

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 May 5, 2025, 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: Neena Reddy, Blue Owl Capital Corporation, neena.reddy@blueowl.com and Anne G. Oberndorf, Esq., Eversheds Sutherland (US) LLP, anneoberndorf@eversheds-sutherland.com.

FOR FURTHER INFORMATION CONTACT: Adam Large, Senior Special Counsel, Stephan N. Packs, Senior Counsel, or Daniele Marchesani, Assistant Chief Counsel, 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' Third Amended and Restated Application, dated April 9, 2025, 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 www.sec.gov/edgar/searchedgar/companysearch. You may also call the SEC's Office of Investor Education and Advocacy at (202) 551-8090.

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

Sherry R. Haywood,
Assistant Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-102788; File No. SR-MIAX-2025-16]

Self-Regulatory Organizations; Miami International Securities Exchange, LLC; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Amend Exchange Rule 1808, Trading Sessions

April 8, 2025.

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 March 27, 2025, Miami International Securities Exchange, LLC ("MIAX" or "Exchange") filed with the Securities and Exchange Commission ("Commission") a proposed rule change as described in Items I and II 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

The Exchange proposes to amend Exchange Rule 1808, Trading Sessions, subparagraph (g), Pricing When Primary Market Does Not Open, to now use the last reported sale price of the security from the previous trading day for purposes of calculating the current index value at expiration of Exchange listed index options on days when the primary market for the underlying security does not open.

The text of the proposed rule change is available on the Exchange's website at <https://www.miaxglobal.com/markets/us-options/all-options-exchanges/rule-filings>, at MIAX's principal office, 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, 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 Exchange Rule 1808(g) regarding determination of the price of component securities for purposes of calculating the current index value at expiration of Exchange listed index options on days when the primary market for the underlying security does not open. At the time of this filing, the proposed rule change would apply to only to A.M.-settled index options.³

Currently, Exchange Rule 1808(g) provides that when the primary market for a security underlying the current index value of an index option does not open for trading on a given day, the price of that security shall be determined, for purposes of calculating the current index value at expiration, based on the opening price of that security on the next day that its primary market is open for trading.⁴

The Exchange now proposes to delete from the rule the language providing for determination of the price of the component security, for purposes of calculating the current index value at expiration, based on the opening price of that security on the next day that its primary market is open for trading. The Exchange proposes to amend Exchange Rule 1808(g) so that it provides that

³ On March 10, 2025, the Exchange filed SR-MIAX-2025-08 with the Securities and Exchange Commission ("Commission") to, among other things, permit the listing and trading of cash-settled index options on the Bloomberg US Large Cap Price Return Index ("B500 Index"). See Securities Exchange Act Release No. 102580 (March 11, 2025), 90 FR 12411 (March 17, 2025) (SR-MIAX-2025-08) (Notice of Filing of a Proposed Rule Change by Miami International Securities Exchange, LLC To Amend Certain MIAX Options Exchange Rules To Permit the Listing and Trading of Cash-Settled Index Options on the Bloomberg US Large Cap Price Return Index (the "B500 Index"). If the Commission approves SR-MIAX-2025-08, the Exchange will be permitted to, among other things, list and trade P.M.-settled index options on the B500 Index. See *id.* at proposed Interpretation and Policy .06 to Exchange Rule 1809. Currently, traditional index options expiring on the third Friday of the month are A.M.-settled, meaning that the index option's settlement value is calculated based upon opening prices of the index's component securities on the last day of trading in the component securities prior to expiration, normally on Friday morning. By contrast, the settlement of P.M.-settled index options (if the Exchange's proposed rules to list such index options are approved) will be based upon the closing index value, which will be determined from the last index value reported on a business day for the expiring P.M.-settled index option.

⁴ Exchange Rule 1808(g) provides that this procedure is not to be used if the current index value at expiration is fixed in accordance with the Rules and By-Laws of the Options Clearing Corporation ("OCC").

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

when the primary market for a security underlying the current index value of an index option does not open for trading on a given day, which is an expiration day, for the purposes of calculating the settlement price at expiration, the last reported sale price of the security from the previous trading day shall be used.⁵ The Exchange notes that other options exchanges also use the last reported sale price of the security from the previous trading day for purposes of calculating the current index value at expiration of exchange listed index options on days when the primary market for the underlying security does not open.⁶ The revised provision would provide Members⁷ with the certainty of knowing the settlement value on the day on which the primary market fails to open. Additionally, the proposed rule change would eliminate the potential difficulties that could arise if the reporting authority for the index were unwilling or unable to calculate the settlement value using prices for the relevant security(ies) on the next day that its primary market is open for trading.⁸

The rule would continue to provide that this procedure shall not be used if the current index value at expiration is fixed in accordance with OCC rules and by-laws. This language recognizes that OCC is authorized under its rules and by-laws to take certain actions relating to settlement in the event of the unavailability or inaccuracy of the current underlying interest value.⁹ The

⁵ Exchange Rule 1808(g) would continue to apply to A.M.-settled index options and, if approved, P.M.-settled index options.

