

September 11, 2024

Ms. Vanessa A. Countryman
Secretary
Securities and Exchange Commission
100 F Street NE
Washington, DC 20549

Re: EDGAR Filer Access and Account Management (File No. S7-15-23)

Dear Ms. Countryman:

The Investment Company Institute¹ is writing to comment on the Securities and Exchange Commission's (the "Commission") proposal² which would make technical changes to how a user may access and manage accounts on the Commission's Electronic Data Gathering, Analysis, and Retrieval system ("EDGAR").³ The Commission proposes to require, among other things, that electronic filers authorize and maintain designated individuals as account administrators and take certain actions to manage their accounts on a dashboard on EDGAR.⁴ We support the Commission modernizing the EDGAR system and strengthening user access controls, but we recommend that the Commission tailor any final requirements to account for the extensive number of existing and newly offered funds and the sheer volume of required periodic Fund⁵ filings (e.g., filings on Forms N-CSR, N-PORT, and N-CEN) as compared to operating

¹ The Investment Company Institute (ICI) is the leading association representing the asset management industry in service of individual investors. ICI's members include mutual funds, exchange-traded funds (ETFs), closed-end funds, and unit investment trusts (UITs) in the United States, and UCITS and similar funds offered to investors in other jurisdictions. Its members manage \$36.4 trillion invested in funds registered under the US Investment Company Act of 1940, serving more than 100 million investors. Members manage an additional \$8.7 trillion in regulated fund assets managed outside the United States. ICI also represents its members in their capacity as investment advisers to collective investment trusts (CITs) and retail separately managed accounts (SMAs). ICI has offices in Washington DC, Brussels, and London.

² See Inv. Co. Act Rel. Nos. 33-11232A; 34-98368A; 39-2551A; IC-34996A; File No. S7-15-23 (Sept. 13, 2023) (the "Proposal"), available at <https://www.sec.gov/files/rules/proposed/2023/33-11232.pdf>.

³ We refer to these changes throughout this letter as "EDGAR Next."

⁴ If the amendments are adopted as proposed, the Commission would make corresponding changes to the EDGAR Filer Manual to facilitate implementing any associated technical changes.

⁵ "Funds" as used in this letter refers to business development companies ("BDCs") and registered investment companies.

companies. For example, any final rule should take into account the material role service providers play in facilitating Fund filings and ensuring an accurate and timely filing process.⁶

In summary, we recommend that the Commission take the steps itemized below before finalizing the Proposal:

- (1) Perform a third Beta test.
- (2) Designate a new role of “Trusted Filer” for grandfathering existing filing agents.
- (3) Permit Funds to use an identifier other than Login.Gov.
- (4) Provide Funds implementation timelines and phased-in enrollment periods.
- (5) Consider how the Proposal affects Fund filings differently from operating company filings.

1. The Commission Should Beta Test Complete End-to-End Processing of Fund Filings

We recommend that the Commission implement the lessons learned from the second Beta testing phase within the Beta environment and initiate a third Beta testing session that would include more end filers. Our understanding from discussions with filing agents is that previous Beta testing included very few Funds and instead mainly included filing agents. This was due to the highly technical nature of filing reports on EDGAR. The recent Beta period, which concluded in March 2024, did not allow for a comprehensive end-to-end processing experience, from registration (Login.gov) to filing. Finalizing the rule before performing an additional Beta testing session may significantly disrupt the EDGAR filing process for Funds. Therefore, it is crucial to initiate a third Beta testing session that enables complete end-to-end processing before finalizing the Proposal.

2. The Commission Should Create a “Trusted Filer” Role

Any final rule should provide for a new role titled, “Trusted Filer.” Many Funds outsource filing responsibilities to filing agents given the sheer number of Funds that may be overseen by one investment adviser. The Commission currently maintains a database of filing agents who act as Trusted Filers on behalf of registrants. These filing agents should be integrated into the EDGAR Next dashboard for registrants to review. Grandfathering existing filing agents and their filing activity would establish a baseline of existing EDGAR filers. During the transition to EDGAR Next, registrants would have a period of time to set up account administrators and account delegators, with the ability to review and, if necessary, remove (or add new) Trusted Filers.

3. The Commission Should Permit Multiple Authentication Methods

ICI recommends that the Commission allow for the option to use alternatives to Login.gov as technology evolves, particularly for supporting authentication during high-volume filing periods which occur frequently for Funds given their numerous required filings. We also encourage the Commission to

⁶ Our recommendations are consistent with a prominent Fund service provider that executes filings on behalf of their Fund clients. *See* Letter from Donnelley Financial Solutions, EDGAR Filer Access and Account Management, File Number S7-15-23, Vanessa Countryman, Secretary, May 8, 2024, available at: <https://www.sec.gov/comments/s7-15-23/s71523-468511-1278134.pdf> (“DFS Letter”).

maintain support for the current authentication method during the EDGAR Next rollout. This approach would facilitate a smoother transition and minimize market disruption.⁷

4. The Commission Should Extend the Time Permitted for Implementation and Phased Enrollment
ICI recommends a minimum of nine months for implementation given the complexity and number of Fund filings.⁸ The outreach and coordination necessary for Funds to appropriately delegate filing authority to their filing agents makes an extended transition period for bulk EDGAR filers vital.⁹ The proposed transition period would give these bulk filers only one month to establish processes and procedures for using EDGAR Next. Furthermore, an extended implementation timeline would not be unprecedented. As an example, the Commission extended the implementation timeline for SEC XBRL through the use of a phased-in filing mandate.¹⁰

5. The Commission Should Differentiate Between Operating Company and Fund Filings

The proposed EDGAR Next enhancements do not adequately account for the differences between filings Funds make and operating company filings. For example, the Proposal does not differentiate between operating companies registering solely under the 1933 Act and Funds registering under the 1940 Act. Mutual fund trust managers are often responsible for filing periodic reports for up to hundreds of CIKs. The Commission should ensure that proper thought is given to user access and authentication specifically for these entities. There should be consideration for bulk delegation for a group of CIKs. We agree with Toppan Merrill that “This would be useful for an Administrator of an Issuer and all their Section 16 filer CIKs to delegate to Filing Agents as well as affiliated CIKs (e.g., corporate Entities with co-registrants and Mutual Fund filers).”¹¹ Bulk enrollment should be permitted without reset CCCs upon re-enrollment. EDGAR Next should provide a mechanism to provide for filers who have a multi-filer structure, such as Funds.

⁷ See DFS Letter.

⁸ See Letter from SIFMA, EDGAR Filer Access and Account Management, File No. S7-15-23, Vanessa Countryman, Secretary, Nov. 17, 2023, available at: <https://www.sec.gov/comments/s7-15-23/s71523-299779-741982.pdf> (“SIFMA Letter”).

⁹ See SIFMA Letter.

¹⁰ See Inline XBRL Filing of Tagged Data, Release Nos. 33–10514; 34–83551; IC–33139; File No. S7–03–17 (Aug. 16, 2018), available at <https://www.federalregister.gov/documents/2018/08/16/2018-14365/inline-xbrl-filing-of-tagged-data>.

¹¹ See Letter from Toppan Merrill, EDGAR Filer Access and Account Management, File No. S7-15-23, Vanessa Countryman, Secretary, Nov. 20, 2023, available at: <https://www.sec.gov/comments/s7-15-23/s71523-300620-762583.pdf>.

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We appreciate the opportunity to provide comments on the Proposal. If you have any questions, please contact the undersigned at Jason.nagler@ici.org or Amy.McDonald@ici.org.

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