

designates the proposed rule change as operative upon filing.<sup>67</sup>

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 change 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 (<http://www.sec.gov/rules/sro.shtml>); or
- Send an email to [rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include File Number SR-Phlx-2019-06 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 SR-Phlx-2019-06. 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 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 the Exchange. 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-Phlx-2019-06, and should be submitted on or before May 13, 2019.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>68</sup>

**Jill M. Peterson,**

*Assistant Secretary.*

[FR Doc. 2019-07981 Filed 4-19-19; 8:45 am]

**BILLING CODE 8011-01-P**

#### SECURITIES AND EXCHANGE COMMISSION

##### Submission for OMB Review; Comment Request

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

##### *Extension:*

Regulation S-ID, SEC File No. 270-644, OMB Control No. 3235-0692.

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.

Regulation S-ID (17 CFR 248), including the information collection requirements thereunder, is designed to better protect investors from the risks of identity theft. Under Regulation S-ID, SEC-regulated entities are required to develop and implement reasonable policies and procedures to identify, detect, and respond to relevant red flags (the "Identity Theft Red Flags Rules") and, in the case of entities that issue credit or debit cards, to assess the validity of, and communicate with cardholders regarding, address changes. Section 248.201 of Regulation S-ID includes the following information collection requirements for each SEC-regulated entity that qualifies as a "financial institution" or "creditor" under Regulation S-ID and that offers or

maintains covered accounts: (i) Creation and periodic updating of an identity theft prevention program ("Program") that is approved by the board of directors, an appropriate committee thereof, or a designated senior management employee; (ii) periodic staff reporting to the board of directors on compliance with the Identity Theft Red Flags Rules and related guidelines; and (iii) training of staff to implement the Program. Section 248.202 of Regulation S-ID includes the following information collection requirements for each SEC-regulated entity that is a credit or debit card issuer: (i) Establishment of policies and procedures that assess the validity of a change of address notification if a request for an additional or replacement card on the account follows soon after the address change; and (ii) notification of a cardholder, before issuance of an additional or replacement card, at the previous address or through some other previously agreed-upon form of communication, or alternatively, assessment of the validity of the address change request through the entity's established policies and procedures.

SEC staff estimates of the hour burdens associated with section 248.201 under Regulation S-ID include the one-time burden of complying with this section for newly-formed SEC-regulated entities, as well as the ongoing costs of compliance for all SEC-regulated entities.

All newly-formed financial institutions and creditors would be required to conduct an initial assessment of covered accounts, which SEC staff estimates would entail a one-time burden of 2 hours. Staff estimates that this burden would result in a cost of \$802 to each newly-formed financial institution or creditor.<sup>1</sup> To the extent a financial institution or creditor offers or maintains covered accounts, SEC staff estimates that the financial institution or creditor also would also incur a one-time burden of 25 hours to develop and obtain board approval of a Program, and a one-time burden of 4 hours to train the financial institution's or creditor's staff, for a total of 29 additional burden hours. Staff estimates that these burdens would result in additional costs of \$14,266 for each financial institution or creditor that offers or maintains covered accounts.<sup>2</sup>

<sup>1</sup> This estimate is based on the following calculation: 2 hours × \$401 (hourly rate for internal counsel) = \$802. See *infra* note 2 (discussing the methodology for estimating the hourly rate for internal counsel).

<sup>2</sup> SEC staff estimates that, of the 29 hours incurred to develop and obtain board approval of a Program

<sup>67</sup> For purposes only of waiving the 30-day operative delay, the Commission has also considered the proposed rule's impact on efficiency, competition, and capital formation. See 15 U.S.C. 78c(f).

<sup>68</sup> 17 CFR 200.30-3(a)(12).

SEC staff estimates that approximately 613 SEC-regulated financial institutions and creditors are newly formed each year.<sup>3</sup> Each of these 613 entities will need to conduct an initial assessment of covered accounts, for a total of 1,226 hours at a total cost of \$491,626.<sup>4</sup> Of these 613 entities, staff estimates that approximately 90% (or 552) maintain covered accounts.<sup>5</sup> Accordingly, staff estimates that the additional initial burden for SEC-regulated entities that are likely to qualify as financial institutions or creditors and maintain covered accounts is 16,008 hours at an additional cost of \$7,874,832.<sup>6</sup> Thus, the total initial estimated burden for all newly-formed SEC-regulated entities is

and train the financial institution's or creditor's staff, 10 hours will be spent by internal counsel at an hourly rate of \$401, 17 hours will be spent by administrative assistants at an hourly rate of \$78, and 2 hours will be spent by the board of directors as a whole at an hourly rate of \$4,465. Thus, the estimated \$13,858 in additional costs is based on the following calculation: (10 hours × \$401 = \$4,010) + (17 hours × \$78 = \$1,326) + (2 hours × \$4,465 = \$8,930) = \$14,266.