⁶ See e.g. Nasdaq ISE, LLC (“ISE”) Rules, ISE Options 4A, Section 4(b), Pricing When Primary Market Does Not Open, available at <https://listingcenter.nasdaq.com/rulebook/ise/rules/ISE%20Options%204A> (last visited March 14, 2025); see also Nasdaq Stock Market LLC (“Nasdaq”) Rules, Nasdaq Options 4A, Section 11(g), Pricing When Primary Market Does Not Open, available at <https://listingcenter.nasdaq.com/rulebook/nasdaq/rules/Nasdaq%20Options%204A> (last visited March 14, 2025); see also Nasdaq PHLX, LLC (“PHLX”) Rules, PHLX Options 4A, Section 4(b), Pricing When Primary Market Does Not Open, available at <https://listingcenter.nasdaq.com/rulebook/phlx/rules/Phlx%20Options%204A> (last visited March 14, 2025).

⁷ The term “Member” means an individual or organization approved to exercise the trading rights associated with a Trading Permit. Members are deemed “members” under the Exchange Act. See Exchange Rule 100.

⁸ See Securities Exchange Act Release No. 102580 (March 11, 2025) (not yet published in the **Federal Register**) (Bloomberg Index Services Limited is the reporting authority for the B500 Index).

⁹ See OCC By-Laws Article XVII, Section 4(a), which provides in relevant part that if OCC shall determine that the primary market(s) (as determined by the Corporation) for one or more index components did not open or remain open for trading (or that any such components did not open

Exchange proposes to retain this language in recognition of OCC’s authority to establish settlement prices and procedures in certain circumstances where normal settlement procedures cannot be followed due unforeseen events, such as the unanticipated closure of a primary market for a component security on a day on which it would normally be open for trading. The Exchange would thus retain the last sentence of Rule 1808(g) which will make clear that the new procedure would not apply in the event that OCC exercises its authority to determine settlement prices. Rather, the proposed rule change would apply only when a primary market does not open and OCC elects not to exercise its authority to intervene and take action to establish a settlement price.

The Exchange notes that Exchange Rule 1808(g) as proposed to be amended by this filing, is incorporated by reference into the rulebooks of the Exchange’s affiliates, MIAX PEARL, LLC (“MIAX Pearl”), MIAX Emerald, LLC (“MIAX Emerald”), and MIAX Sapphire, LLC (“MIAX Sapphire”). As such, the amendment to Exchange Rule 1808(g) proposed herein will also apply to MIAX Pearl, MIAX Emerald, and MIAX Sapphire members.

2. Statutory Basis

The Exchange believes the proposed rule change is consistent with the Securities Exchange Act of 1934 (the “Act”) and the rules and regulations thereunder applicable to the Exchange and, in particular, the requirements of Section 6(b) of the Act.¹⁰ Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)¹¹ 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

or remain open for trading on such market(s) on a trading day at or before the time when the current index value for that trading day would ordinarily be determined, or that a current index value or other value or price to be used as, or to determine, the exercise settlement amount (a “required value”) for a trading day is otherwise unreported, inaccurate, unreliable, unavailable or inappropriate for purposes of calculating the exercise settlement amount, then, in addition to any other actions that OCC may be entitled to take under the By-Laws and Rules, OCC shall be empowered to do any or all of the following with respect to any series of options on such index, including fixing the exercise settlement amount.

¹⁰ 15 U.S.C. 78f(b).

¹¹ 15 U.S.C. 78f(b)(5).

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.

The Exchange believes that the proposed change is designed to remove impediments to and perfect the mechanism of a free and open market and a national market system because it would provide Members with the certainty of knowing the settlement value on the day on which the primary market fails to open, and eliminate the potential difficulties that could arise if the reporting authority for the index were unwilling or unable to calculate the settlement value using prices for the relevant security(ies) on the next day that its primary market is open for trading.

It would also acknowledge clearly, however, that OCC may, under its rules and by-laws, establish settlement prices for expiring index options that may differ from the settlement prices that would otherwise be provided for in Exchange rules, thereby protecting investors and the public interest by reducing potential for confusion in that regard.

