The RFA requires each Federal agency, twice each year, to publish in the **Federal Register** an agenda identifying rules that the agency expects to consider in the next 12 months that are likely to have a significant economic impact on a substantial number of small entities (5 U.S.C. 602(a)). The RFA specifically provides that publication of the agenda does not preclude an agency from

considering or acting on any matter not included in the agenda and that an agency is not required to consider or act on any matter that is included in the agenda (5 U.S.C. 602(d)). The Commission may consider or act on any matter earlier or later than the estimated date provided on the agenda. While the agenda reflects the current intent to complete a number of rulemakings in the next year, the precise dates for each rulemaking at this point are uncertain. Actions that do not have an estimated date are placed in the long-term category; the Commission may nevertheless act on items in that category within the next 12 months. The agenda includes new entries, entries carried over from prior publications, and rulemaking actions that have been completed (or withdrawn) since publication of the last agenda.

The following abbreviations for the acts administered by the Commission are used in the agenda:

- “Securities Act”—Securities Act of 1933
- “Exchange Act”—Securities Exchange Act of 1934
- “Investment Company Act”—Investment Company Act of 1940
- “Investment Advisers Act”—Investment Advisers Act of 1940
- “Dodd Frank Act”—Dodd-Frank Wall Street Reform and Consumer Protection Act
- “JOBS Act”—Jumpstart Our Business Startups Act
- “FAST Act”—Fixing America’s Surface Transportation Act

The Commission invites public comment on the agenda and on the individual agenda entries.

By the Commission.
Dated: March 14, 2018.

Brent J. Fields,
Secretary.

DIVISION OF CORPORATION FINANCE—FINAL RULE STAGE

| Sequence No. | Title | Regulation Identifier No. |
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| 323 | Disclosure of Hedging by Employees, Officers and Directors | 3235–AL49 |
| 324 | Amendments to Interactive Data (XBRL) Program | 3235–AL59 |
| 325 | Amendments to Smaller Reporting Company Definition | 3235–AL90 |
| 326 | Modernization of Property Disclosures for Mining Registrants | 3235–AL81 |
| 327 | Disclosure Update and Simplification | 3235–AL82 |

DIVISION OF CORPORATION FINANCE—LONG-TERM ACTIONS

| Sequence No. | Title | Regulation Identifier No. |
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| 328 | Listing Standards for Recovery of Erroneously Awarded Compensation | 3235–AK99 |
| 329 | Pay Versus Performance | 3235–AL00 |
| 330 | Universal Proxy | 3235–AL84 |

DIVISION OF CORPORATION FINANCE—LONG-TERM ACTIONS—Continued

| Sequence No. | Title | Regulation Identifier No. |
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| 331 | Form 10-K Summary | 3235-AL89 |

DIVISION OF INVESTMENT MANAGEMENT—PROPOSED RULE STAGE

| Sequence No. | Title | Regulation Identifier No. |
|--------------|--|---------------------------|
| 332 | Use of Derivatives by Registered Investment Companies and Business Development Companies | 3235-AL60 |

DIVISION OF INVESTMENT MANAGEMENT—FINAL RULE STAGE

| Sequence No. | Title | Regulation Identifier No. |
|--------------|--|---------------------------|
| 333 | Investment Company Reporting Modernization; Option for Website Transmission of Shareholder Reports | 3235-AL42 |

DIVISION OF INVESTMENT MANAGEMENT—LONG-TERM ACTIONS

| Sequence No. | Title | Regulation Identifier No. |
|--------------|--|---------------------------|
| 334 | Reporting of Proxy Votes on Executive Compensation and Other Matters | 3235-AK67 |

DIVISION OF TRADING AND MARKETS—LONG-TERM ACTIONS

| Sequence No. | Title | Regulation Identifier No. |
|--------------|---|---------------------------|
| 335 | Removal of Certain References to Credit Ratings Under the Securities Exchange Act of 1934 | 3235-AL14 |

SECURITIES AND EXCHANGE COMMISSION (SEC)

Division of Corporation Finance

Final Rule Stage

323. Disclosure of Hedging by Employees, Officers and Directors

E.O. 13771 Designation: Independent agency.

Legal Authority: Public Law 111-203

Abstract: The Commission proposed rules to implement section 955 of the Dodd-Frank Act, which added section 14(j) to the Exchange Act to require annual meeting proxy statement disclosure of whether employees or members of the board of directors are permitted to engage in transactions to hedge or offset any decrease in the market value of equity securities granted to the employee or board member as compensation, or held directly or indirectly by the employee or board member.

Timetable:

| Action | Date | FR Cite |
|--------------------------|----------|------------|
| NPRM | 02/17/15 | 80 FR 8486 |
| NPRM Comment Period End. | 04/20/15 | |
| Final Action | 04/00/19 | |

Regulatory Flexibility Analysis Required: Yes.

