

The proposed amendment to the Symbology Plan would add MEMX as a party to the Symbology Plan. A self-regulatory organization (“SRO”) may become a party to the Symbology Plan if it satisfies the requirements of Section I(c) of the Plan. Specifically, an SRO may become a party to the Symbology Plan if: (i) it maintains a market for the listing or trading of Plan Securities⁵ in accordance with rules approved by the Commission; (ii) it signs a current copy of the Plan; and (iii) it pays to the other parties a proportionate share of the aggregate development costs, based upon the number of symbols reserved by the new party during the first twelve (12) months of such party’s membership.⁶

MEMX has submitted a signed copy of the Symbology Plan to the Commission in accordance with the requirement set forth in the Symbology Plan regarding new parties to the plan. Additionally, MEMX has represented that it maintains a market for the listing or trading of Plan Securities. Finally, MEMX has agreed to pay all costs required by MEMX pursuant to the Symbology Plan, including its proportionate share of the aggregate development costs previously paid by the other parties to the Processor.

II. Effectiveness of the Proposed Symbology Plan Amendment

The foregoing proposed Symbology Plan amendment has become effective pursuant to Rule 608(b)(3)(iii)⁷ because it involves solely technical or ministerial matters. At any time within sixty days of the filing of the amendment, the Commission may summarily abrogate the amendment and

each as a party to the Symbology Plan. *See* Securities Exchange Act Release No. 62573 (July 26, 2010), 75 FR 45682 (August 3, 2010) (File No. 4–533). On May 7, 2012, BOX filed with the Commission an amendment to the Plan to add BOX as a member to the Plan. *See* Securities and Exchange Act Release No. 66957 (May 10, 2012), 77 FR 28904 (May 16, 2012). On November 4, 2016, IEX filed with the Commission an amendment to the Plan to add IEX as a member to the Plan. *See* Securities Exchange Act Release No. 79422 (November 29, 2016), 81 FR 87645 (December 5, 2016). On February 26, 2018, MIAX filed with the Commission an amendment to the Plan to add MIAX as a member to the Plan. *See* Securities Exchange Act Release No. 82885 (March 15, 2018), 83 FR 12430 (March 21, 2018). On October 17, 2019, LTSE filed with the Commission an amendment to the Plan to add LTSE as a member to the Plan. *See* Securities Exchange Act Release No. 87597 (November 22, 2019), 84 FR 65448 (November 27, 2019).

⁵ “Plan Securities” are defined in the Symbology Plan as securities that: (i) Are NMS securities as currently defined in Rule 600(a)(46) under the Act; and (ii) any other equity securities quoted, traded and/or trade reported through an SRO facility.

⁶ Sections I(c) and V(a) of the Plan.

⁷ 17 CFR 242.608(b)(3)(iii).

require that it be refiled pursuant to paragraph (b)(1) of Rule 608,⁸ if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors or the maintenance of fair and orderly markets, to remove impediments to, and perfect the mechanisms of, a national market system or otherwise in furtherance of the purposes of the Act.

III. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the Amendment 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 4–533 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 4–533. 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 Plan that are filed with the Commission, and all written communications relating to the Plan 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 such filing also will be available for inspection and copying at the Parties’ principal offices. All comments received will be posted without change. Persons submitting comments are cautioned that we do not redact or edit personal identifying information from comment submissions. You should submit only information that you wish to make available publicly. All submissions

should refer to File Number 4–533, and should be submitted on or before August 24, 2020.

By the Commission.

J. Matthew DeLesDernier,
Assistant Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–89408; File No. SR–NSCC–2020–015]

Self-Regulatory Organizations; National Securities Clearing Corporation; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Modify Fees for the Subscription-Based Portfolio Composition File Reporting Service

July 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 July 21, 2020, National Securities Clearing Corporation (“NSCC”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as described in Items I, II and III below, which Items have been prepared by the clearing agency. NSCC filed the proposed rule change pursuant to Section 19(b)(3)(A) of the Act³ and Rule 19b–4(f)(2) thereunder.⁴ The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Clearing Agency’s Statement of the Terms of Substance of the Proposed Rule Change

The proposed rule change consists of amendments to Addendum A (Fee Structure) of the NSCC Rules & Procedures (“Rules”)⁵ with respect to fees for the subscription-based portfolio composition file reporting service as well as make other changes, as described in greater detail below.

