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- **NRC's Agencywide Documents Access and Management System (ADAMS):** You may obtain publicly available documents online in the ADAMS Public Documents collection at <https://www.nrc.gov/reading-rm/adams.html>. To begin the search, select "Begin Web-based ADAMS Search." For problems with ADAMS, please contact the NRC's Public Document Room (PDR) reference staff at 1-800-397-4209, 301-415-4737, or by email to pdr.resource@nrc.gov. The ADAMS accession number for each document referenced in this document (if that document is available in ADAMS) is provided the first time that a document is referenced.

- **NRC's PDR:** You may examine and purchase copies of public documents at the NRC's PDR, Room O1-F21, One White Flint North, 11555 Rockville Pike, Rockville, Maryland 20852.

FOR FURTHER INFORMATION CONTACT:

Chandu Patel, Office of New Reactors, U.S. Nuclear Regulatory Commission, Washington, DC 20555-0001; telephone: 301-415-3025; email: Chandu.Patel@nrc.gov.

SUPPLEMENTARY INFORMATION:

I. Licensee Notification of Completion of ITAAC

Southern Nuclear Operating Company, Inc. (SNC), Georgia Power Company, Oglethorpe Power Corporation, MEAG Power SPVM, LLC., MEAG Power SPVJ, LLC., MEAG Power SPVP, LLC., and the City of Dalton, Georgia, (hereafter called the licensee) has submitted ITAAC closure notifications (ICNs) under section 52.99(c)(1) of title 10 of the *Code of Federal Regulations* (10 CFR), informing the NRC that the licensee has successfully performed the required inspections, tests, and analyses, and that the acceptance criteria are met for:

VEGP Unit 3 ITAAC

2.2.03.08c.vi.03 (191), 2.5.04.01 (556), 2.6.09.05b (645), 3.3.00.02a.ii.e (768), 2.6.03.04j (876), and 2.6.05.03i (630).

VEGP Unit 4 ITAAC

2.2.03.09a.iii (203), 2.3.05.03c.i (349), 2.3.05.03d.i (351), 2.6.09.05b (645), 3.3.00.06b (788), and 2.6.03.04j (876).

The ITAAC for VEGP Unit 3 are in Appendix C of the VEGP Unit 3 combined license (ADAMS Accession No. ML14100A106). The ITAAC for VEGP Unit 4 are in Appendix C of VEGP

Unit 4 combined license (ADAMS Accession No. ML14100A135).

II. Licensee ITAAC Post-Closure Notifications (IPCNs)

Since the last **Federal Register** notice of the NRC staff's determinations of successful completion of inspections, tests, and analyses for VEGP Units 3 and 4 (October 15, 2019; 84 FR 55183), the NRC staff has not made additional determinations of the successful completion of inspections, tests, and analyses based on licensee IPCNs submitted under 10 CFR 52.99(c)(2).

III. NRC Staff Determination of Completion of ITAAC

The NRC staff has determined that the specified inspections, tests, and analyses have been successfully completed, and that the specified acceptance criteria are met. The documentation of the NRC staff's determination is in the ITAAC Closure Verification Evaluation Form (VEF) for each ITAAC. The VEF is a form that represents the NRC staff's structured process for reviewing ICNs and IPCNs.

Each ICN presents a narrative description of how the ITAAC was completed. The NRC's ICN review process involves a determination on whether, among other things: (1) Each ICN provides sufficient information, including a summary of the methodology used to perform the ITAAC, to demonstrate that the inspections, tests, and analyses have been successfully completed; (2) each ICN provides sufficient information to demonstrate that the acceptance criteria of the ITAAC are met; and (3) any NRC inspections for the ITAAC have been completed and any ITAAC findings associated with that ITAAC have been closed. The NRC's review process for IPCNs is similar to that for ICNs but focuses on how the licensee addressed the new material information giving rise to the IPCN.

The NRC staff's determination of the successful completion of these ITAAC is based on information available at this time and is subject to the licensee's ability to maintain the condition that the acceptance criteria are met. If the NRC staff receives new information that suggests the NRC staff's determination on any of these ITAAC is incorrect, then the NRC staff will determine whether to reopen that ITAAC (including withdrawing the NRC staff's determination on that ITAAC). The NRC staff's determination will be used to support a subsequent finding, pursuant to 10 CFR 52.103(g), at the end of construction that all acceptance criteria in the combined license are met. The

ITAAC closure process is not finalized for these ITAAC until the NRC makes an affirmative finding under 10 CFR 52.103(g). Any future updates to the status of these ITAAC will be reflected on the NRC's website at <https://www.nrc.gov/reactors/new-reactors/oversight/itaac.html>.

This notice fulfills the NRC staff's obligations under 10 CFR 52.99(e)(1) to publish a notice in the **Federal Register** of the NRC staff's determination of the successful completion of inspections, tests, and analyses.

Vogtle Electric Generating Plant Unit 3, Docket No. 5200025

A complete list of the review status for VEGP Unit 3 ITAAC, including the submission date and ADAMS Accession Number for each ICN received, the ADAMS Accession Number for each VEF, and the ADAMS Accession Numbers for the inspection reports associated with these specific ITAAC, can be found on the NRC's website at <https://www.nrc.gov/reactors/new-reactors/new-licensing-files/vog3-icnsr.pdf>.

Vogtle Electric Generating Plant Unit 4, Docket No. 5200026

A complete list of the review status for VEGP Unit 4 ITAAC, including the submission date and ADAMS accession number for each ICN and IPCN received, the ADAMS accession number for each VEF, and the ADAMS accession numbers for the inspection reports associated with these specific ITAAC, can be found on the NRC's website at <https://www.nrc.gov/reactors/new-reactors/new-licensing-files/vog4-icnsr.pdf>.

