

SECURITIES AND EXCHANGE COMMISSION

[SEC File No. 270–281, OMB Control No. 3235–0316]

**Submission for OMB Review;
Comment Request; Extension: Form N–3**

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

Notice is hereby given that, pursuant to the Paperwork Reduction Act of 1995 (44 U.S.C. 3501 *et seq.*), the Securities and Exchange Commission (the “Commission”) has submitted to the Office of Management and Budget a request for extension of the previously approved collection of information discussed below.

The title for the collection of information is “Form N–3 (17 CFR 239.17a and 274.11b) under the Securities Act of 1933 (15 U.S.C. 77) and under the Investment Company Act of 1940 (15 U.S.C. 80a), Registration Statement of Separate Accounts Organized as Management Investment Companies.” Form N–3 is the form used by separate accounts offering variable annuity contracts which are organized as management investment companies to register under the Investment Company Act of 1940 (“Investment Company Act”) and/or to register their securities under the Securities Act of 1933 (“Securities Act”). Form N–3 is also the form used to file a registration statement under the Securities Act (and any amendments thereto) for variable annuity contracts funded by separate accounts which would be required to be registered under the Investment Company Act as management investment companies except for the exclusion provided by Section 3(c)(11) of the Investment Company Act (15 U.S.C. 80a–3(c)(11)). Section 5 of the Securities Act (15 U.S.C. 77e) requires the filing of a registration statement prior to the offer of securities to the public and that the statement be effective before any securities are sold, and Section 8 of the Investment Company Act (15 U.S.C. 80a–8) requires a separate account to register as an investment company.

Form N–3 also permits separate accounts offering variable annuity contracts which are organized as investment companies to provide investors with a prospectus and a statement of additional information covering essential information about the separate account when it makes an

initial or additional offering of its securities. Section 5(b) of the Securities Act requires that investors be provided with a prospectus containing the information required in a registration statement prior to the sale or at the time of confirmation or delivery of the securities. The form also may be used by the Commission in its regulatory review, inspection, and policy-making roles.

Commission staff estimates that there will be 1 initial registration statement over the next three years and 6 insurer separate accounts that file post-effective amendments on Form N–3 per year, with an average of 3 investment options per post-effective amendment. The Commission further estimates that the hour burden for preparing and filing a post-effective amendment on Form N–3 is 157.55 hours per portfolio. The total annual hour burden for preparing and filing post-effective amendments is 2,836 hours (6 post-effective amendments $\times$ 3 investment options per post-effective amendment $\times$ 157.55 hours per portfolio). The estimated annual hour burden for preparing and filing initial registration statements is 309 hours. The total annual hour burden for Form N–3, therefore, is estimated to be 3,145 hours (2,836 hours + 309 hours). Respondents may rely on outside counsel or auditors in connection with the preparation and filing of Form N–3. Commission staff estimates that the annual cost burden associated with preparing and filing Form N–3 is \$139,696.

The information collection requirements imposed by Form N–3 are mandatory. Responses to the collection of information 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.

The public may view background documentation for this information collection at the following website: www.reginfo.gov. Find this particular information collection by selecting “Currently under 30-day Review—Open for Public Comments” or by using the search function. Written comments and recommendations for the proposed information collection should be sent within 30 days of publication of this notice by May 30, 2023 to (i) MBX.OMB.OIRA.SEC_desk_officer@omb.eop.gov and (ii) David Bottom, Director/Chief Information Officer, Securities and Exchange Commission, c/o John Pezzullo, 100 F Street NE, Washington, DC 20549, or by sending an email to: PRA_Mailbox@sec.gov.

Dated: April 24, 2023.

Sherry R. Haywood,
Assistant Secretary.

[FR Doc. 2023–08879 Filed 4–26–23; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–97348; File No. SR–ICC–2023–002]

Self-Regulatory Organizations; ICE Clear Credit LLC; Notice of Designation of Longer Period for Commission Action on Proposed Rule Relating to the Clearance of Additional Credit Default Swap Contracts

April 21, 2023.

On February 28, 2023, ICE Clear Credit LLC (“ICC”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change SR–ICC–2023–002 (“Proposed Rule Change”) pursuant to Section 19(b) of the Securities Exchange Act of 1934 (“Exchange Act”) ¹ and Rule 19b–4 ² thereunder a proposed rule change to clear additional credit default swap contracts. ³ The Proposed Rule Change was published for public comment in the **Federal Register** on March 15, 2023. ⁴ The Commission has not received comments regarding the proposal described in the Proposed Rule Change.

Section 19(b)(2) of the Exchange Act ⁵ provides that, within 45 days of the publication of notice of the filing of a proposed rule change, or within such longer period up to 90 days as the Commission may designate if it finds such longer period to be appropriate and publishes its reasons for so finding, or as to which the self-regulatory organization consents, 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. The 45th day after publication of the Notice of Filing is April 29, 2023. The Commission is extending this 45-day time period.

In order to provide the Commission with sufficient time to consider the Proposed Rule Change, the Commission

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b–4.

³ See Notice of Filing *infra* note 4, 88 FR at 16042.

⁴ Self-Regulatory Organizations; ICE Clear Credit LLC; Notice of Filing of Proposed Rule Change Relating to the Clearance of Additional Credit Default Swap Contracts; Exchange Act Release No. 97094 (Mar. 9, 2023), 88 FR 16042 (Mar. 15, 2023) (File No. SR–ICC–2023–002) (“Notice”).