II. Clearing Agency’s Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, the clearing agency included statements concerning the purpose of and basis for the proposed rule change and discussed

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b–4.

³ 15 U.S.C. 78s(b)(3)(A).

⁴ 17 CFR 240.19b–4(f)(2).

⁵ Capitalized terms not defined herein are defined in the Rules, available at http://dtcc.com/~media/Files/Downloads/legal/rules/nscs_rules.pdf.

⁸ 17 CFR 242.608(b)(1).

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 clearing agency has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.

(A) Clearing Agency's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

1. Purpose

The purpose of this proposed rule change is to amend Addendum A (Fee Structure) of the Rules with respect to fees for the subscription-based portfolio composition file reporting service in order to better align fees with the costs of services provided by NSCC. Based on the current subscription volume, NSCC anticipates that the proposed rule change would increase NSCC's annual revenue from the portfolio composition file reporting service by approximately \$108,000. The proposed rule change would also make technical and conforming changes.

(i) Background

NSCC provides an exchange-traded fund ("ETF") portfolio composition file reporting service whereby NSCC makes available to each subscribing Member reports which contain information on ETF portfolios that such Member requests. These reports are available as machine readable output files, as well as through a web-based interface from which Members may download and print reports. This reporting service is covered in Procedure II (Trade Comparison and Reporting Service), Section F, of the Rules.

Members are assessed fees in accordance with Addendum A (Fee Structure) of the Rules based on their activities and the services utilized. With respect to the ETF portfolio composition file reporting service, the current Fee Structure provides that each Member that subscribes to such service is charged a fee based on the number of portfolios subscribed by the Member on an average daily basis per billing month (referred to as "units" in the Fee Structure). Fees are calculated by applying a tiered fee structure to the average daily number of units subscribed by the Member in the billing month, subject to a maximum and a minimum monthly fee. The minimum monthly fee is designed to offset the costs to NSCC of providing this service to Members on an on-going basis while the maximum monthly fee is designed to cap subscribing Members' fees for this service to enable such Members to

benefit from the economies of scale that NSCC realizes as the number of units being reported increases.

Currently, Members are charged \$3.00 per unit per month for the first zero to 200 average daily units, \$2.00 per unit per month for the next 300 average daily units (201st to 500th units), \$1.00 per unit per month for all average daily units above 500 (501st and above), subject to a monthly minimum charge of \$600 and a monthly maximum charge of \$1,550. The current fees have not been changed for more than five years and are no longer aligned with NSCC's costs of providing the ETF portfolio composition file reporting service.⁶ As such, the revenue from these fees does not cover the costs of such service. Accordingly, the proposed changes would adjust fees for the subscription-based portfolio composition file reporting service so that revenue for NSCC would better align with the costs of providing such service.

(ii) Proposed Fee Changes

NSCC is proposing to modify the Fee Structure to better align fees for the subscription-based portfolio composition file reporting service with NSCC's costs of providing such service. Specifically, in Section V.B. of the Fee Structure, NSCC is proposing to increase the fees for the subscription-based portfolio composition file reporting service so that Members would be charged \$4.00 (instead of \$3.00) per unit per month for the first zero to 200 average daily units, \$3.00 (instead of \$2.00) per unit per month for the next 300 average daily units (201st to 500th units), \$2.00 (instead of \$1.00) per unit per month for all average daily units above 500 (501st and above), subject to a monthly minimum charge of \$800 (instead of \$600) and a monthly maximum charge of \$1,800 (instead of \$1,550). NSCC has not modified these fees since 2014.⁷

NSCC is also proposing technical and conforming changes. Specifically, NSCC is proposing to delete an outdated footnote from Section V.B. of the Fee Structure. Footnote 20 in Section V.B. of the Fee Structure refers to the minimum monthly charge being \$300 until December 31, 2015 and that it will increase to \$600 per month thereafter and footnote 20 will be deleted then; however, due to a technical oversight,

footnote 20 has not yet been deleted. As such, NSCC is proposing a technical change to delete footnote 20 from Section V.B. of the Fee Structure, and a conforming change to renumber footnote 21 as footnote 20 in Section V.C. of the Fee Structure.

