

class of persons, securities or transactions, from any provisions of the Act, if and to the extent that such exemption is necessary or appropriate in the public interest and consistent with the protection of investors and the purposes fairly intended by the policy and provisions of the Act. Section 17(b) of the Act authorizes the Commission to exempt a proposed transaction from section 17(a) of the Act if evidence establishes that the terms of the transaction, including the consideration to be paid or received, are reasonable and fair and do not involve overreaching on the part of any person concerned, and the transaction is consistent with the policies of the registered investment company and the general purposes of the Act. Section 12(d)(1)(j) of the Act provides that the Commission may exempt any person, security, or transaction, or any class or classes of persons, securities or transactions, from any provision of section 12(d)(1) if the exemption is consistent with the public interest and the protection of investors. Applicants submit that for the reasons stated in the Reference Order the requested relief meets the exemptive standards under sections 6(c), 17(b) and 12(d)(1)(j) of the Act.

For the Commission, by the Division of Investment Management, pursuant to delegated authority.

**J. Matthew DeLesDernier,**  
Assistant Secretary.

[FR Doc. 2021-16373 Filed 7-30-21; 8:45 am]

**BILLING CODE 8011-01-P**

## SECURITIES AND EXCHANGE COMMISSION

[SEC File No. 270-349, OMB Control No. 3235-0395]

### Proposed Collection; 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:*  
Rule 15g-6

Notice is hereby given that pursuant to the Paperwork Reduction Act of 1995 (“PRA”) (44 U.S.C. 3501 *et seq.*), the Securities and Exchange Commission (“Commission”) is soliciting comments on the existing collection of information provided for in Rule 15g-6—Account Statements for Penny Stock Customers—(17 CFR 240.15g-6) under the Securities Exchange Act of 1934 (15 U.S.C. 78a *et seq.*). The Commission

plans to submit this existing collection of information to the Office of Management and Budget (“OMB”) for extension and approval.

Rule 15g-6 requires brokers and dealers that sell penny stocks to provide their customers monthly account statements containing information with regard to the penny stocks held in customer accounts. The purpose of the rule is to increase the level of disclosure to investors concerning penny stocks generally and specific penny stock transactions.

The Commission estimates that approximately 178 broker-dealers will spend an average of approximately 78 hours annually to comply with this rule. Thus, the total compliance burden is approximately 13,884 burden-hours per year.

Written comments are invited on: (a) Whether the proposed collection of information is necessary for the proper performance of the functions of the Commission, including whether the information shall have practical utility; (b) the accuracy of the Commission’s estimates of the burden of the proposed 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. Consideration will be given to comments and suggestions submitted in writing within 60 days of this publication.

An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information under the PRA unless it displays a currently valid OMB control number.

Please direct your written comments to: David Bottom, Director/Chief Information Officer, Securities and Exchange Commission, c/o Cynthia Roscoe, 100 F Street NE, Washington, DC 20549, or send an email to: [PRA\\_Mailbox@sec.gov](mailto:PRA_Mailbox@sec.gov).

Dated: July 28, 2021.

**J. Matthew DeLesDernier,**  
Assistant Secretary.

[FR Doc. 2021-16409 Filed 7-30-21; 8:45 am]

**BILLING CODE 8011-01-P**

## SECURITIES AND EXCHANGE COMMISSION

[SEC File No. 270-330, OMB Control No. 3235-0372]

### Proposed Collection; Comment Request

*Upon Written Request Copies Available From:* Securities and Exchange Commission, Office of FOIA Services, Washington, DC 20549-0213

*Extension:*

Rule 15c2-12

Notice is hereby given that pursuant to the Paperwork Reduction Act of 1995 (“PRA”) (44 U.S.C. 3501 *et seq.*), the Securities and Exchange Commission (“Commission”) is soliciting comments on the existing collection of information provided for in Rule 15c2-12—Municipal Securities Disclosure (17 CFR 240.15c2-12) under the Securities Exchange Act of 1934 (15 U.S.C. 78a *et seq.*) (“Exchange Act”). The Commission plans to submit this existing collection of information to the Office of Management and Budget (“OMB”) for extension and approval.

