

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-CFE-2025-002. 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. 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-CFE-2025-002, and should be submitted on or before April 29, 2025.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹²

Sherry R. Haywood,
Assistant Secretary.

[FR Doc. 2025-05964 Filed 4-7-25; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

[OMB Control No. 3235-0596]

**Submission for OMB Review;
Comment Request; Extension: Rule
204A-1**

*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 "Rule 204A-1 (17 CFR 275.204A-1) under the Investment Advisers Act of 1940." (15 U.S.C. 80b-1 *et seq.*) Rule 204A-1 (the "Code of Ethics Rule") requires investment advisers registered with the SEC to (i) set forth standards of conduct expected of advisory personnel (including compliance with the federal securities laws); (ii) safeguard material nonpublic information about client transactions; and (iii) require the adviser's "access persons" to report their personal securities transactions, including transactions in any mutual fund managed by the adviser. The Code of Ethics Rule requires access persons to obtain the adviser's approval before investing in an initial public offering ("IPO") or private placement. The Code of Ethics Rule also requires prompt reporting, to the adviser's chief compliance officer or another person designated in the code of ethics, of any violations of the code. Finally, the Code of Ethics Rule requires the adviser to provide each supervised person with a copy of the code of ethics and any amendments, and require the supervised persons to acknowledge, in writing, their receipt of these copies. The purposes of the information collection requirements are to (i) ensure that advisers maintain codes of ethics applicable to their supervised persons; (ii) provide advisers with information about the personal securities transactions of their access persons for purposes of monitoring such transactions; (iii) provide advisory clients with information with which to evaluate advisers' codes of ethics; and (iv) assist the Commission's examination staff in assessing the adequacy of advisers' codes of ethics and assessing personal trading activity by advisers' supervised persons.

The respondents to this information collection are investment advisers registered with the Commission. The Commission has estimated that compliance with rule 204A-1 imposes a burden of approximately 91 hours per adviser annually based on an average adviser having 63 access persons. Our latest data indicate that there were

15,987 advisers registered with the Commission. Based on this figure, the Commission estimates a total annual burden of 1,449,221 hours for this collection of information.

Rule 204A-1 does not require recordkeeping or record retention. The collection of information requirements under the rule is mandatory. The information collected pursuant to the rule is not filed with the Commission, but rather takes the form of communications between advisers and their supervised persons. Investment advisers use the information collected to control and assess the personal trading activities of their supervised persons. Responses to the reporting requirements will be kept confidential to the extent each investment adviser provides confidentiality under its particular practices and procedures.

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.

Written comments are invited on: (a) whether this collection of information is necessary for the proper performance of the functions of the agency, including whether the information will have practical utility; (b) the accuracy of the agency's estimate of the burden imposed by the collection of information; (c) ways to enhance the quality, utility, and clarity of the information collected; and (d) ways to minimize the burden of the collection of information on respondents, including through the use of automated collection techniques or other forms of information technology.

The public may view and comment on this information collection request at: https://www.reginfo.gov/public/do/PRAViewICR?ref_nbr=202501-3235-022 or send an email comment to MBX.OMB.OIRA.SEC_desk_officer@omb.eop.gov within 30 days of the day after publication of this notice by May 9, 2025.

Dated: April 2, 2025.

Sherry R. Haywood,
Assistant Secretary.

[FR Doc. 2025-05987 Filed 4-7-25; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

[OMB Control No. 3235-0212]

**Submission for OMB Review;
Comment Request; Extension: Rule
12b-1**

*Upon Written Request, Copies Available
From: Securities and Exchange*

¹² 17 CFR 200.30-3(a)(73).

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 ("OMB") a request for extension of the previously approved collection of information discussed below.