The cost estimate for internal counsel is derived from SIFMA's Management & Professional Earnings in the Securities Industry 2013, modified to account for an 1800-hour work-year and multiplied by 5.35 to account for bonuses, entity size, employee benefits, and overhead, and adjusted for inflation. The cost estimate for administrative assistants is derived from SIFMA's Office Salaries in the Securities Industry 2013, modified to account for an 1800-hour work-year and multiplied by 2.93 to account for bonuses, entity size, employee benefits, and overhead, and adjusted for inflation. The cost estimate for the board of directors is derived from estimates made by SEC staff regarding typical board size and compensation that is based on information received from fund representatives and publicly-available sources, and adjusted for inflation.

<sup>3</sup> Based on a review of new registrations typically filed with the SEC each year, SEC staff estimates that approximately 1,218 investment advisers, 109 broker dealers, 96 investment companies, and 2 ESCs typically apply for registration with the SEC or otherwise are newly formed each year, for a total of 1,425 entities that could be financial institutions or creditors. Of these, staff estimates that all of the investment companies, ESCs, and broker-dealers are likely to qualify as financial institutions or creditors, and 33% of investment advisers (or 406) are likely to qualify. *See Adopting Release, supra note Error! Bookmark not defined., at n.190* (discussing the staff's analysis supporting its estimate that 33% of investment advisers are likely to qualify as financial institutions or creditors). We therefore estimate that a total of 613 total financial institutions or creditors will bear the initial one-time burden of assessing covered accounts under Regulation S-ID.

<sup>4</sup> These estimates are based on the following calculations: 613 entities × 2 hours = 1,226 hours; 613 entities × \$802 = \$491,626.

<sup>5</sup> In the Proposing Release, the SEC requested comment on the estimate that approximately 90% of all financial institutions and creditors maintain covered accounts; the SEC received no comments on this estimate.

<sup>6</sup> These estimates are based on the following calculations: 552 financial institutions and creditors that maintain covered accounts × 29 hours = 16,008 hours; 552 financial institutions and creditors that maintain covered accounts × \$14,266 = \$7,874,832.

17,234 hours at a total estimated cost of \$8,366,458.<sup>7</sup>

Each financial institution and creditor would be required to conduct periodic assessments to determine if the entity offers or maintains covered accounts, which SEC staff estimates would entail an annual burden of 1 hour per entity. Staff estimates that this burden would result in an annual cost of \$401 to each financial institution or creditor.<sup>8</sup> To the extent a financial institution or creditor offers or maintains covered accounts, staff estimates that the financial institution or creditor also would incur an annual burden of 2.5 hours to prepare and present an annual report to the board, and an annual burden of 7 hours to periodically review and update the Program (including review and preservation of contracts with service providers, as well as review and preservation of any documentation received from service providers). Staff estimates that these burdens would result in additional annual costs of \$7,874 for each financial institution or creditor that offers or maintains covered accounts.<sup>9</sup>

SEC staff estimates that there are 9,922 SEC-regulated entities that are either financial institutions or creditors, and that all of these will be required to periodically review their accounts to determine if they offer or maintain covered accounts, for a total of 9,922 hours for these entities at a total cost of \$3,978,722.<sup>10</sup> Of these 9,922 entities,

<sup>7</sup> These estimates are based on the following calculations: 1,226 hours + 16,008 hours = 17,234 hours; \$491,626 + \$7,874,832 = \$8,366,458.

<sup>8</sup> This estimate is based on the following calculation: 1 hour × \$401 (hourly rate for internal counsel) = \$401. *See supra* note 2 (discussing the methodology for estimating the hourly rate for internal counsel).

