

Dated: October 17, 2024.

Vanessa A. Countryman,
Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-101348; File No. SR-FICC-2024-010]

Self-Regulatory Organizations; Fixed Income Clearing Corporation; Notice of Designation of Longer Period for Commission Action on Proposed Rule Change To Adopt the Clearing Agency Framework for Certain Requirements on Governance and Conflicts of Interest

October 15, 2024.

On August 15, 2024, Fixed Income Clearing Corporation (“FICC”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change SR-FICC-2024-010 (“Proposed Rule Change”) pursuant to Section 19(b) of the Securities Exchange Act of 1934 (“Exchange Act”) ¹ and Rule 19b-4 ² thereunder to adopt a new framework entitled the “Clearing Agency Framework for Certain Requirements on Governance and Conflicts of Interest” (“Framework”) of FICC and its affiliates, the Depository Trust Company (“DTC”) and National Securities Clearing Corporation (“NSCC,” and together with FICC and DTC, the “Clearing Agencies”).³ The Proposed Rule Change was published for public comment in the **Federal Register** on September 3, 2024.⁴ The Commission has received no comments regarding the Proposed Rule Change.

Section 19(b)(2)(i) of the Exchange Act ⁵ provides that, within 45 days of the publication of notice of the filing of a proposed rule change, the Commission shall either approve the proposed rule change, disapprove the proposed rule change, or institute proceedings to determine whether the proposed rule change should be disapproved unless the Commission extends the period within which it must act as provided in Section 19(b)(2)(ii) of the Exchange Act.⁶ Section 19(b)(2)(ii) of the Exchange Act allows the Commission to designate a longer period for review (up

to 90 days from the publication of notice of the filing of a proposed rule change) if the Commission finds such longer period to be appropriate and publishes its reasons for so finding, or as to which the self-regulatory organization consents.⁷

The 45th day after publication of the Notice of Filing is October 18, 2024. To provide the Commission with sufficient time to consider the Proposed Rule Change, the Commission finds that it is appropriate to designate a longer period within which to act on the Proposed Rule Change and therefore is extending this 45-day time period.

Accordingly, the Commission, pursuant to Section 19(b)(2) of the Exchange Act,⁸ designates December 2, 2024, as the date by which the Commission shall either approve, disapprove, or institute proceedings to determine whether to disapprove proposed rule change SR-FICC-2024-010.

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

Sherry R. Haywood,
Assistant Secretary.

[FR Doc. 2024-24208 Filed 10-18-24; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

[Investment Company Act Release No. 35359; File No. 812-15518]

5C Lending Partners Corp., et al.

October 15, 2024.

AGENCY: Securities and Exchange Commission (“Commission” or “SEC”).

ACTION: Notice.

Notice of application for an order under sections 17(d) and 57(i) of the Investment Company Act of 1940 (the “Act”) and rule 17d-1 under the Act to permit certain joint transactions otherwise prohibited by sections 17(d) and 57(a)(4) of the Act and rule 17d-1 under the Act.

SUMMARY OF APPLICATION: Applicants request an order to permit certain business development companies and closed-end management investment companies to co-invest in portfolio companies with each other and with certain affiliated investment entities.

APPLICANTS: 5C Lending Partners Corp.; 5C Lending Partners Advisor LLC; 5C Investment Partners Advisor LLC; and 5C Lending Partners Co-Investment LP.

⁷ *Id.*

⁸ *Id.*

⁹ 17 CFR 200.30-3(a)(12).

FILING DATES: The application was filed on October 26, 2023, and amended on March 27, 2024, and July 10, 2024.

HEARING OR NOTIFICATION OF HEARING:

An order granting the requested relief will be issued unless the Commission orders a hearing. Interested persons may request a hearing on any application by emailing the SEC’s Secretary at Secretarys-Office@sec.gov and serving the Applicants with a copy of the request by email, if an email address is listed for the relevant Applicant below, or personally or by mail, if a physical address is listed for the relevant Applicant below. Hearing requests should be received by the Commission by 5:30 p.m. on November 12, 2024, and should be accompanied by proof of service on the Applicants, in the form of an affidavit or, for lawyers, a certificate of service. Pursuant to rule 0-5 under the Act, hearing requests should state the nature of the writer’s interest, any facts bearing upon the desirability of a hearing on the matter, the reason for the request, and the issues contested. Persons who wish to be notified of a hearing may request notification by emailing the Commission’s Secretary at Secretarys-Office@sec.gov.

ADDRESSES: The Commission: Secretarys-Office@sec.gov. Applicants: Thomas Connolly and Michael Koester, 5C Lending Partners Advisor LLC, at tom.connolly@5cinvest.com and michael.koester@5cinvest.com, respectively; and Nicole M. Runyan, P.C. and Pamela Poland Chen, Kirkland & Ellis LLP, at nicole.runyan@kirkland.com and pamela.chen@kirkland.com, respectively.

FOR FURTHER INFORMATION CONTACT:

Kieran G. Brown, Senior Counsel, or Terri Jordan, Branch Chief, at (202) 551-6825 (Division of Investment Management, Chief Counsel’s Office).

SUPPLEMENTARY INFORMATION: For Applicants’ representations, legal analysis, and conditions, please refer to Applicants’ second amended and restated application, dated July 10, 2024, which may be obtained via the Commission’s website by searching for the file number at the top of this document, or for an Applicant using the Company name search field, on the SEC’s EDGAR system.

The SEC’s EDGAR system may be searched at <https://www.sec.gov/edgar/searchedgar/legacy/companysearch.html>. You may also call the SEC’s Public Reference Room at (202) 551-8090.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ See Notice of Filing *infra* note 4, at 71 FR 593.