Paragraph (b) of Rule 15c2-12 requires underwriters of municipal securities: (1) To obtain and review an official statement “deemed final” by an issuer of the securities, except for the omission of specified information prior to making a bid, purchase, offer, or sale of municipal securities; (2) in non-competitively bid offerings, to send, upon request, a copy of the most recent preliminary official statement (if one exists) to potential customers; (3) to contract with the issuer to receive, within a specified time, sufficient copies of the final official statement to comply with Rule 15c2-12’s delivery requirement and the rules of the Municipal Securities Rulemaking Board (“MSRB”); (4) to send, upon request, a copy of the final official statement to potential customers for a specified period of time; and (5) before purchasing or selling municipal securities in connection with an offering, to reasonably determine that the issuer or the obligated person has undertaken, in a written agreement or contract, for the benefit of holders of such municipal securities, to provide certain information on a continuing basis to the MSRB in an electronic format as prescribed by the MSRB. The information to be provided consists of: (1) Certain annual financial and operating information and audited financial statements (“annual filings”); (2) notices of the occurrence of any of 16 specific events (“event notices”); and (3) notices of the failure of an issuer or

obligated person to make a submission required by a continuing disclosure agreement (“failure to file notices”).

Rule 15c2–12 is intended to enhance disclosure, and thereby reduce fraud, in the municipal securities market by establishing standards for obtaining, reviewing and disseminating information about municipal securities by their underwriters.

Municipal offerings of less than \$1 million are exempt from the rule, as are offerings of municipal securities issued in large denominations that are sold to no more than 35 sophisticated investors or have short-term maturities.

It is estimated that approximately 28,000 issuers, 250 broker-dealers and the MSRB will spend a total of 797,681 hours per year complying with Rule 15c2–12.<sup>1</sup> Based on data from the MSRB through December 2020, issuers annually submit approximately 61,964 annual filings to the MSRB. Commission staff estimates that an issuer will require approximately seven hours to prepare and submit annual filings to the MSRB. Therefore, the total annual burden on issuers to prepare and submit 61,964 annual filings to the MSRB is estimated to be 433,748 hours. Based on data from the MSRB through December 2020, issuers annually submit approximately 54,121 event notices to the MSRB. Commission staff estimates that an issuer will require approximately four hours to prepare and submit event notices to the MSRB. Therefore, the total annual burden on issuers to prepare and submit 54,121 event notices to the MSRB is estimated to be 216,484 hours. Based on data from the MSRB through December 2020, issuers annually submit approximately 3,597 failure to file notices to the MSRB. Commission staff estimates that an issuer will require approximately two hours to prepare and submit failure to file notices to the MSRB. Therefore, the total annual burden on issuers to prepare and submit 3,597 failure to file notices to the MSRB is estimated to be 7,194 hours.

Commission staff estimates that the total annual burden on broker-dealers to comply with Rule 15c2–12 is 115,255 hours. Finally, Commission staff estimates that the MSRB will incur an annual burden of 25,000 hours to collect, index, store, retrieve and make

available the pertinent documents under Rule 15c2–12.

The Commission estimates that up to 65% of issuers may use designated agents to submit some or all of their continuing disclosure documents to the MSRB. The Commission estimates that the average total annual cost that may be incurred by issuers that use the services of a designated agent will be \$15,470,000.<sup>2</sup> Further, the Commission estimates that issuers will retain outside counsel to assist with filing approximately 1,100 event notices. The Commission estimates the average total annual cost incurred by issuers to retain outside counsel to assist in the evaluation and preparation of certain event notices will be \$1,760,000.<sup>3</sup> Thus, the total estimated cost to issuers to comply with the rule is \$17,230,000.<sup>4</sup> The Commission estimates that the MSRB will incur total annual costs of \$670,000 to operate the continuing disclosure service for the MSRB’s Electronic Municipal Market Access (“EMMA”) system.