Section 12(b) of the Investment Company Act of 1940 (the "Act")¹ prohibits a registered open-end investment company ("fund"), other than a fund complying with Section 10(d) of the Act,² from acting as a distributor of securities that it has issued, except through an underwriter, in contravention of Commission rules.³ Rule 12b-1 under the Act permits a fund to bear expenses associated with the distribution of its shares, provided that the fund complies with certain requirements.⁴

Rule 12b-1 requires, among other things, that the fund adopt a written plan describing all material aspects of the proposed financing of distribution ("rule 12b-1 plan").⁵ The rule 12b-1 plan must be in writing and approved by the fund's board of directors, and separately by the "independent" directors (as described in the rule).⁶ If the rule 12b-1 plan is being adopted after public offering of the fund's voting securities, it must also be approved initially by a vote of at least a majority of the fund's outstanding voting securities.⁷ Similarly, any material amendments to the rule 12b-1 plan must be approved by the fund's directors, including the independent directors, and any material increase in the amount to be spent under the rule 12b-1 plan must be approved by the fund's shareholders.⁸ In considering the implementation or continuance of a rule 12b-1 plan, the fund's board must request and evaluate information reasonably necessary to make an informed decision.⁹ The board also must conclude, in the exercise of reasonable business judgment and in light of the directors' fiduciary duties, that there is a reasonable likelihood that the rule 12b-1 plan will benefit the fund and its shareholders.¹⁰

The rule 12b-1 plan and, in certain instances, any related agreements must incorporate certain specified provisions, including that: (i) the plan or agreement will continue in effect for more than one year only if the board, including the independent directors, approve the continuance at least annually¹¹; (ii) the fund's board will review quarterly reports of the amounts spent under the plan;¹² and (iii) the plan may be terminated at any time by a majority vote of the independent directors or outstanding voting securities.¹³ Rule 12b-1 also requires the fund to preserve for six years copies of the rule 12b-1 plan and any related agreements and reports, as well as minutes of board meetings that describe the factors considered and the basis for implementing or continuing the rule 12b-1 plan.¹⁴

Rule 12b-1 also prohibits funds from paying for distribution of fund shares with brokerage commissions on their portfolio transactions.¹⁵ The rule requires funds that use broker-dealers that sell their shares to also execute their portfolio securities transactions, to implement policies and procedures reasonably designed to prevent: (i) the persons responsible for selecting broker-dealers to effect transactions in fund portfolio securities from taking into account broker-dealers' promotional or sales efforts when making those decisions; and (ii) a fund, its adviser, or its principal underwriter, from entering into any agreement under which the fund directs brokerage transactions or revenue generated by those transactions to a broker-dealer to pay for distribution of the fund's (or any other fund's) shares.¹⁶

The board and shareholder approval requirements of the rule are designed to ensure that fund shareholders and directors receive adequate information to evaluate and approve a rule 12b-1 plan and, thus, are necessary for investor protection. The provisions that require the board to be provided with quarterly reports and termination authority are designed to ensure that the rule 12b-1 plan continues to benefit the fund and its shareholders. The recordkeeping requirements of the rule are necessary to enable Commission staff to oversee compliance with the rule. The requirement that funds or their advisers implement, and fund boards approve, policies and procedures in

order to prevent persons charged with allocating fund brokerage from taking distribution efforts into account is designed to ensure that funds' selection of brokers to effect portfolio securities transactions is not influenced by considerations about the sale of fund shares.

Commission staff estimates that there are approximately 5,246 funds (for purposes of this estimate, registered open-end investment companies or series thereof) that have at least one share class subject to a rule 12b-1 plan and approximately 250 fund families with common boards of directors that have at least one fund with a 12b-1 plan. The Commission further estimates that the annual hour burden for complying with the rule is 425 hours for each fund family with a portfolio that has a rule 12b-1 plan. We therefore estimate that the total hourly burden per year for all funds to comply with current information collection requirements under rule 12b-1 is 106,250 hours. Commission staff estimates that approximately three funds per year prepare a proxy in connection with the adoption or material amendment of a rule 12b-1 plan. The staff further estimates that the cost of each fund's proxy is \$30,000. Thus, the total annual cost burden of rule 12b-1 to the fund industry is \$90,000.