Agency Contact: Carolyn Sherman, Division of Corporation Finance, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549, *Phone:* 202 551-3500, *Email:* shermanc@sec.gov.

RIN: 3235-AL49

324. Amendments to Interactive Data (XBRL) Program

E.O. 13771 Designation: Independent agency.

Legal Authority: 15 U.S.C. 77g; 15 U.S.C. 78w(a); 15 U.S.C. 80a-37

Abstract: The Commission proposed amendments to the XBRL rules to provide for companies to use Inline XBRL to file a single combined document.

Timetable:

| Action | Date | FR Cite |
|--------------------------|----------|-------------|
| NPRM | 03/17/17 | 82 FR 14282 |
| NPRM Comment Period End. | 05/16/17 | |
| Final Action | 10/00/18 | |

Regulatory Flexibility Analysis Required: Yes.

Agency Contact: Mark W. Green, Division of Corporation Finance, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549-0301, *Phone:* 202 551-3430, *Fax:* 202 772-9207.

RIN: 3235-AL59

325. Amendments to Smaller Reporting Company Definition

E.O. 13771 Designation: Independent agency.

Legal Authority: Not Yet Determined

Abstract: The Commission proposed revisions to the “smaller reporting company” definitions and related provisions.

Timetable:

| Action | Date | FR Cite |
|--------------------------|----------|-------------|
| NPRM | 07/01/16 | 81 FR 43130 |
| NPRM Comment Period End. | 08/30/16 | |
| Final Action | 10/00/18 | |

Regulatory Flexibility Analysis Required: Yes.

Agency Contact: Amy Reischauer, Securities and Exchange Commission, 110 F Street NE, Washington, DC 20549, *Phone:* 202 551-3460, *Email:* reischauerp@sec.gov.

RIN: 3235-AL90

326. Modernization of Property Disclosures for Mining Registrants

E.O. 13771 Designation: Independent agency.

Legal Authority: 15 U.S.C. 77c(b); 15 U.S.C. 77g; 15 U.S.C. 77j; 15 U.S.C. 78c(b); 15 U.S.C. 78l; 15 U.S.C. 78m; 15 U.S.C. 78o(d)

Abstract: The Commission proposed rules to modernize and clarify the disclosure requirements for companies engaged in mining operations.

Timetable:

| Action | Date | FR Cite |
|-----------------------------------|----------|-------------|
| NPRM | 06/27/16 | 81 FR 41652 |
| NPRM Comment Period End. | 08/26/16 | |
| NPRM Comment Period Extended. | 08/26/16 | 81 FR 58877 |
| NPRM Comment Period Extended End. | 09/26/16 | |
| Final Action | 10/00/18 | |

Regulatory Flexibility Analysis Required: Yes.

Agency Contact: Elliot Staffin, Division of Corporation Finance, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549, *Phone:* 202 551-3450, *Email:* staffine@sec.gov.

RIN: 3235-AL81

327. Disclosure Update and Simplification

E.O. 13771 Designation: Independent agency.

Legal Authority: 15 U.S.C. 77a et seq.; 15 U.S.C. 78a et seq.; 15 U.S.C. 80a-1 et seq.; Pub. L. 114-94

Abstract: The Commission proposed rules to update certain disclosure requirements in Regulations S-X and S-K that may have become redundant, duplicative, overlapping, outdated or superseded in light of other Commission disclosure requirements, U.S. Generally Accepted Accounting Principles, International Financial Reporting Standards, or changes in the information environment.

Timetable:

| Action | Date | FR Cite |
|-----------------------------------|----------|-------------|
| NPRM | 08/04/16 | 81 FR 51607 |
| NPRM Comment Period Extended. | 09/29/16 | 81 FR 66898 |
| NPRM Comment Period End. | 10/03/16 | |
| NPRM Comment Period Extended End. | 11/02/16 | |
| Final Action | 10/00/18 | |

Regulatory Flexibility Analysis

Required: Yes.

Agency Contact: Lindsay McCord, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549, *Phone:* 202 551-3255, *Email:* mccordl@sec.gov.

RIN: 3235-AL82

SECURITIES AND EXCHANGE COMMISSION (SEC)

Division of Corporation Finance

Long-Term Actions

328. Listing Standards for Recovery of Erroneously Awarded Compensation

E.O. 13771 Designation: Independent agency.

Legal Authority: Public Law 111-203, sec. 954; 15 U.S.C. 78j-4

Abstract: The Commission proposed rules to implement section 954 of the Dodd-Frank Act, which requires the Commission to adopt rules to direct national securities exchanges to prohibit the listing of securities of issuers that have not developed and implemented a policy providing for disclosure of the issuer's policy on incentive-based compensation and mandating the clawback of such compensation in certain circumstances.

