

SEPTEMBER 8, 2025

SEC GRANTS NO-ACTION RELIEF FROM RULE 17A-4 FOR RELIANCE ON CENTRAL REGISTRATION DEPOSITORY SYSTEM TO MAINTAIN ELECTRONICALLY SIGNED FORM U4 FILINGS

On September 5, 2025, the Staff of the Division of Trading and Markets of the U.S. Securities and Exchange Commission ("SEC") granted no-action relief that allows members of the Financial Industry Regulatory Authority, Inc. ("FINRA") to rely on the Central Registration Depository system ("CRD") to satisfy their record retention requirements under Rule 17a-4 ("Rule 17a-4") under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), with respect to Form U4 (Uniform Application for Securities Industry Registration or Transfer) filings that are electronically signed by individuals using FINRA's electronic signature functionality ("FINRA E-Signature functionality") and maintained on CRD (the "2025 Letter").¹

The 2025 Letter expands existing SEC no-action relief from 2008 (the "2008 Letter")² by allowing FINRA members to rely on CRD to maintain a broader array of registration-related records required to be retained under Rule 17a-4.³ It thereby relieves members of the administrative burden and cost of storing Forms U4 already maintained on CRD.

BACKGROUND

CRD is the central licensing and registration system used by FINRA, other self-regulatory organizations, the SEC, state securities regulators and FINRA members/broker-dealers to file, among other things, uniform registration forms maintained on CRD, including Form U4.

CRD also serves as a record retention system through which a FINRA member can satisfy the record retention requirements under Rule 17a-4 with respect to certain registration-related records maintained on CRD, pursuant to the 2008 SEC no-action relief. Specifically, in the 2008 Letter, the Staff stated that it would not recommend enforcement action if a FINRA member relies on CRD to satisfy its record retention requirements under Rule 17a-4 with respect to the following registration-related records maintained on CRD:

- Form U4 amendments that do not require the registered person's signature;
- Form U5 (Uniform Termination Notice for Securities Industry Registration) filings (both initial Forms U5 and any amendments) that do not require the registered person's signature; and

- Form BR (Uniform Branch Office Registration Form) filings (both initial filings and any amendments).

In 2021, FINRA amended FINRA Rule 1010(c) (Form U4 Filing Requirements) to permit a member (or applicant for membership) to file Form U4, and any amendments to the disclosure information on Form U4, based on either a manual or an electronically signed copy of the form provided to the member by the individual on whose behalf the form is being filed.⁴ The manually or electronically signed copy of the Form U4 must be retained by the member in accordance with the Rule 17a-4 requirements.

In conjunction with the 2021 amendments, FINRA deployed the FINRA E-Signature functionality in CRD that enables individuals to electronically sign their Forms U4, which is then maintained on CRD. The FINRA E-Signature functionality is available to any individual who has created an account on FINRA's Financial Professional Gateway (also referred to as "FinPro") and whose member has enabled the functionality.

RELIEF GRANTED

The 2025 Letter expands the 2008 Letter relief to Form U4 filings that are electronically signed by individuals using the FINRA E-Signature and maintained on CRD. The relief is subject to the following conditions (which align with the 2008 Letter conditions):

1. The forms are submitted by the FINRA member under the CRD entitlement program, security protocols and audit capabilities employed by FINRA;⁵
2. The forms are filed by the member under such member's CRD account;
3. The forms contain an electronic signature of the "appropriate signatory" of the member (that is, the person authorized by the member to execute the filing on such member's behalf); and
4. The forms are retained by CRD for the time periods that FINRA members/broker-dealers are required under Rule 17a-4 to retain such records.



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¹ [Letter from Raymond Lombardo, Assistant Director, SEC, to Afshin Atabaki, Vice President and Associate General Counsel, FINRA \(Sept. 5, 2025\).](#)

² [Letter from Thomas McGowan, Assistant Director, SEC, to Richard Pullano, Associate Vice President and Chief Counsel, FINRA \(Feb. 19, 2008\).](#)

³ Pursuant to Rule 17a-4(e)(1), FINRA members/broker-dealers are required to maintain and preserve in an easily accessible place Forms U4 until at least three years after the associated person’s employment and any other connection with the broker-dealer has terminated. According to FINRA, CRD retains these records for the requisite time period. See 2025 Letter, at n.13 of the Incoming Letter.

⁴ Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Permit Firms To File a Form U4 Based on an Electronically Signed Copy of the Form, Exchange Act Release No. 91262 (Mar. 5, 2021), 86 FR 13935 (Mar. 11, 2021). Prior to 2021, FINRA Rule 1010(c) required that every Form U4 filed with FINRA by a member (or applicant for membership) be based on a manually signed copy of the form provided to the member by the individual on whose behalf the Form U4 was being filed. Additionally, any amendments to the disclosure information on a Form U4 filed with FINRA required either a manually signed copy or a written acknowledgment from the associated person that the amended disclosure information was received and reviewed.

⁵ See 2025 Letter, at pages 5-6 of the Incoming Letter. According to FINRA, the CRD entitlement program, security protocols and audit capabilities are generally consistent with the audit-trail requirement for electronic recordkeeping systems under the SEC’s 2022 amendments to Rule 17a-4. See 2025 Letter, at n.11 of the Incoming Letter; see also Electronic Recordkeeping Requirements for Broker-Dealers, Security-Based Swap Dealers, and Major Security-Based Swap Participants, Exchange Act Release No. 96034 (Oct. 12, 2022), 87 FR 66412).