Estimates of average burden hours and costs are made solely for 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 collections of information required by rule 12b-1 are necessary to obtain the benefits of the rule. Notices to the Commission 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.

Written comments are invited on: (a) whether this collection of information is necessary for the proper performance of the functions of the agency, including whether the information will have practical utility; (b) the accuracy of the agency's estimate of the burden imposed by the collection of information; (c) ways to enhance the quality, utility, and clarity of the information collected; and (d) ways to minimize the burden of the collection of information on respondents, including through the use of automated collection techniques or other forms of information technology.

The public may view and comment on this information collection request

¹ 15 U.S.C. 80a-1 *et seq.*

² 15 U.S.C. 80a-10(d).

³ 15 U.S.C. 80a-12(b).

⁴ 17 CFR 270.12b-1.

⁵ 17 CFR 270.12b-1(b).

⁶ 17 CFR 270.12b-1(b)(2).

⁷ 17 CFR 270.12b-1(b)(1).

⁸ 17 CFR 270.12b-1(b)(4).

⁹ 17 CFR 270.12b-1(d).

¹⁰ 17 CFR 270.12b-1(e).

¹¹ 17 CFR 270.12b-1(b)(3)(i).

¹² 17 CFR 270.12b-1(b)(3)(ii).

¹³ 17 CFR 270.12b-1(b)(3)(iii).

¹⁴ 17 CFR 270.12b-1(f).

¹⁵ 17 CFR 270.12b-1(h)(1).

¹⁶ 17 CFR 270.12b-1(h)(2)(ii).

at: https://www.reginfo.gov/public/do/PRAViewICR?ref_nbr=202501-3235-019 or send an email comment to MBX.OMB.OIRA.SEC_desk_officer@omb.eop.gov within 30 days of the day after publication of this notice by May 9, 2025.

Dated: April 2, 2025.

Sherry R. Haywood,

Assistant Secretary.

[FR Doc. 2025-05986 Filed 4-7-25; 8:45 am]

BILLING CODE 8011-01-P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-102759; File No. SR-NYSE-2025-11]

Self-Regulatory Organizations; New York Stock Exchange LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Amend Section 902.03 of the NYSE Listed Company Manual To Specify That During Its First Five Years of Listing a Class of Common Equity on the Exchange an Issuer Will Only Be Subject to Initial and Annual Listing Fees for Its Primary Class of Equity Securities

April 2, 2025.

Pursuant to Section 19(b)(1)¹ of the Securities Exchange Act of 1934 (“Act”)² and Rule 19b-4 thereunder,³ notice is hereby given that on March 28, 2025, New York Stock Exchange LLC (“NYSE” or the “Exchange”) filed with the Securities and Exchange Commission (the “Commission”) the proposed rule change as described in Items I, II, and III 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

The Exchange proposes to amend Section 902.03 of the NYSE Listed Company Manual (the “Manual”) to specify that during its first five years of listing a class of common equity on the Exchange, an issuer will (i) only be subject to initial and annual listing fees for its primary class of equity securities, and (ii) will be exempt from all other listing fees, including fees for (a) the listing of additional shares of the primary class of equity securities, (b) the listing of an additional class of common

stock, preferred stock, warrants or rights, (c) the listing of securities convertible into or exchangeable or exercisable for additional securities of a listed class, (d) applications in connection with a Technical Original Listing⁴ or reverse stock split, or (e) applications for changes involve modification to Exchange records or in relation to a poison pill. The proposed rule change is available on the Exchange’s website at www.nyse.com, at the principal office of the Exchange, 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 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 those 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 parts of such statements.

