

## SECURITIES AND EXCHANGE COMMISSION

### Submission for OMB Review; Comment Request

Upon written request, copy available from: Securities and Exchange Commission, Office of Filings and Information Services, Washington, DC 20549.

#### Extension:

Form S-6; SEC File No. 270-181; OMB Control No. 3235-0184.

Notice is hereby given that pursuant to the Paperwork Reduction Act of 1995 (44 U.S.C. 3501 *et seq.*), the Securities and Exchange Commission ("Commission") has submitted to the Office of Management and Budget ("OMB") a request for extension of the previously approved collection of information discussed below.

Form S-6—For Registration under the Securities Act of 1933 of Securities of Unit Investment Trusts Registered on Form N-8B-2. Unit investment trusts offering their securities to the public are required by two separate statutes to file registration statements with the Commission. They are required to register their securities under the Securities Act of 1933 ("1933 Act"), and to register as investment companies under the Investment Company Act of 1940 ("1940 Act").

Form S-6 is used for registration under the 1933 Act of the securities of any unit investment trust that is registered under the 1940 Act on Form N-8B-2.<sup>1</sup> A separate registration statement under the 1933 Act must be filed for each series of units issued by the trust. Form S-6 consists of, among other things, a prospectus, certain written consents, an undertaking to file supplementary information, and certain exhibits containing financial and other information required in the registration statement but not required to appear in the prospectus.

Section 10(a)(3) of the 1933 Act (15 U.S.C. 77j(a)(3)) provides that when a prospectus is used more than nine months after the effective date of the registration statement, the information therein shall be as of a date not more

than sixteen months prior to such use. As a result, most unit investment trusts that are registered under the 1940 Act on Form N-8B-2 update their registration statements on Form S-6 on an annual basis in order that their sponsors may continue to maintain a secondary market in the units. Unit investment trusts that are registered under the 1940 Act on Form N-8B-2 file post-effective amendments to their registration statements on Form S-6 in order to update their prospectuses.

The purpose of the registration statement on Form S-6 is to provide disclosure of financial and other information that investors may use to make informed decisions regarding the merits of the securities offered for sale. To that end, unit investment trusts that are registered under the 1940 Act on Form N-8B-2 must furnish to investors a prospectus containing pertinent information set forth in the registration statement. Without the registration requirement, this material information would not necessarily be available to investors. The Commission reviews registration statements filed on Form S-6 to ensure adequate disclosure is made to investors.

Each year investment companies file approximately 3,080 Forms S-6. It is estimated that preparing Form S-6 requires a unit investment trust to spend approximately 35 hours so that the total burden of preparing Form S-6 for all affected investment companies is 107,800 hours. Estimates of average burden hours are made solely for the purposes of the Paperwork Reduction Act, and are not derived from a comprehensive or even a representative survey or study of the costs of Commission rules and forms.

The collection of information on Form S-6 is mandatory. The information provided on Form S-6 is not kept confidential. An Agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

General comments regarding the above information should be directed to the following persons: (i) Desk Officer for the Securities and Exchange Commission, Office of Information and Regulatory Affairs, Office of Management and Budget, Room 10102, New Executive Office Building, Washington, DC 20503, or e-mail to: [David.Rostker@omb.eop.gov](mailto:David.Rostker@omb.eop.gov); and (ii) R. Corey Booth, Director/Chief Information Officer, Office of Information Technology, Securities and Exchange Commission, 450 Fifth Street, NW., Washington, DC 20549. Comments must

be submitted to OMB within 30 days of this notice.

Dated: November 23, 2004.

**Margaret H. McFarland,**  
Deputy Secretary.

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## SECURITIES AND EXCHANGE COMMISSION

### Proposed Collection; Comment Request

Upon written request, copies available from: Securities and Exchange Commission, Office of Filings and Information Services, Washington, DC 20549.

#### Extensions:

Schedule TO; OMB Control No. 3235-0515; SEC File No. 270-456.

Notice is hereby given that pursuant to the Paperwork Reduction Act of 1995 (44 U.S.C. 3501 *et seq.*), the Securities and Exchange Commission ("Commission") is soliciting comments on the collection of information summarized below. The Commission plans to submit this existing collection of information to the Office of Management and Budget for extension and approval.

Schedule TO must be filed by a reporting company that makes a tender offer for its own securities. Also, persons other than the reporting company making a tender offer for equity securities registered under Section 12 of the Exchange Act (which offer, if consummated, would cause that person to own over 5% of that class of the securities) must file Schedule TO. The purpose of Schedule TO is to improve communications between public companies and investors before companies file registration statements involving tender offer statements. Approximately 2,500 issuers annually file Schedule TO and it takes 43.5 hours to prepare for a total of 108,750 annual burden hours. It is estimated that 50% of the 108,750 total burden hours (54,375 burden hours) is prepared by the company.

Written comments are invited on: (a) Whether this collection of information is necessary for the proper performance of the functions of the agency, including whether the information will have practical utility; (b) the accuracy of the agency's estimate of the burden of the collections of information; (c) ways to enhance the quality, utility, and clarity of the information collected; and (d) ways to minimize the burden of the collection of information on

<sup>1</sup> Form N-8B-2 is the form used for registration statements filed by unit investment trusts under the 1940 Act (except for unit investment trusts that are insurance company separate accounts issuing variable annuity or variable life insurance contracts, which instead register on Form N-4 and Form N-6, respectively). The form requires that certain material information about the trust, its sponsor, its trustees, and its operation be disclosed. The registration on Form N-8B-2 is a one-time filing that applies to the first series of the unit investment trust as well as any subsequent series that is issued by the sponsor.