

**SECURITIES AND EXCHANGE COMMISSION**  
**(Release No. 34-60996; File No. PCAOB-2009-03)**

November 13, 2009

**Public Company Accounting Oversight Board; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Postponing the Effective Date of Rules and Forms Related to Annual and Special Reporting by Registered Firms and Succession to the Registration Status of a Predecessor Firm**

Pursuant to Section 107(b) of the Sarbanes-Oxley Act of 2002 (the "Act"), notice is hereby given that on September 30, 2009, the Public Company Accounting Oversight Board (the "Board" or the "PCAOB") filed with the Securities and Exchange Commission (the "SEC" or "Commission") the proposed rule changes described in Items I, II, and III below, which items have been prepared by the Board. The PCAOB has designated the proposed rule change as "constituting a stated policy, practice, or interpretation with respect to the meaning, administration, or enforcement of an existing rule" under Section 19(b)(3)(A)(i) of the Securities Exchange of 1934 (as incorporated, by reference, into Section 107(b)(4) of the Act) and Rule 19b-4(f)(1), which renders the proposal effective upon receipt of this filing by the Commission. The Commission is publishing this notice to solicit comments on the proposed rule from interested persons.

I. Board's Statement of the Terms of Substance of the Proposed Rule Change

The Board is filing with the Commission a rule change to postpone, from October 12, 2009, to December 31, 2009, the effective date of PCAOB Rules 2200, Annual Report; 2201, Time for Filing of Annual Report; 2202, Annual Fee; 2203, Special Reports; 2204, Signatures; 2205, Amendments; 2206 Date of Filing; 2207, Assertions of Conflicts with Non-U.S. Laws; 2108, Succeeding to the Registration Status of a Predecessor; 2109, Procedure for Succeeding to

the Registration Status of a Predecessor; instructions to PCAOB Form 2, Annual Report Form; PCAOB Form 3, Special Report Form; and PCAOB Form 4, Succeeding to the Registration Status of a Predecessor; and related amendments to PCAOB Rules 1001(a)(vii), 1001(n)(ii), 1001(o)(i), 2107(c), 2107(f), 2300(a), 2300(b), 2300(c), 2300(f), 2300(g), 4000, and 4003(c).

II. Board's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, the Board included statements concerning the purpose of, and basis for, the proposed rule. The text of these statements may be examined at the places specified in Item IV below. The Board has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.

A. Board's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

(a) Purpose

In the Board's filings under Rule 19b-4 seeking Commission approval of the proposed rules and form instructions identified in Section I above (PCAOB-2008-04 (June 17, 2008) and PCAOB-2008-05 (August 4, 2008)), the Board stated that those proposed rules and form instructions would take effect 60 days after Commission approval. The Commission approved those rules and form instructions in Commission Release Nos. 34-60496 and 34-60497 on August 13, 2009. Accordingly, the rules and form instructions were to take effect on October 12, 2009.

On the date that the rules and form instructions take effect, deadlines will begin to run for registered firms to report certain information to the Board by filing prescribed forms electronically through the Board's Web-based system for processing and publishing those forms. Because of technical issues related to deploying that Web-based system, it now appears that the

system will not be sufficiently operational by October 12, 2009 to allow the filing of such forms by registered firms. Accordingly, the Board is delaying the effective date of the rules and form instructions to December 31, 2009 to permit time to resolve the technical issues and deploy the system.

The change in the effective date will have no impact on the timing of the first annual reports on Form 2 that will be required of registered firms pursuant to Rule 2200. Those reports will continue to be due by June 30, 2010, for the twelve-month period ending March 31, 2010, just as they would have been if the rules took effect on October 12, 2009. Similarly, the first annual fee due from firms pursuant to Rule 2202 will continue to be due by July 31, 2010, just as it would have been if the rules took effect on October 12, 2009.

Changing the effective date will, however, postpone to December 31, 2009 the onset of the obligation for registered firms to file special reports on Form 3 to report certain events that occur, and will similarly postpone the option of submitting a Form 4 to succeed to the registration status of a predecessor firm.

(b) Statutory Basis

The statutory basis for the proposed rule is Title I of the Act.

B. Board's Statement on Burden on Competition

The Board does not believe that the proposed rules will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

C. Board's Statement on Comments on the Proposed Rule Change Received from Members, Participants or Others

The Board did not solicit or receive written comments on the proposed rule change.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A) of the Securities Exchange of 1934 (as incorporated, by reference, into Section 107(b)(4) of the Act) and Rule 19b-4(f)(1) thereunder. At any time within 60 days of the filing of the proposed rule change, the Commission may summarily abrogate such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act.

#### IV. Solicitation of Comments

Interested persons are invited to submit written data, views and arguments concerning the foregoing, including whether the proposed rule is consistent with the requirements of Title I of the Act. Comments may be submitted by any of the following methods:

##### Electronic comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/pcaob.shtml>); or
- Send an e-mail to [rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include File Number PCAOB 2009-03 on the subject line.

##### Paper comments:

- Send paper comments in triplicate to Elizabeth M. Murphy, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number PCAOB 2009-03. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web sit (<http://www.sec.gov/rules/pcaob/shtml>).

Copies of the submission, all subsequent amendments, all written statements with respect to the

proposed rule that are filed with the Commission, and all written communications relating to the proposed rule between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for inspection and copying in the Commission's Public Reference Room, on official business days between the hours of 10:00 am and 3:00 pm. Copies of such filing will also be available for inspection and copying at the principal office of the PCAOB. All comments received will be posted without change; we do not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File No. PCAOB-2009-03 and should be submitted on or before [insert 21 days from publication in the Federal Register].

By the Commission.

Elizabeth M. Murphy  
Secretary