Written comments are invited on: (a) Whether the proposed collection of information is necessary for the proper performance of the functions of the Commission, including whether the information shall have practical utility; (b) the accuracy of the Commission’s estimates of the burden of the proposed collection of information; (c) ways to enhance the quality, utility, and clarity of the information to be 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. Consideration will be given to comments and suggestions submitted in writing within 60 days of this publication.

An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information under the PRA unless it displays a

currently valid OMB control number. Please direct your written comments to: David Bottom, Director/Chief Information Officer, Securities and Exchange Commission, c/o Cynthia Roscoe, 100 F Street NE, Washington, DC 20549, or send an email to: [PRA\\_Mailbox@sec.gov](mailto:PRA_Mailbox@sec.gov).

Dated: July 28, 2021.

**J. Matthew DeLesDernier,**

*Assistant Secretary.*

[FR Doc. 2021–16404 Filed 7–30–21; 8:45 am]

**BILLING CODE 8011–01–P**

## SECURITIES AND EXCHANGE COMMISSION

[SEC File No. 270–098, OMB Control No. 3235–0081]

### Proposed Collection; 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:

Rule 12d2–1

Notice is hereby given that pursuant to the Paperwork Reduction Act of 1995 (“PRA”) (44 U.S.C. 3501 *et seq.*), the Securities and Exchange Commission (“Commission”) is soliciting comments on the existing collection of information provided for in Rule 12d2–1 (17 CFR 240.12d2–1) under the Securities Exchange Act of 1934 (15 U.S.C. 78b *et seq.*) (“Act”). The Commission plans to submit this existing collection of information to the Office of Management and Budget (“OMB”) for extension and approval.

On February 12, 1935, the Commission adopted Rule 12d2–1<sup>1</sup> (“Suspension of Trading”) to establish the procedures by which a national securities exchange may suspend from trading a security that is listed and registered on the exchange under Section 12(d) of the Act.<sup>2</sup> Under Rule 12d2–1, an exchange is permitted to suspend from trading a listed security in accordance with its rules, and must promptly notify the Commission of any such suspension, along with the effective date and the reasons for the suspension.

Any such suspension may be continued until such time as the Commission may determine that the suspension is designed to evade the

<sup>1</sup> 54,121 (annual number of event notices) × 4 (average estimate of hours needed to prepare and submit each) + 61,964 (annual number of annual filings) × 7 (average estimate of hours needed to prepare and submit each) + 3,597 (annual number of failure to file notices) × 2 (average estimate of hours needed to prepare and submit each) = 657,426 hours. 657,426 hours (estimated total annual burden on issuers) + 25,000 (estimated total annual MSRB burden) + 115,255 (estimated total annual burden on broker-dealers) = 797,681 hours.

<sup>2</sup> 28,000 (number of issuers) × .65 (percentage of issuers that may use designated agents) × \$850 (estimated average annual cost for issuer’s use of designated agent to submit filings to the Rule) = \$15,470,000.

<sup>3</sup> 1,100 (estimate of number of event notices requiring outside counsel) × 4 (estimated number of hours for outside attorney to assist in the preparation of such event notice) × \$400 (hourly wage for an outside attorney) = \$1,760,000. The Commission recognizes that the costs of retaining outside professionals may vary depending on the nature of the professional services, but for purposes of this PRA analysis we estimate that costs of outside counsel would be an average of \$400 per hour.

<sup>4</sup> \$15,470,000 (estimated total cost for issuer’s use of designated agent to submit filings) + \$1,760,000 (estimated total cost for issuer to employ outside counsel in the examination, preparation, and filing of certain event notices) = \$17,230,000.

<sup>1</sup> See Securities Exchange Act Release No. 98 (February 12, 1935).

<sup>2</sup> See Securities Exchange Act Release No. 7011 (February 5, 1963), 28 FR 1506 (February 16, 1963).