Timetable:

| Action | Date | FR Cite |
|---------------------------|----------|-------------|
| NPRM | 07/14/15 | 80 FR 41144 |
| NPRM Comment Period End. | 09/14/15 | |
| Next Action Undetermined. | | |

Regulatory Flexibility Analysis

Required: Yes.

Agency Contact: Anne M. Krauskopf, Division of Corporation Finance, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549, *Phone:* 202 551-3500.

RIN: 3235-AK99

329. Pay Versus Performance

E.O. 13771 Designation: Independent agency.

Legal Authority: Public Law 111-203, sec. 953(a); 15 U.S.C. 78c(b); 15 U.S.C. 78n; 15 U.S.C. 78w(a); 15 U.S.C. 78mm

Abstract: The Commission proposed rules to implement section 953(a) of the Dodd-Frank Act, which added section 14(i) to the Exchange Act to require issuers to disclose information that shows the relationship between executive compensation actually paid and the financial performance of the issuer.

Timetable:

| Action | Date | FR Cite |
|---------------------------|----------|-------------|
| NPRM | 05/07/15 | 80 FR 26329 |
| NPRM Comment Period End. | 07/06/15 | |
| Next Action Undetermined. | | |

Regulatory Flexibility Analysis

Required: Yes.

Agency Contact: Steven G. Hearne, Division of Corporation Finance, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549, *Phone:* 202 551-3430, *Email:* hearnes@sec.gov.

RIN: 3235-AL00

330. Universal Proxy

E.O. 13771 Designation: Independent agency.

Legal Authority: 15 U.S.C. 78n; 15 U.S.C. 78w(a)

Abstract: The Commission proposed to amend the proxy rules to expand shareholders' ability to vote by proxy to select among duly-nominated candidates in a contested election of directors.

Timetable:

| Action | Date | FR Cite |
|---------------------------|----------|-------------|
| NPRM | 11/10/16 | 81 FR 79122 |
| NPRM Comment Period End. | 01/09/17 | |
| Next Action Undetermined. | | |

Regulatory Flexibility Analysis

Required: Yes.

Agency Contact: Steven G. Hearne, Division of Corporation Finance, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549, *Phone:* 202 551-3430, *Email:* hearnes@sec.gov.

RIN: 3235-AL84

331. Form 10-K Summary

E.O. 13771 Designation: Independent agency.

Legal Authority: Public Law 114-94; 15 U.S.C. 78c; 15 U.S.C. 78l; 15 U.S.C. 78m; 15 U.S.C. 78o; 15 U.S.C. 78w

Abstract: The Commission adopted an interim final amendment to implement Section 72001 of the FAST Act by permitting an issuer to include a summary in its Form 10-K and also requested comment on the interim final amendment.

Timetable:

| Action | Date | FR Cite |
|--|----------|-------------|
| Interim Final Rule | 06/09/16 | 81 FR 37132 |
| Interim Final Rule Effective. | 06/09/16 | |
| Interim Final Rule Comment Period End. | 07/11/16 | |

| Action | Date | FR Cite |
|-------------------------------|------|---------|
| Next Action Under-terminated. | | |

Regulatory Flexibility Analysis Required: Yes.

Agency Contact: Sean Harrison, Division of Corporation Finance, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549, *Phone:* 202 551-3430, *Fax:* 202 772-9207, *Email:* harrisons@sec.gov.

RIN: 3235-AL89

SECURITIES AND EXCHANGE COMMISSION (SEC)

Division of Investment Management

Proposed Rule Stage

332. Use of Derivatives by Registered Investment Companies and Business Development Companies

E.O. 13771 Designation: Independent agency.

Legal Authority: 15 U.S.C. 80a-6(c); 15 U.S.C. 80a-31(a); 15 U.S.C. 80a-12(a); 15 U.S.C. 80a-38(a); 15 U.S.C. 80a-8; 15 U.S.C. 80a-30; 15 U.S.C. 80a-38

Abstract: The Division is considering recommending that the Commission repropose a new rule designed to enhance the regulation of the use of derivatives by registered investment companies, including mutual funds, exchange-traded funds, closed-end funds and business development companies. The proposed rule would regulate registered investment companies' use of derivatives and require enhanced risk management measures.

Timetable:

| Action | Date | FR Cite |
|--------------------------|----------|-------------|
| NPRM | 12/28/15 | 80 FR 80884 |
| NPRM Comment Period End. | 03/28/16 | |
| NPRM | 04/00/19 | |

Regulatory Flexibility Analysis Required: Yes.

