that in any given year approximately 24 (or 1 percent) of those issuers are likely to rely on rule 237 to make a public offering of their securities to participants, and that each of those 24 issuers, on average, distributes 3 different written offering documents concerning those securities, for a total of 72 offering documents.

The staff therefore estimates that during each year that rule 237 is in effect, approximately 24 respondents [5] would be required to make 72 responses by adding the new disclosure statements to approximately 72 written offering documents. Thus, the staff estimates that the total annual burden associated with the rule 237 disclosure requirement would be approximately 18 hours (108 offering documents × 10 minutes per document). The total annual cost of burden hours is estimated to be $4,980 (12 hours × $415 per hour of attorney time).[6]

In addition, issuers from foreign countries other than Canada could rely on rule 237 to offer securities to Canadian-U.S. Participants and sell securities to their accounts without becoming subject to the registration requirements of the Securities Act. However, the staff believes that the number of issuers from other countries that rely on rule 237, and that therefore are required to comply with the offering document disclosure requirements, is negligible.

These burden hour estimates are based upon the Commission staff's experience and discussions with the fund industry. The estimates of average burden hours are made solely for the purposes of the Paperwork Reduction Act. These estimates are not derived from a comprehensive or even a representative survey or study of the costs of Commission rules.

Compliance with the collection of information requirements of the rule is mandatory and is necessary to comply with the requirements of the rule in general. 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 control number.

Please direct your written comments to Charles Riddle, Acting Director/Chief Information Officer, Securities and Exchange Commission, C/O Candace Kenner, 100 F Street NE, Washington, DC 20549; or send an email to: *PRA_Mailbox@sec.gov.*

Dated: August 7, 2019.

Jill M. Peterson,

Assistant Secretary.

[FR Doc. 2019–17238 Filed 8–12–19; 8:45 am]

BILLING CODE 8011–01–P

[5] This estimate of respondents only includes foreign issuers. The number of respondents would be greater if foreign underwriters or broker-dealers draft stickers or supplements to add the required disclosure to existing offering documents.

[6] The Commission's estimate concerning the wage rate for attorney time is based on salary information for the securities industry compiled by the Securities Industry and Financial Markets Association (''SIFMA''). The $415 per hour figure for an attorney is from SIFMA's *Management & Professional Earnings in the Securities Industry 2013,* modified by Commission staff to account for an 1,800-hour work-year and multiplied by 5.35 to account for bonuses, firm size, employee benefits, overhead, and inflation.

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–86588; File No. SR–CBOE–2019–039]

Self-Regulatory Organizations; Cboe Exchange, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Amend Its Fees Schedule

August 7, 2019.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the ''Act''),[1] and Rule 19b–4 thereunder,[2] notice is hereby given that on August 1, 2019, Cboe Exchange, Inc. (the ''Exchange'' or ''Cboe Options'') filed with the Securities and Exchange Commission (the ''Commission'') the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the Exchange. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change

Cboe Exchange, Inc. (the ''Exchange'' or ''Cboe Options'') proposes to amend its Fees Schedule. The text of the proposed rule change is provided in Exhibit 5.

The text of the proposed rule change is also available on the Exchange's website (*http://www.cboe.com/AboutCBOE/CBOELegalRegulatoryHome.aspx*), at the Exchange's Office of the Secretary, and at the Commission's Public Reference Room.

[1] 15 U.S.C. 78s(b)(1).

[2] 17 CFR 240.19b–4.

II. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

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

A. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

1. Purpose

The Exchange proposes to amend its fees schedule to (i) amend the Cboe Options Clearing Trading Permit Holder Proprietary Products Sliding Scales Program (Proprietary Product Sliding Scales'') and (ii) amend the Marketing Fee program, effective August 1, 2019.