(iii) Implementation Timeframe

NSCC would implement this proposal by September 1, 2020. As proposed, a legend would be added to the Fee Structure stating there are changes that became effective upon filing with the Commission but have not yet been implemented. The proposed legend also would include a date by which such changes would be implemented and the file number of this proposal, and state that, once this proposal is implemented, the legend would automatically be removed from the Fee Structure.

2. Statutory Basis

NSCC believes this proposal is consistent with the requirements of the Act, and the rules and regulations thereunder applicable to a registered clearing agency. Specifically, NSCC believes this proposal is consistent with Sections 17A(b)(3)(D)⁸ and 17A(b)(3)(F)⁹ of the Act and Rule 17Ad-22(e)(23)(ii),¹⁰ as promulgated under the Act, for the reasons described below.

Section 17A(b)(3)(D) of the Act requires that the Rules provide for the equitable allocation of reasonable dues, fees, and other charges among its participants.¹¹ NSCC believes the proposed rule changes to the Fee Structure to better align pricing with costs of services would provide for the equitable allocation of reasonable fees. The proposed changes would increase the fees assessed for the subscription-based portfolio composition file reporting service in order to better align with the costs of providing such service. NSCC believes the proposed changes to the fees are equitable because they would apply uniformly to all Members that utilize the services. NSCC believes the proposed changes are reasonable because they would be commensurate with the increased costs of resources allocated by NSCC in providing such services. Therefore, NSCC believes the proposed rule changes to the Fee Structure to better align pricing with costs of services are consistent with Section 17A(b)(3)(D) of the Act.

Section 17A(b)(3)(F) of the Act requires, in part, that the Rules be

⁶ NSCC made a number of enhancements to the ETF portfolio composition file reporting service during 2018 and 2019. These enhancements increased NSCC's costs of providing the ETF portfolio composition file reporting service.

⁷ See Securities Exchange Act Release No. 72307 (June 4, 2014), 79 FR 33250 (June 10, 2014) (SR-NSCC-2014-06).

⁸ 15 U.S.C. 78q-1(b)(3)(D).

⁹ 15 U.S.C. 78q-1(b)(3)(F).

¹⁰ 17 CFR 240.17Ad-22(e)(23)(ii).

¹¹ 15 U.S.C. 78q-1(b)(3)(D).

designed to promote the prompt and accurate clearance and settlement of securities transactions.¹² The proposed rule changes to make technical and conforming changes would help ensure that the Rules, including the Fee Structure, remain accurate and clear to Members. Having accurate and clear Rules would help Members to better understand their rights and obligations regarding NSCC's clearance and settlement services. NSCC believes that when Members better understand their rights and obligations regarding NSCC's clearance and settlement services, they can act in accordance with the Rules. NSCC believes that better enabling Members to comply with the Rules would promote the prompt and accurate clearance and settlement of securities transactions by NSCC. As such, NSCC believes the proposed rule changes to make technical and conforming changes are consistent with Section 17A(b)(3)(F) of the Act.

Rule 17Ad-22(e)(23)(ii) under the Act requires NSCC to establish, implement, maintain and enforce written policies and procedures reasonably designed to provide sufficient information to enable participants to identify and evaluate the risks, fees, and other material costs they incur by participating in the covered clearing agency.¹³ NSCC believes that the proposed rule changes to make technical and conforming changes would help ensure that the Fee Structure is transparent and clear to Members. Having a transparent and clear Fee Structure would help Members, NSCC believes, to better understand NSCC's fees and help provide Members with increased predictability and certainty regarding the fees they incur by participating in NSCC. As such, NSCC believes the proposed rule changes to make technical and conforming changes are consistent with Rule 17Ad-22(e)(23)(ii) under the Act.