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

1. Purpose

Issuers that list equity securities on the Exchange are subject to two primary types of fees: listing fees and annual fees. Listing fees are charged both at the time a primary class of securities is initially listed on the Exchange (the “Initial Listing Fee”), and in connection with the subsequent listing of additional shares of such class (the “Additional Listing Fee”).⁵ Annual fees are calculated based on the number of shares issued and outstanding (including treasury stock and restricted stock) and are billed at the beginning of each calendar year that an issuer is listed on the Exchange (the “Annual Listing Fee”).⁶ Less frequently, issuers are subject to fees for (i) listing of an additional class of common stock,⁷

⁴ See Section 703.10 of the Manual.

⁵ See Section 902.03 of the Manual. The initial listing fee at the time an issuer first lists a class of common shares is \$325,000. The fee for listing additional shares of a listed class is charged on per share basis at a tiered rate based on the number of securities outstanding, subject to a minimum fee of \$10,000.

⁶ In an issuer’s first year of listing, a pro-rated Annual Fee is charged at the time of initial listing.

⁷ See Section 902.03 of the Manual under “Listing Fees.” The listing fee for an additional class of common shares is charged at a flat rate of \$5,000.

preferred stock, warrants or rights,⁸ (ii) securities convertible into or exchangeable or exercisable for additional securities of a listed class,⁹ (iii) applications in connection with a Technical Original Listing¹⁰ or reverse stock split,¹¹ or (iv) applications for changes that involve modification to Exchange records or in relation to a poison pill¹² (the foregoing fees identified in clauses (i)–(iv), collectively, the “Alternative Listing Fees”).

Effective, April 1, 2025, the Exchange proposes to amend Section 902.03 of the Manual to provide an exemption from certain fees to issuers during their first five years of listing on the Exchange. Under the proposal, from the date of initial listing until the fifth anniversary thereof, an issuer that lists a primary class of equity securities on the Exchange will only be subject to the Initial Listing Fee and Annual Listing Fee (such Annual Fee calculated on an adjusted basis for any subsequent issuance or corporate action), in each case for such class of primary equity securities and will be exempt from any Additional Listing Fee or Alternative Listing Fee. For the avoidance of doubt, an issuer that does not have a class of common equity securities listed (ex. an issuer that lists only preferred stock) would continue to be subject to fees as set forth in the Manual.¹³ In addition, notwithstanding that an issuer may be entitled to the proposed exemption, such issuer would remain subject to the listing fees specified in Sections 902.05, 902.06 and 902.08 of the Manual, as applicable.¹⁴ An issuer that lists a

⁸ See Section 902.03 of the Manual under “Listing Fees.” The listing fee for such securities is currently charged at a rate of \$0.004 per share.

⁹ See Section 902.03 of the Manual under “Listing Fees, Limitations on Listing Fees.” The supplemental listing application fee for such listing is \$10,000.

¹⁰ See Section 703.10 of the Manual.

¹¹ See Section 902.03 of the Manual under “Listing Fees, Limitations on Listing Fees.” The application fee for such listing is \$15,000.

¹² *Id.* Such application fee is \$10,000.

¹³ Only issuers listing a class of common equity on the Exchange are subject to the flat Initial Listing Fee. Issuers only listing a class of preferred stock or bonds are subject to an initial listing fee that is calculated on a per share basis for preferred stock and a per series basis for bonds.

¹⁴ The fee schedule in Section 902.03 applies to common and preferred equity securities of U.S. issuers and foreign private issuers. Other types of issuers and classes of securities are subject to the fee schedules contained in other sections of the Manual. Section 902.05 sets forth fees for structured products. Section 902.06 sets forth fees for short-term securities. Section 902.08 sets forth fees for debt securities and listed structured products that trade on the NYSE Bonds platform. Structured products, short-term securities and debt securities and listed structured products that trade on the NYSE Bonds Platform represent separate classes of

¹ 15 U.S.C. 78s(b)(1).

² 15 U.S.C. 78a.

³ 17 CFR 240.19b-4.