Proprietary Sliding Scales

The Proprietary Products Sliding Scales table provides that Clearing Trading Permit Holder Proprietary transaction fees for Clearing Trading Permit Holders (origin code ''F'') and for Non-Clearing Trading Permit Holder Affiliates (''Non-TPH Affiliates'') (origin code ''L'') (collectively, Clearing TPHs'') in Underlying Symbol List A [3] will be reduced provided a Clearing TPH reaches certain average daily volume (''ADV'') thresholds identified in Table A (the ''Firm Sliding Scale'') and Table B (the ''VIX Sliding Scale''). More specifically, Table A, the Firm Sliding Scale, provides for reduced Clearing TPH transaction fees in Underlying Symbol List A options, provided a Clearing TPH reaches certain ADV thresholds in all underlying symbols excluding Underlying Symbol List A on the Exchange in a month. Table B, the VIX Sliding Scale, provides for reduced Clearing TPH transaction fees in VIX, provided a Clearing TPH reaches certain VIX options volume thresholds during a month. For each Clearing TPH, the Exchange assesses the better of (a) the Firm Sliding Scale as applied to all Underlying Symbol List A products or (b) the Firm Sliding Scale as applied to all Underlying Symbol List A except

[3] *See* Cboe Options Footnote 34. Underlying Symbol List A currently includes OEX, XEO, RUT, RLG, RLV, RUI, AWDE, FTEM, FXTM, UKXM, SPX (includes SPXw), VIX, VOLATILITY INDEXES and binary options.

VIX, plus the discounted transaction fees as calculated under the VIX Sliding Scale. More specifically, for calculating a Clearing TPH's total proprietary product transaction fees, the Exchange currently uses the following methodology: If using the VIX Sliding Scale plus the Firm Sliding Scale (minus VIX options volume) results in lower total Clearing TPH proprietary transaction fees than just using the Firm Sliding Scale, the Exchange will apply the VIX Sliding Scale plus the Firm Sliding Scale (deducting the VIX options volume from the Firm Sliding Scale). If using the VIX Sliding Scale plus the Firm Sliding Scale (minus VIX options volume) results in higher total Clearing TPH proprietary transaction fees than just using the Firm Sliding Scale, the Exchange will apply only the Firm Sliding Scale.

In order to simplify and streamline the Proprietary Sliding Scales program, the Exchange proposes to make the Firm Sliding Scale and VIX Sliding Scales separate and independent programs. That is, the Exchange proposes to no longer assess the lesser amount of the transaction fees calculated using only the Firm Sliding Scale as applied to all Underlying Symbol List A products or (b) the Firm Sliding Scale as applied to all Underlying Symbol List A except VIX, plus the discounted transaction fees as calculated under the VIX Sliding Scale. Rather, all Underlying Symbol List A options, excluding VIX, will be subject to the ''Cboe Options Clearing Trading Permit Holder Proprietary Products Sliding Scale'' (formerly Table A) and all VIX volume will always be subject to the ''Cboe Options Clearing Trading Permit Holder VIX Sliding Scale'' (formerly Table B). The current methodology was originally adopted to provide a Clearing TPH with the most beneficial fee arrangement (the lowest fees) without double-counting VIX options volume. The Exchange notes however, the more beneficial fee arrangement for Clearing TPHs has historically and consistently been to apply the rates under the Firm Sliding Scale to all Underlying Symbol List A products excluding VIX and apply the rates under the VIX Sliding Scale to all VIX volume (which provides for the same end result as is being proposed by separating the program). For example, this result has been true for all Clearing TPHs to date this year 2019. As such, the Exchange believes the proposal to separate the sliding scale programs does not significantly or substantively impact Clearing TPHs.

Marketing Fee Program

The Exchange next proposes to amend its Marketing Fee program. By way of background the Marketing Fee is assessed on certain transactions of Market-Makers resulting from (i) customer orders from payment accepting firms, or (ii) customer orders that have designated a DPM under Cboe Options Rule 8.80, a ''Preferred Market-Maker'' under Cboe Options Rule 8.13 or a ''Lead Market-Maker'' under Cboe Options Rule 8.15 (collectively ''Preferenced Market-Maker''). The funds collected via this Marketing Fee are then put into pools controlled by the Preferenced Market-Maker. The Preferenced Market-Maker controlling a certain pool of funds can then determine the order flow provider(s) to which the funds should be directed in order to encourage such order flow provider(s) to send orders to the Exchange.