(B) Clearing Agency's Statement on Burden on Competition

NSCC believes the proposed rule changes to increase the fees for the subscription-based portfolio composition file reporting service may have an impact on competition, because these changes would likely increase the fees of those Members that utilize such service when compared to their fees under the current Fee Structure. NSCC believes these proposed rule changes could burden competition by negatively affecting such Members' operating costs. While these Members may experience

increases in their fees when compared to their fees under the current Fee Structure, NSCC does not believe such change in fees would in and of itself mean that the burden on competition is significant. This is because even though the amount of the fee increase may seem significant in some instances (e.g., going from \$1 to \$2 per unit per month for all average daily units above 500), NSCC believes the increase in fees would similarly affect all Members that utilize the subscription-based portfolio composition file reporting service, and therefore the burden on competition would not be significant.

Regardless of whether the burden on competition is deemed significant, NSCC believes any burden on competition that is created by these proposed rule changes would be necessary and appropriate in furtherance of the purposes of the Act, as permitted by Section 17A(b)(3)(I) of the Act.¹⁴

The proposed rule changes to increase the fees for the subscription-based portfolio composition file reporting service would be necessary in furtherance of the purposes of the Act, because the Rules must provide for the equitable allocation of reasonable dues, fees, and other charges among its participants.¹⁵ As described above, NSCC believes that the proposed rule changes would result in fees that are equitably allocated (by applying uniformly to all Members that use the applicable service) and would result in reasonable fees (by better aligning with the costs of the service). As such, NSCC believes these proposed rule changes would be necessary in furtherance of the purposes of the Act, as permitted by Section 17A(b)(3)(I) of the Act.¹⁶

NSCC believes any burden on competition that is created by the proposed rule changes to increase the fees for the subscription-based portfolio composition file reporting service would also be appropriate in furtherance of the purposes of the Act. The proposed rule changes would allow NSCC to assess fees that are better aligned with its costs of providing the service. Having the ability to assess fees that are better aligned with NSCC's costs of providing the services would help NSCC to continue providing dependable and stable clearance and settlement services to its Members. As such, NSCC believes these proposed rule changes would be appropriate in furtherance of

the purposes of the Act, as permitted by Section 17A(b)(3)(I) of the Act.¹⁷

NSCC does not believe the proposed rule changes to make technical and conforming changes would impact competition.¹⁸ These changes would apply equally to all Members and would not affect Members' rights and obligations. As such, NSCC believes these proposed rule changes would not have any impact on competition.

(C) Clearing Agency's Statement on Comments on the Proposed Rule Change Received From Members, Participants, or Others

Written comments relating to this proposed rule change have not been solicited or received. NSCC will notify the Commission of any written comments received by NSCC.

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 Act¹⁹ and paragraph (f) of Rule 19b-4 thereunder.²⁰ 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.

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-NSCC-2020-015 on the subject line.

Paper Comments

- Send paper comments in triplicate to Secretary, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549.
- All submissions should refer to File Number SR-NSCC-2020-015. This file number should be included on the subject line if email is used. To help the

¹⁷ *Id.*

¹⁸ *Id.*

¹⁹ 15 U.S.C. 78s(b)(3)(A).

²⁰ 17 CFR 240.19b-4(f).

¹² 15 U.S.C. 78q-1(b)(3)(F).

¹³ 17 CFR 240.17Ad-22(e)(23)(iii).

¹⁴ 15 U.S.C. 78q-1(b)(3)(I).

¹⁵ 15 U.S.C. 78q-1(b)(3)(D).

¹⁶ 15 U.S.C. 78q-1(b)(3)(I).

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 NSCC and on DTCC's website (<http://dtcc.com/legal/sec-rule-filings.aspx>). All comments received will be posted without change. Persons submitting comments are cautioned that we do not redact or edit personal identifying information from comment submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-NSCC-2020-015 and should be submitted on or before August 24, 2020.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.²¹

J. Matthew DeLesDernier,

Assistant Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-89417; File No. S7-24-89]

Joint Industry Plan; Notice of Filing and Immediate Effectiveness of the Forty-Eighth Amendment to the Joint Self-Regulatory Organization Plan Governing the Collection, Consolidation and Dissemination of Quotation and Transaction Information for Nasdaq-Listed Securities Traded on Exchanges on an Unlisted Trading Privileges Basis

July 29, 2020.