<sup>9</sup> Staff estimates that, of the 9.5 hours incurred to prepare and present the annual report to the board and periodically review and update the Program, 8.5 hours will be spent by internal counsel at an hourly rate of \$401, and 1 hour will be spent by the board of directors as a whole at an hourly rate of \$4,465. Thus, the estimated \$7,874 in additional annual costs is based on the following calculation: (8.5 hours × \$401 = \$3,409) + (1 hour × \$4,465 = \$4,465) = \$7,874. *See supra* note 2 (discussing the methodology for estimating the hourly rate for internal counsel and the board of directors).

<sup>10</sup> Based on a review of entities that the SEC regulates, SEC staff estimates that, as of September 1, 2018, there are approximately 13,181 investment advisers, 3,839 broker-dealers, 1,589 active open-end investment companies, and 100 ESCs. Of these, staff estimates that all of the broker-dealers, open-end investment companies and ESCs are likely to qualify as financial institutions or creditors. We also estimate that approximately 33% of investment advisers, or 4,394 investment advisers, are likely to qualify. *See Adopting Release, supra note Error! Bookmark not defined., at n.190* (discussing the staff's analysis supporting its estimate that 33% of investment advisers are likely to qualify as financial institutions or creditors). We therefore estimate that a total of 9,922 financial institutions or creditors

staff estimates that approximately 90 percent, or 8,930, maintain covered accounts, and thus will need the additional burdens related to complying with the rules.<sup>11</sup> Accordingly, staff estimates that the additional annual burden for SEC-regulated entities that qualify as financial institutions or creditors and maintain covered accounts is 84,835 hours at an additional cost of \$70,314,820.<sup>12</sup> Thus, the total estimated ongoing annual burden for all SEC-regulated entities is 94,757 hours at a total estimated annual cost of \$74,293,542.<sup>13</sup>

The collections of information required by section 248.202 under Regulation S-ID will apply only to SEC-regulated entities that issue credit or debit cards. SEC staff understands that SEC-regulated entities generally do not issue credit or debit cards, but instead partner with other entities, such as banks, that issue cards on their behalf. These other entities, which are not regulated by the SEC, are already subject to substantially similar change of address obligations pursuant to other federal regulators' identity theft red flags rules. Therefore, staff does not expect that any SEC-regulated entities will be subject to the information collection requirements of section 248.202, and accordingly, staff estimates that there is no hour burden related to section 248.202 for SEC-regulated entities.

In total, SEC staff estimates that the aggregate annual information collection burden of Regulation S-ID is 111,991 hours (17,234 hours + 94,757 hours). This estimate of burden hours is made solely for the purposes of the Paperwork Reduction Act and is not derived from a quantitative, comprehensive, or even representative survey or study of the burdens associated with Commission rules and forms. Compliance with

will bear the ongoing burden of assessing covered accounts under Regulation S-ID. (The SEC staff estimates that the other types of entities that are covered by the scope of the SEC's rules will not be financial institutions or creditors and therefore will not be subject to the rules' requirements.)

The estimates of 9,922 hours and \$3,784,800 are based on the following calculations: 9,922 financial institutions and creditors × 1 hour = 9,922 hours; 9,922 financial institutions and creditors × \$401 = \$3,978,722.

<sup>11</sup> *See supra* note 5 and accompanying text. If a financial institution or creditor does not maintain covered accounts, there would be no ongoing annual burden for purposes of the PRA.

<sup>12</sup> These estimates are based on the following calculations: 8,930 financial institutions and creditors that maintain covered accounts × 9.5 hours = 84,835 hours; 8,930 financial institutions and creditors that maintain covered accounts × \$7,874 = \$70,314,820.

<sup>13</sup> These estimates are based on the following calculations: 9,922 hours + 84,835 hours = 94,757 hours; \$3,978,722 + \$70,314,820 = \$74,293,542.

Regulation S-ID, including compliance with the information collection requirements thereunder, is mandatory for each SEC-regulated entity that qualifies as a “financial institution” or “creditor” under Regulation S-ID (as discussed above, certain collections of information under Regulation S-ID are mandatory only for financial institutions or creditors that offer or maintain covered accounts). Responses 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 the background documentation for this information collection at the following website, [www.reginfo.gov](http://www.reginfo.gov). Comments should be directed to: (i) Desk Officer for the Securities and Exchange Commission, Office of Information and Regulatory Affairs, Office of Management and Budget, Room 10102, New Executive Office Building, Washington, DC 20503, or by sending an email to: [Lindsay.M.Abate@omb.eop.gov](mailto:Lindsay.M.Abate@omb.eop.gov); and (ii) Charles Riddle, Acting Director/Chief Information Officer, Securities and Exchange Commission, c/o Candace Kenner, 100 F Street NE, Washington, DC 20549 or send an email to: [PRA\\_Mailbox@sec.gov](mailto:PRA_Mailbox@sec.gov). Comments must be submitted to OMB within 30 days of this notice.