The Exchange proposes to simplify and amend the Marketing Fee program to provide that the Marketing Fee will be assessed on all transactions of Market-Makers resulting from any Customer order (instead of only Customer orders from (i) payment accepting firms or (ii) that have designated a Preferenced Market-Maker). The Exchange notes that currently, order flow providers are given the option of ''opting in'' to the Marketing Fee Program to be eligible to receive marketing fees (*i.e.,* become a payment accepting firm).[4] The Exchange notes that over time however, the vast majority of firms have become payment accepting firms and there are only a handful of order flow providers that are not payment accepting firms. The Exchange also notes that currently the vast majority of customer orders designate a Preferenced Market-Maker. Accordingly, the vast majority of Market-Maker orders that result from a Customer order are already subject to the Marketing Fee. While the Exchange has no way of predicting with certainty how the rule change will impact Trading Permit Holders, the Exchange anticipates the impact of the proposed change to be de minimis for all TPHs. Moreover, the Exchange believes the proposed change will also provide for more streamlined administration of the Marketing Fee program and uniform application of the Marketing Fee. Lastly, the proposed amendment to the Marketing Fee program will further harmonize the program with the corresponding Marketing Fee program of its affiliate exchange, Cboe EDGX Exchange, Inc., (''Cboe EDGX'') and is also in line with how other exchanges apply their respective marketing fee programs (*i.e.,* marketing fees apply to all Market-Maker transactions resulting from any Customer order).[5]

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with the objectives of Section 6 of the Act, in general, and furthers the objectives of Section 6(b)(4), in particular, as it is designed to provide for the equitable allocation of reasonable dues, fees and other charges among its Members and issuers and other persons using its facilities. The Exchange also believes that the proposed rule change is consistent with the objectives of Section 6(b)(5) requirements that the rules of an exchange be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest, and, particularly, is not designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

The Exchange believes that it is reasonable and equitable to separate the Proprietary Sliding Scales Program (*i.e.,* Table A, Firm Sliding Scale and Table B, VIX Sliding Scale), because Clearing TPHs are still eligible to receive discounted transaction fees for their Underlying Symbol List A volume. Additionally, as discussed above, under the current ''best of'' calculation, the most beneficial fee arrangement (the lowest fees) for Clearing TPHs has consistently and historically been to apply the rates under the Firm Sliding Scale on all Underlying Symbol List A products excluding VIX and apply the rates under the VIX Sliding Scale on all

[4] The Exchange has had no role with respect to the negotiations between Preferenced Market-Makers and payment accepting firms. Rather, the Exchange merely collects and administers the payment of the fee collected on those transactions for which the Preferenced Market-Maker has advised the Exchange that it has negotiated with a payment accepting firm to pay for the firm's order flow.

[5] *See e.g.,* Cboe EDGX Options Exchange Fee Schedule, Marketing Fees, which provides the marketing fees are charged to all Market Makers who are counterparties to a trade with a Customer. *See also* Nasdaq ISE, Options 7 Pricing Schedule, Section 6(E), Marketing Fee and NYSE American Options Fee Schedule, Section IA, Options Transaction Fees and Credits, Marketing Charges Per Contract for Electronic Transactions.

VIX volume, which is exactly how the programs will function separately as proposed. As such, the Exchange believes the proposal to separate the sliding scale programs does not significantly or substantively affect Clearing TPHs. Moreover, the proposed rule change streamlines and simplifies the Proprietary Sliding Scales program.

The Exchange also believes that notwithstanding the proposed rule change, the Firm Sliding Scale and VIX Sliding Scale will continue to incentivize option volume. Additionally, the Exchange notes that lower fees for executing more contracts is equitable and not unfairly discriminatory because it provides market participants with an incentive to execute more contracts on the Exchange. This brings greater liquidity and trading opportunity, which benefits all market participants. The Exchange believes that the proposed change is not unfairly discriminatory because it will apply to all Clearing TPHs uniformly. The Exchange also believes offering lower fees under the Proprietary Sliding Scale to Clearing TPHs and not other market participants is equitable and not unfairly discriminatory because Clearing TPHs must take on certain obligations and responsibilities, such as clearing and membership with the Options Clearing Corporation, as well as significant regulatory burdens and financial obligations, that other market participants are not required to undertake.