Dated at Rockville, Maryland, this 28th day of January 2020.

For the Nuclear Regulatory Commission.

Victor E. Hall,

Chief, Vogtle Project Office, Office of Nuclear Reactor Regulation.

[FR Doc. 2020-01921 Filed 1-31-20; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

Sunshine Act Meetings

TIME AND DATE: Notice is hereby given, pursuant to the provisions of the Government in the Sunshine Act, Public Law 94-409, that the Securities and Exchange Commission Small Business Capital Formation Advisory Committee on Small and Emerging Companies will hold a public meeting on Tuesday February 4, 2020, in Multi-Purpose

Room LL-006 at the Commission's headquarters, 100 F Street NE, Washington, DC 20549.

PLACE: The meeting will begin at 9:30 a.m. (ET) and will be open to the public. Seating will be on a first-come, first-served basis. Doors will open at 9:00 a.m. Visitors will be subject to security checks. The meeting will be webcast on the Commission's website at www.sec.gov.

STATUS: On January 22, 2020, the Commission published notice of the Committee meeting (Release No. 33-10747), indicating that the meeting is open to the public and inviting the public to submit written comments to the Committee. This Sunshine Act notice is being issued because a majority of the Commission may attend the meeting.

MATTER TO BE CONSIDERED: The agenda for the meeting includes matters relating to rules and regulations affecting small and emerging companies under the federal securities laws.

CONTACT PERSON FOR MORE INFORMATION: For further information, please contact the Office of the Secretary at (202) 551-5400.

Dated: January 29, 2020.

Vanessa A. Countryman,
Secretary.

[FR Doc. 2020-02055 Filed 1-30-20; 11:15 am]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-88056; File No. SR-NASDAQ-2020-004]

Self-Regulatory Organizations; The Nasdaq Stock Market LLC; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Clarify the Term "Closing Price" in Rule 5635(d)(1)(A) Relating to Shareholder Approval for Transactions Other Than Public Offerings

January 28, 2020.

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 January 15, 2020, The Nasdaq Stock Market LLC ("Nasdaq" or "Exchange") 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 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 clarify Rule 5635(d)(1)(A) without changing its substance. The text of the proposed rule change is set forth below. Proposed new language is in *italics*; deleted text is in brackets.

* * * * *

The Nasdaq Stock Market LLC Rules

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5635. Shareholder Approval

This Rule sets forth the circumstances under which shareholder approval is required prior to an issuance of securities in connection with: (i) the acquisition of the stock or assets of another company; (ii) equity-based compensation of officers, directors, employees or consultants; (iii) a change of control; and (iv) transactions other than public offerings. General provisions relating to shareholder approval are set forth in Rule 5635(e), and the financial viability exception to the shareholder approval requirement is set forth in Rule 5635(f). Nasdaq-listed Companies and their representatives are encouraged to use the interpretative letter process described in Rule 5602.

(a) No change.

(b) No change.

(c) No change.

IM-5635-1. No change.

(d) Transactions other than Public Offerings

(1) For purposes of this Rule 5635(d):

(A) "Minimum Price" means a price that is the lower of: (i) the *Nasdaq Official Closing Price* [closing price] (as reflected on Nasdaq.com) immediately preceding the signing of the binding agreement; or (ii) the average *Nasdaq Official Closing Price* [closing price] of the common stock (as reflected on Nasdaq.com) for the five trading days immediately preceding the signing of the binding agreement.

(B) No change.

(2) No change.

IM-5635-2. No change.

IM-5635-3. No change.

(e) No change.

(f) No change.

IM-5635-4. No change.

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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

On September 26, 2018, the Exchange amended Rule 5635(d)(1)(A) to change the definition of market value for purposes of the shareholder approval rule and eliminate the requirement for shareholder approval of issuances at a price less than book value but greater than market value (the "Amendment").³ As revised, Rule 5635(d) requires a Nasdaq-listed company to obtain shareholder approval prior to the issuance of securities in connection with a transaction other than a public offering⁴ involving the sale, issuance or potential issuance by the company of common stock (or securities convertible into or exercisable for common stock), which alone or together with sales by officers, directors or Substantial Shareholders⁵ of the company, equals 20% or more of the common stock or 20% or more of the voting power outstanding before the issuance (a "20% Issuance") at a price that is less than the Minimum Price. Rule 5635(d)(1)(A) defines "Minimum Price" as a price that is the lower of: (i) The closing price (as reflected on *Nasdaq.com*) immediately preceding the signing of the binding agreement; or (ii) the average closing price of the common stock (as reflected on *Nasdaq.com*) for the five trading days immediately preceding the signing of the binding agreement.

Prior to the Amendment, shareholder approval was required for a 20% Issuance at a price less than the greater of book or market value.⁶ In the

³ See Securities Exchange Act Release No. 84287 (September 26, 2018), 83 FR 49599 (October 2, 2018) (approving SR-Nasdaq-2018-008) (the "Approval Order").

⁴ See Nasdaq Rule IM-5635-3 (Definition of a Public Offering).

⁵ An interest consisting of less than either 5% of the number of shares of common stock or 5% of the voting power outstanding of a Company or party will not be considered a substantial interest or cause the holder of such interest to be regarded as a "Substantial Shareholder." See Nasdaq Rule 5635(e)(3).

⁶ "Market value" is defined in Nasdaq Rule 5005(a)(23) as the consolidated closing bid price

Continued

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.