Dated: April 17, 2019.

**Jill M. Peterson,**

*Assistant Secretary.*

[FR Doc. 2019-08038 Filed 4-19-19; 8:45 am]

**BILLING CODE 8011-01-P**

## SECURITIES AND EXCHANGE COMMISSION

### Submission for OMB Review; Comment Request

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

#### Extension:

Form N-14, SEC File No. 270-297, OMB Control No. 3235-0336.

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

Form N-14 (17 CFR 239.23) is the form for registration under the Securities Act of 1933 (15 U.S.C. 77a *et seq.*) (“Securities Act”) of securities issued by management investment companies registered under the Investment Company Act of 1940 (15 U.S.C. 80a-1 *et seq.*) (“Investment Company Act”) and business development companies as defined by Section 2(a)(48) of the Investment Company Act in: (1) A transaction of the type specified in rule 145(a) under the Securities Act (17 CFR 230.145(a)); (2) a merger in which a vote or consent of the security holders of the company being acquired is not required pursuant to applicable state law; (3) an exchange offer for securities of the issuer or another person; (4) a public reoffering or resale of any securities acquired in an offering registered on Form N-14; or (5) two or more of the transactions listed in (1) through (4) registered on one registration statement. The principal purpose of Form N-14 is to make material information regarding securities to be issued in connection with business combination transactions available to investors. The information required to be filed with the Commission permits verification of compliance with securities law requirements and assures the public availability and dissemination of such information. Without the registration statement requirement, material information may not necessarily be available to investors.

We estimate that approximately 156 funds each file one new registration statement on Form N-14 annually, and that 97 funds each file one amendment to a registration statement on Form N-14 annually. Based on conversations with fund representatives, we estimate that the reporting burden is approximately 620 hours per respondent for a new Form N-14 registration statement and 300 hours per respondent for amending the Form N-14 registration statement. This time is spent, for example, preparing and reviewing the registration statements. Accordingly, we calculate the total estimated annual internal burden of responding to Form N-14 to be approximately 125,820 hours. In addition to the burden hours, based on conversations with fund representatives, we estimate that the total cost burden of compliance with the information collection requirements of Form N-14 is approximately \$27,500 for preparing and filing an initial registration statement on Form N-14 and approximately \$16,000 for preparing and filing an amendment to a

registration statement on Form N-14. This includes, for example, the cost of goods and services purchased to prepare and update registration statements on Form N-14, such as for the services of outside counsel. Accordingly, we calculate the total estimated annual cost burden of responding to Form N-14 to be approximately \$5,842,000.

Estimates of the average burden hours are made solely for the purposes of the Paperwork Reduction Act and are not derived from a comprehensive or even representative survey or study of the costs of Commission rules and forms. The collection of information under Form N-14 is mandatory. The information provided under Form N-14 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 OMB control number.

The public may view the background documentation for this information collection at the following website, [www.reginfo.gov](http://www.reginfo.gov). Comments should be directed to: (i) Desk Officer for the Securities and Exchange Commission, Office of Information and Regulatory Affairs, Office of Management and Budget, Room 10102, New Executive Office Building, Washington, DC 20503, or by sending an email to: [Lindsay.M.Abate@omb.eop.gov](mailto:Lindsay.M.Abate@omb.eop.gov); and (ii) Charles Riddle, Acting Director/Chief Information Officer, Securities and Exchange Commission, c/o Candace Kenner, 100 F Street NE, Washington, DC 20549 or send an email to: [PRA\\_Mailbox@sec.gov](mailto:PRA_Mailbox@sec.gov). Comments must be submitted to OMB within 30 days of this notice.

Dated: April 17, 2019.

**Jill M. Peterson,**

*Assistant Secretary.*

[FR Doc. 2019-08043 Filed 4-19-19; 8:45 am]

**BILLING CODE 8011-01-P**

## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-85654; File No. SR-PHLX-2019-15]

### Self-Regulatory Organizations; Nasdaq PHLX LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Amend the Pricing Schedule

April 16, 2019.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934