The Exchange believes the proposed rule change to apply the Marketing Fee to all Market-Maker transactions that result from Customer orders (instead of Customer orders that are from payment accepting firms or designate a Preferenced Market-Maker) is reasonable because the Marketing Fee amount is not changing. Rather, the proposed rule change results in the Marketing Fee being applied uniformly on all Market-Maker transactions where the counterparty is a Customer. As discussed above, the Exchange believes the proposed change will not have a significant impact, as the vast majority of Market-Maker-to-Customer transactions are already subject to the Marketing Fee as (i) only a few order flow providers are not already payment accepting firms and (ii) the majority of orders designate a Preferenced Market-Maker. The Exchange also note that the Marketing Fee program is designed to attract additional order flow to the Exchange, which would increase liquidity and benefit all market participants. Lastly, the proposed rule change enables a more streamlined administration of the Marketing Fee program and is in line with how other exchanges, including the Exchange's affiliate, administer their respective Marking Fee programs.[6]

B. Self-Regulatory Organization's Statement on Burden on Competition

The Exchange does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. Specifically, the Exchange does not believe that the proposed change will impose any burden on intramarket competitions that is not necessary or appropriate in furtherance of the purposes of the Act because the proposed change to the Proprietary Sliding Scales program and Marketing Fee Program, will be applied equally to Clearing TPHs and Market-Makers, respectively.

The Exchange does not believe that the proposed rule change will impose any burden on intermarket competition that is not necessary or appropriate in furtherance of the purposes of the Act because the proposed change relating to the Proprietary Sliding Scales program only affects Exchange proprietary products, which are traded exclusively on the Exchange. Additionally, the proposed change to the Marketing Fee program, mirrors how other exchanges, including Cboe EDGX, apply their respective marketing fees. The Exchange notes that neither proposed rule change it intended as a competitive pricing change, but rather as a change to streamline and simplify both programs.

C. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received From Members, Participants, or Others

The Exchange neither solicited nor received 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 Act[7] and paragraph (f) of Rule 19b–4[8] thereunder. At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend 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. If the Commission takes such action, the Commission will institute proceedings to determine whether the proposed rule change should be approved or disapproved.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change is consistent with 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/sro.shtml*); or
- Send an email to *rule-comments@sec.gov*. Please include File Number SR–CBOE–2019–039 on the subject line.

Paper Comments

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

All submissions should refer to File Number SR–CBOE–2019–039. This file number should be included on the subject line if email 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 website (*http://www.sec.gov/rules/sro.shtml*). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change 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 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. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions

[6] *See e.g.,* Cboe EDGX Options Exchange Fee Schedule, Marketing Fees, which provides the marketing fees are charged to all Market Makers who are counterparties to a trade with a Customer. *See also* Nasdaq ISE, Options 7 Pricing Schedule, Section 6(E), Marketing Fee and NYSE American Options Fee Schedule, Section IA, Options Transaction Fees and Credits, Marketing Charges Per Contract for Electronic Transactions.

[7] 15 U.S.C. 78s(b)(3)(A).

[8] 17 CFR 240.19b–4(f).

should refer to File Number SR–CBOE–2019–039 and should be submitted on or before September 3, 2019.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[9]

Jill M. Peterson,

Assistant Secretary.

[FR Doc. 2019–17233 Filed 8–12–19; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

[SEC File No. 270–507, OMB Control No. 3235–0563]

Proposed Collection; Comment Request

Upon Written Request, Copies Available From: Securities and Exchange Commission, Office of FOIA Services, 100 F Street, NE, Washington, DC 20549–2736

Extension:
Rule 17a–10

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

Section 17(a) of the Investment Company Act of 1940 (15 U.S.C. 80a–1 *et seq.*) (the ''Act''), generally prohibits affiliated persons of a registered investment company (''fund'') from borrowing money or other property from, or selling or buying securities or other property to or from, the fund or any company that the fund controls.[1] Section 2(a)(3) of the Act defines ''affiliated person'' of a fund to include its investment advisers.[2] Rule 17a–10 (17 CFR 270.17a–10) permits (i) a subadviser [3] of a fund to enter into transactions with funds the subadviser does not advise but that are affiliated persons of a fund that it does advise (*e.g.,* other funds in the fund complex), and (ii) a subadviser (and its affiliated persons) to enter into transactions and arrangements with funds the subadviser does advise, but only with respect to discrete portions of the subadvised fund for which the subadviser does not provide investment advice.