⁵ 15 U.S.C. 78s(b)(2).

finds that it is appropriate to designate a longer period within which to take action on the Proposed Rule Change.

Accordingly, the Commission, pursuant to Section 19(b)(2) of the Exchange Act,⁶ designates June 13, 2023 as the date by which the Commission shall either approve, disapprove, or institute proceedings to determine whether to disapprove proposed rule change SR-ICC-2023-002.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.⁷

Sherry R. Haywood,
Assistant Secretary.

[FR Doc. 2023-08829 Filed 4-26-23; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-97346; File No. SR-LTSE-2023-02]

Self-Regulatory Organizations; Long-Term Stock Exchange, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Extend the Term That Newly and Currently Listed Companies May Receive Capital Markets Solutions on a Complimentary Basis Under LTSE Rule 14.602

April 21, 2023.

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 April 12, 2023, Long-Term Stock Exchange, Inc. (“LTSE” or the “Exchange”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as described in Items I and II below, which Items have been prepared by the self-regulatory organization. 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

LTSE proposes to extend from one year, to three-years, the term that newly and currently listed Companies may receive Capital Markets Solutions on a complimentary basis under LTSE Rule 14.602.

The text of the proposed rule change is available at the Exchange’s website at <https://longtermstockexchange.com/>, at the principal office of the Exchange, and

at the Commission’s Public Reference Room.

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

In its filing with the Commission, the self-regulatory organization 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 self-regulatory organization 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

In March 2022, LTSE began offering complimentary Capital Markets Solutions to newly listed and currently listed Companies following the Commission’s approval of relevant amendments to Rule 14.602.³ Based on LTSE’s experience with offering Capital Markets Solutions, as well as in response to changes in the competitive landscape and market conditions, the Exchange proposes to extend from one year, to a three-year term, the period that newly listed Companies and currently listed Companies may receive the complimentary Capital Markets Solutions under LTSE Rule 14.602. This proposed change impacts the duration for which Capital Markets Solutions are to be provided and does not otherwise impact the nature or substance of the offerings under LTSE Rule 14.602.

As described in the prior approval order by the Commission,⁴ the Capital Markets Solutions has two components: (i) an Investor Alignment Solution, and (ii) the Long-Term Investor Platform (“LTIP”). The Investor Alignment Solution provides Companies with detailed institutional investor analytics and insights into investor behavior to enable them to evaluate the behaviors of select investors and provide them with a deeper understanding of the ESG landscape and their positioning. For each receiving Company, the Exchange’s affiliate company, LTSE Services, Inc. (“LTSE Services”) ⁵ analyzes the ESG

profile of institutional investors in order to understand and identify relevant sources of capital to aid the Company in honing and achieving strategic priorities. A highly-experienced, multi-disciplinary team is deployed to support this long-term governance and capital markets strategy. The Exchange believes that the Investor Alignment Solution furthers the Exchange’s goal of facilitating long-term focus and value creation for companies and investors. The nature or substance of this offering under LTSE Rule 14.602 is not impacted by the proposed rule change.

The LTIP is a platform that provides listed Companies with a means to upload and effectively manage and utilize their registered shareholder data received from their transfer agent. For example, the LTIP allows Companies to more easily track, analyze and utilize registered shareholder data in support of their investor relations, strategic initiatives, board review and governance functions. Additionally, as part of the LTIP, LTSE Services will assist ⁶ Companies with methods of outreach to and education of existing or potential investors regarding the process for becoming a registered shareholder, including the need for investors to work with their broker-dealer to complete a submission to the DRS Profile System maintained by the DTC.⁷

Proposed Rule 14.602(b)(2)(A) would provide that within 90 days of listing on the Exchange, a Company has the option to request and commence receiving the Capital Markets Solutions on a complimentary basis for a three-year term. As is the case in the current rule text, the three-year term will begin from the date of first use of the Capital Markets Solutions by the newly-listed Company, subject to the 90-day period from the date of listing to request and begin receiving the service. The only

maintains a commercial relationship with LTSE Services to leverage the company’s technological expertise to support the Exchange’s software needs. See In the Matter of the Application of Long Term Stock Exchange, Inc.; for Registration as a National Securities Exchange; Findings, Opinion, and Order of the Commission, Securities Exchange Act Release No. 85828 (May 10, 2019), 84 FR 21841, 21842 (May 15, 2019). LTSE Services also provides communications and marketing services to the Exchange.

⁶ The registered shareholder information in LTIP is proprietary to the Company and viewable only by the Company and its authorized agent.

⁷ Any outreach to existing or potential investors is entirely at the discretion of the Company and will be conducted exclusively by the Company; no personnel from LTSE Services or LTSE will have any role in communicating with investors on behalf of the Company. The LTIP also will, based on customer demand, provide a means for the Company to communicate with registered shareholders who choose to participate on the Company’s LTIP account.

⁶ *Id.*

⁷ 17 CFR 200.30-3(a)(31).

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ See Securities Exchange Act Release No. 94465 (March 18, 2022), 87 FR 16800 (March 24, 2022) File No. SR-LTSE-2021-08.

⁴ *Id.*

⁵ As noted in the Commission’s order approving LTSE as a national securities exchange, LTSE