Agency Contact: Brian Johnson, Division of Investment Management, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549, *Phone:* 202 551-6740, *Email:* johnsonbm@sec.gov.

RIN: 3235-AL60

SECURITIES AND EXCHANGE COMMISSION (SEC)

Division of Investment Management

Final Rule Stage

333. Investment Company Reporting Modernization; Option for Website Transmission of Shareholder Reports

E.O. 13771 Designation: Independent agency.

Legal Authority: 15 U.S.C. 77 *et seq.*; 15 U.S.C. 77aaa *et seq.*; 15 U.S.C. 78a *et seq.*; 15 U.S.C. 80a *et seq.*; 44 U.S.C. 3506; 44 U.S.C. 3507

Abstract: The Commission proposed new rule 30e-3, which would permit but not require registered investment companies to transmit periodic reports to their shareholders by making the reports accessible on a website and satisfying certain other conditions. The Commission adopted new rules and forms as well as amendments to its rules and forms to modernize the reporting and disclosure of information by registered investment companies.

Timetable:

| Action | Date | FR Cite |
|------------------------------------|----------|-------------|
| NPRM | 06/12/15 | 80 FR 33590 |
| NPRM Comment Period End. | 08/11/15 | |
| NPRM Comment Period Re-opened. | 10/12/15 | 80 FR 62274 |
| NPRM Comment Period Re-opened End. | 01/13/16 | |
| Final Action | 11/18/16 | 81 FR 81870 |
| Final Action Effective. | 01/17/17 | |
| Final Action | 10/00/18 | |

Regulatory Flexibility Analysis Required: Yes.

Agency Contact: Brian Johnson, Division of Investment Management, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549, *Phone:* 202 551-6740, *Email:* johnsonbm@sec.gov.

RIN: 3235-AL42

SECURITIES AND EXCHANGE COMMISSION (SEC)

Division of Investment Management

Long-Term Actions

334. Reporting of Proxy Votes on Executive Compensation and Other Matters

E.O. 13771 Designation: Independent agency.

Legal Authority: 15 U.S.C. 78m; 15 U.S.C. 78w(a); 15 U.S.C. 78mm; 15 U.S.C. 78x; 15 U.S.C. 80a-8; 15 U.S.C.

80a-29; 15 U.S.C. 80a-30; 15 U.S.C. 80a-37; 15 U.S.C. 80a-44; Pub. L. 111-203, sec 951

Abstract: The Division is considering recommending that the Commission repropose rule amendments to implement section 951 of the Dodd-Frank Act. The Commission previously proposed amendments to rules and Form N-PX that would require institutional investment managers subject to section 13(f) of the Exchange Act to report how they voted on any shareholder vote on executive compensation or golden parachutes pursuant to sections 14A(a) and (b) of the Exchange Act.

Timetable:

| Action | Date | FR Cite |
|-------------------------------|----------|-------------|
| NPRM | 10/28/10 | 75 FR 66622 |
| NPRM Comment Period End. | 11/18/10 | |
| Next Action Under-terminated. | | |

Regulatory Flexibility Analysis Required: Yes.

Agency Contact: Matthew DeLesDernier, Division of Investment Management, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549, *Phone:* 202 551-6792, *Email:* delesdernierj@sec.gov.

RIN: 3235-AK67

SECURITIES AND EXCHANGE COMMISSION (SEC)

Division of Trading and Markets

Long-Term Actions

335. Removal of Certain References to Credit Ratings Under the Securities Exchange Act of 1934

E.O. 13771 Designation: Independent agency.

Legal Authority: Pub. L. 111-203, sec. 939A

Abstract: Section 939A of the Dodd-Frank Act requires the Commission to remove certain references to credit ratings from its regulations and to substitute such standards of creditworthiness as the Commission determines to be appropriate. The Commission amended certain rules and one form under the Exchange Act applicable to broker-dealer financial responsibility, and confirmation of transactions. The Commission has not yet finalized amendments to certain rules regarding the distribution of securities.

Timetable:

| Action | Date | FR Cite | Action | Date | FR Cite |
|------------------------------|----------|-------------|--|------|---------|
| NPRM | 05/06/11 | 76 FR 26550 | Next Action Unde- termined. | | |
| NPRM Comment Period End. | 07/05/11 | | | | |
| Final Action | 01/08/14 | 79 FR 1522 | | | |
| Final Action Effec- tive. | 07/07/14 | | <i>Regulatory Flexibility Analysis Required: Yes.</i> <i>Agency Contact: John Guidroz, Division of Trading and Markets,</i> | | |

Securities and Exchange Commission,
100 F Street NE, Washington, DC 20549,
*Phone: 202 551-6439, Email: guidrozj@
sec.gov.*

RIN: 3235-AL14
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