⁴ Securities Exchange Act Release No. 100843 (August 27, 2024), 71 FR 593 (September 3, 2024) (File No. SR-FICC-2024-010) (“Notice of Filing”).

⁵ 15 U.S.C. 78s(b)(2)(i).

⁶ 15 U.S.C. 78s(b)(2)(ii).

For the Commission, by the Division of Investment Management, under delegated authority.

Sherry R. Haywood,

Assistant Secretary.

[FR Doc. 2024–24217 Filed 10–18–24; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–101336; File No. SR–FINRA–2024–016]

Self-Regulatory Organizations; Financial Industry Regulatory Authority, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Make Technical and Other Non-Substantive Changes Within FINRA Rules

October 15, 2024.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”),¹ and Rule 19b–4 thereunder,² notice is hereby given that on October 4, 2024, the Financial Industry Regulatory Authority, Inc. (“FINRA”) filed with the Securities and Exchange Commission (“SEC” or “Commission”) the proposed rule change as described in Items I and II below, which Items have been prepared by FINRA. FINRA has designated the proposed rule change as constituting a “non-controversial” rule change under paragraph (f)(6) of Rule 19b–4 under the Act,³ 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 change from interested persons.

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

FINRA is proposing to make technical and other non-substantive changes within FINRA rules.

The text of the proposed rule change is available on FINRA’s website at <https://www.finra.org>, at the principal office of FINRA and at the Commission’s Public Reference Room.

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

In its filing with the Commission, FINRA 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. FINRA 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

On March 6, 2024, the SEC adopted amendments to Rule 600 of Regulation NMS to add new defined terms to and modify certain existing defined terms in Rule 600 that are used in Rule 605 of Regulation NMS.⁴ The amendments to Rule 600 of Regulation NMS became effective on June 14, 2024.⁵ As a result of the SEC amendments to Regulation NMS, certain cross references in FINRA rules have become outdated and inaccurate. In order to ensure clarity and avoid future inaccuracy in the event of further amendment to Regulation NMS, the proposed rule change would delete numeric cross references in the following FINRA rules: 5320 (Prohibition Against Trading Ahead of Customer Orders), 6110 (Trading Otherwise than on an Exchange), 6120 (Trading Halts), 6121 (Trading Halts Due to Extraordinary Market Volatility), 6140 (Other Trading Practices), 6182 (Trade Reporting of Short Sales), 6183 (Exemption from Trade Reporting Obligation for Certain Alternative Trading Systems), 6310A (General), 6320A (Definitions), 6310B (General), 6320B (Definitions), 6420 (Definitions), 6810 (Definitions), 7110 (Definitions) and 7230A (Trade Report Input).⁶ The proposed rule change would also update FINRA Rule 9217 (Violations Appropriate for Disposition Under Plan Pursuant to SEA Rule 19d–1(c)(2)) to remove specific paragraph references and instead refer generally to Rule 605 of Regulation NMS.⁷ In addition, the proposed rule change would delete references to FINRA Rules 7440 and 7450 in Rule 9217 to reflect the elimination of the Order Audit Trail System rules from the FINRA Manual.⁸

⁴ See Securities Exchange Act Release No. 99679 (March 6, 2024), 89 FR 26428 (April 15, 2024) (SEC File No. S7–29–22, Disclosure of Order Execution Information).

⁵ See *supra* note 4.

⁶ The proposed rule change would also make a technical correction to Rule 6810 to delete the reference to the definition of “Option” under Rule 600(b) of Regulation NMS, as this term is not defined in Rule 600(b).

⁷ See *supra* note 4.

⁸ See Securities Exchange Act Release No. 90535 (November 30, 2020), 85 FR 78395 (December 4,

Finally, the proposed rule change would make a technical change to Article IV, Section 3 (Membership—Executive Representative) of the FINRA By-Laws to replace reference to NASD Regulation website with FINRA website to reflect the current name of FINRA.⁹

FINRA has filed the proposed rule change for immediate effectiveness and has requested that the SEC waive the requirement that the proposed rule change not become operative for 30 days after the date of the filing, so FINRA can implement the proposed rule change immediately.

2. Statutory Basis

FINRA believes that the proposed rule change is consistent with the provisions of Section 15A(b)(6) of the Exchange Act,¹⁰ which requires, among other things, that FINRA rules must be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, and, in general, to protect investors and the public interest. FINRA believes the proposed rule change will provide greater clarity to members and the public regarding FINRA’s rules.

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

FINRA does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The proposed rule change brings clarity and consistency to FINRA rules without adding any burden on firms.

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

Written comments were neither solicited nor received.

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

FINRA has filed the proposed rule change pursuant to Section 19(b)(3)(A)

2020) (Notice of Filing and Order Granting Accelerated Approval of File No. SR–FINRA–2020–024) and Securities Exchange Act Release No. 92239 (June 23, 2021), 86 FR 34293 (June 29, 2021) (Notice of Filing and Immediate Effectiveness of File No. SR–FINRA–2021–017).

⁹ See Securities Exchange Act Release No. 56146 (July 26, 2007), 72 FR 42190 (August 1, 2007) (Notice of Filing and Order Granting Accelerated Approval of File No. SR–NASD–2007–053). The proposed rule change would also make a similar technical change to Rule 9217 to delete an outdated reference to NASD rules.

¹⁰ 15 U.S.C. 78o–3(b)(6).

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b–4.

³ 17 CFR 240.19b–4(f)(6).