Pursuant to Section 11A of the Securities Exchange Act of 1934

(“Act”)¹ and Rule 608 thereunder,² notice is hereby given that on June 29, 2020,³ the Participants⁴ in the Joint Self-Regulatory Organization Plan Governing the Collection, Consolidation and Dissemination of Quotation and Transaction Information for Nasdaq-Listed Securities Traded on Exchanges on an Unlisted Trading Privileges Basis (“UTP Plan” or “Plan”) filed with the Securities and Exchange Commission (“Commission”) a proposal to amend the UTP Plan. The amendment represents the Forty-Eighth Amendment to the Plan (“Amendment”). Under the Amendment, the Participants propose to add MEMX LLC (“MEMX”) as a Participant to the Plan and make a technical correction to the Conflicts of Interest Policy pursuant to Rule 608(b)(3)(ii) under Regulation NMS.

The proposed Amendment has been filed by the Participants pursuant to Rule 608(b)(3)(ii) under Regulation NMS⁵ as concerned solely with the administration of the Plan and as a “Ministerial Amendment” under Section XVI of the Plan. As a result, the Amendment becomes effective upon filing and was submitted by the Chair of the Plan's Operating Committee. The Commission is publishing this notice to solicit comments on the Amendment from interested persons. Set forth in Sections I and II is the statement of the purpose and summary of the Amendment, along with the information required by Rules 608(a) and 601(a) under the Act, prepared and submitted by the Participants to the Commission.

I. Rule 608(a)

A. Purpose of the Amendment

The above-captioned Amendment adds MEMX as a Participant to the UTP Plan and makes a technical correction to the Conflicts of Interest Policy to update a cross-reference.

B. Governing or Constituent Documents

Not applicable.

¹ 15 U.S.C 78k-1(a)(3).

² 17 CFR 242.608.

³ See Letter from Robert Books, Chairman, Operating Committee, UTP Plan, to Vanessa A. Countryman, Secretary, Commission, dated June 26, 2020.

⁴ The Participants are: Cboe BYX Exchange, Inc., Cboe BZX Exchange, Inc., Cboe EDGA Exchange, Inc., Cboe EDGX Exchange, Inc., Cboe Exchange, Inc., Financial Industry Regulatory Authority, Inc., The Investors' Exchange LLC, Long-Term Stock Exchange, Inc., MEMX LLC, Nasdaq BX, Inc., Nasdaq ISE, LLC, Nasdaq PHLX, Inc., The Nasdaq Stock Market LLC, New York Stock Exchange LLC, NYSE American LLC, NYSE Arca, Inc., NYSE Chicago, Inc., and NYSE National, Inc. (collectively, the “Participants”).

⁵ 17 CFR 242.608(b)(2).

C. Implementation of Amendment

Because the Amendment constitutes a “Ministerial Amendment” under Section XVI of the UTP Plan, the Chair of the UTP Plan's Operating Committee may submit the Amendment to the Commission on behalf of the Participants in the UTP Plan. Because the Participants designate the Amendment as concerned solely with the administration of the UTP Plan, the Amendment becomes effective upon filing with the Commission.

D. Development and Implementation Phases

Not applicable.

E. Analysis of Impact on Competition

The Amendment does not impose any burden on competition because it simply adds MEMX as a Participant to the UTP Plan and makes a minor correction to the Conflicts of Interest Policy. MEMX has completed the required steps to be added to the UTP Plan.

F. Written Understanding or Agreements Relating to Interpretation of, or Participation in, Plan

Not applicable.

G. Approval by Sponsors in Accordance With Plan

See Item I.C. above.

H. Description of Operation of Facility Contemplated by the Proposed Amendment

Not applicable.

I. Terms and Conditions of Access

Not applicable.

J. Method of Determination and Imposition, and Amount of, Fees and Charges

Not applicable.

K. Method and Frequency of Processor Evaluation

Not applicable.

L. Dispute Resolution

Not applicable.

II. Regulation NMS Rule 601(a)

A. Equity Securities for Which Transaction Reports Shall Be Required by the Plan

Not applicable.

B. Reporting Requirements

Not applicable.

C. Manner of Collecting, Processing, Sequencing, Making Available and Disseminating Last Sale Information

Not applicable.

²¹ 17 CFR 200.30-3(a)(12).