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.

Intra-Market Competition

This proposal does not create an unnecessary or inappropriate intra-market burden on competition because the proposed change will apply uniformly to all Members. Further, the proposed change is not designed to address any competitive issues.

Inter-Market Competition

The Exchange believes that this proposal does not create an unnecessary or inappropriate inter-market burden on competition. On the contrary, the Exchange believes that the proposed rule change will benefit investors, market participants, and the marketplace in general by providing Members with the certainty of knowing the settlement price on the day on which the primary market fails to open, eliminating the potential difficulties that could arise if the reporting authority for the index were unwilling or unable to calculate the settlement value using prices for the relevant security(ies) on the next day that its primary market is open for trading, and retaining the existing provision stating that the Exchange will defer to OCC in

the determination of settlement prices when and if OCC exercises its authority under its own settlement price procedures in accordance with its rules and by-laws. The Exchange believes this proposal does not impose any burden on inter-market competition because this is not a competitive proposal as other options exchanges also use the last reported sale price of the security from the previous trading day for purposes of calculating the current index value at expiration of exchange listed index options on days when the primary market for the underlying security does not open.¹²

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

Pursuant to Section 19(b)(3)(A) of the Act¹³ and Rule 19b-4(f)(6)¹⁴ thereunder, the Exchange has designated this proposal as one that effects a change that: (i) does not significantly affect the protection of investors or the public interest; (ii) does not impose any significant burden on competition; and (iii) by its terms, does not become operative for 30 days after the date of the filing, or such shorter time as the Commission may designate if consistent with the protection of investors and the public interest.

A proposed rule change filed under Rule 19b-4(f)(6)¹⁵ normally does not become operative prior to 30 days after the date of the filing. However, pursuant to Rule 19b-4(f)(6)(iii),¹⁶ the Commission may designate a shorter time if such action is consistent with the protection of investors and the public interest. The Exchange has asked the Commission to waive the 30-day operative delay so that the proposed rule change may become operative upon filing. In the filing, the Exchange stated that other options exchanges similarly use the last reported sale price of the security from the previous trading day for purposes of calculating the current index value at expiration of exchange listed index options on days when the primary market for the underlying security does not open.¹⁷ The Exchange

also highlighted that the change will allow investors the certainty of knowing the settlement price on the day on which the primary market of an underlying component fails to open, and would mitigate against issues that could arise if the reporting authority for the index were unwilling or unable to calculate the settlement value using prices for the relevant security(ies) on the next day that its primary market is open for trading. The proposed modification to Rule 1808(g) does not raise any novel issues and provides clarity to market participants regarding determination of the price of component securities for purposes of calculating the current index value at expiration of Exchange listed index options on days when the primary market for the underlying security does not open, and therefore, waiver of the 30-day operative delay is consistent with the protection of investors and the public interest. Accordingly, the Commission hereby waives the operative delay and designates the proposal operative upon filing.¹⁸

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 shall institute proceedings to determine whether the proposed rule 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 (<https://www.sec.gov/rules/sro.shtml>); or
- Send an email to rule-comments@sec.gov. Please include file number SR-MIAX-2025-16 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.

¹⁸ For purposes only of waiving the 30-day operative delay, the Commission has considered the proposed rule's impact on efficiency, competition, and capital formation. See 15 U.S.C. 78c(f).

All submissions should refer to file number SR-MIAX-2025-16. 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 (<https://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 a.m. and 3 p.m. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. Do not include personal identifiable information in submissions; you should submit only information that you wish to make available publicly. We may redact in part or withhold entirely from publication submitted material that is obscene or subject to copyright protection. All submissions should refer to file number SR-MIAX-2025-16 and should be submitted on or before May 5, 2025.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹⁹

Sherry R. Haywood,
Assistant Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-102789; File No. SR-MEMX-2025-09]

Self-Regulatory Organizations; MEMX LLC; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Amend the Exchange's Equities Fee Schedule Concerning Additive Rebates

April 8, 2025.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the "Act"),¹ and Rule 19b-4 thereunder,²

¹⁹ 17 CFR 200.30-3(a)(12).

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

¹² See *supra* note 6.

¹³ 15 U.S.C. 78s(b)(3)(A).

¹⁴ 17 CFR 240.19b-4(f)(6).

¹⁵ 17 CFR 240.19b-4(f)(6).

¹⁶ 17 CFR 240.19b-4(f)(6)(iii).

¹⁷ See *supra* note 6.