To qualify for the exemptions in rule 17a–10, the subadvisory relationship must be the sole reason why section 17(a) prohibits the transaction. In addition, the advisory contracts of the subadviser entering into the transaction, and any subadviser that is advising the purchasing portion of the fund, must prohibit the subadvisers from consulting with each other concerning securities transactions of the fund, and limit their responsibility to providing advice with respect to discrete portions of the fund's portfolio.[4] This requirement regarding the prohibitions and limitations in advisory contracts of subadvisers relying on the rule constitutes a collection of information under the PRA.[5]

The staff assumes that all existing funds with subadvisory contracts amended those contracts to comply with the adoption of rule 17a–10 in 2003, which conditioned certain exemptions upon these contractual alterations, and therefore there is no continuing burden for those funds.[6] However, the staff assumes that all newly formed subadvised funds, and funds that enter into new contracts with subadvisers, will incur the one-time burden by amending their contracts to add the terms required by the rule.

Based on an analysis of fund filings, the staff estimates that approximately 221 funds enter into new subadvisory agreements each year.[7] Based on discussions with industry representatives, the staff estimates that it will require approximately 3 attorney hours to draft and execute additional clauses in new subadvisory contracts in order for funds and subadvisers to be able to rely on the exemptions in rule 17a–10. Because these additional clauses are identical to the clauses that a fund would need to insert in their subadvisory contracts to rely on rules 10f–3 (17 CFR 270.10f–3), 12d3–1 (17 CFR 270.12d3–1), and 17e–1 (17 CFR 270.17e–1), and because we believe that funds that use one such rule generally use all of these rules, we apportion this 3 hour time burden equally among all four rules. Therefore, we estimate that the burden allocated to rule 17a-10 for this contract change would be 0.75 hours.[8] Assuming that all 221 funds that enter into new subadvisory contracts each year make the modification to their contract required by the rule, we estimate that the rule's contract modification requirement will result in 166 burden hours annually, with an associated cost of approximately $68,890.[9]

The estimate of average burden hours is made solely for the purposes of the PRA. The estimate is not derived from a comprehensive or even a representative survey or study of the costs of Commission rules. Complying with this collection of information requirement is necessary to obtain the benefit of relying on rule 17a–10. Responses will not be 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 control number.

Written comments are invited on: (a) Whether the proposed 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 collection 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 respondents, including through the use of automated collection techniques or other forms of information technology. Consideration will be given to comments and suggestions submitted in writing within 60 days of this publication.

[9] 17 CFR 200.30–3(a)(12).

[1] 15 U.S.C. 80a–17(a).

[2] 15 U.S.C. 80a–2(a)(3)(E).

[3] As defined in rule 17a–10(b)(2). 17 CFR 270.17a–10(b)(2).

[4] 17 CFR 270.17a–10(a)(2).

[5] 44 U.S.C. 3501.

[6] Transactions of Investment Companies With Portfolio and Subadviser Affiliates, Investment Company Act Release No. 25888 (Jan. 14, 2003) [68 FR 3153, (Jan. 22, 2003)]. We assume that funds formed after 2003 that intended to rely on rule 17a–10 would have included the required provision as a standard element in their initial subadvisory contracts.

[7] Based on data from Morningstar, as of March 2019, there are 12,407 registered funds (open-end funds, closed-end funds (including interval funds), and exchange-traded funds), 4,609 funds of which have subadvisory relationships (approximately 37%). Based on data from the 2019 ICI publications, 597 new funds were established in 2018 (582 open-end funds and exchange-traded funds (from the 2019 ICI Fact Book) + 15 closed-end funds (from the ICI Research Perspective, April 2019)). 597 new funds × 37% = 221 funds.

[8] This estimate is based on the following calculation: 3 hours ÷ 4 rules = 0.75 hours.

[9] These estimates are based on the following calculations: (0.75 hours × 221 portfolios = 166 burden hours); ($415 per hour × 166 hours = $68,890 total cost). The Commission's estimates concerning the wage rates for attorney time are based on salary information for the securities industry compiled by the Securities Industry and Financial Markets Association. The estimated wage figure is based on published rates for in-house attorneys, modified to account for a 1,800-hour work-year and inflation, and multiplied by 5.35 to account for bonuses, firm size, employee benefits, and overhead, yielding an effective hourly rate of $415. *See* Securities Industry and Financial Markets Association, Report on Management & Professional Earnings in the Securities Industry 2013.