

SECURITIES AND EXCHANGE COMMISSION**[SEC File No. 270-056, OMB Control No. 3235-0059]****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:

Regulation 14A (Commission Rules 14a-1 through 14a-21 and Schedule 14A)

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 ("Commission") is soliciting comments on the collection of information summarized below. The Commission plans to submit this existing collection of information to the Office of Management and Budget for extension and approval.

Section 14(a) of the Securities Exchange Act of 1934 (the "Exchange Act") operates to make it unlawful for a company with a class of securities registered pursuant to Section 12 of the Exchange Act to solicit proxies in contravention of such rules and regulations as the Commission has prescribed as necessary or appropriate in the public interest or for the protection of investors. The Commission has promulgated Regulation 14A to regulate the solicitation of proxies or consents. Regulation 14A (Exchange Act Rules 14a-1 through 14a-21 and Schedule 14A) (17 CFR 240.14a-1 through 240.14a-21 and 240.14a-101) sets forth the requirements for the dissemination, content and filing of proxy or consent solicitation materials in connection with annual or other meetings of holders of a Section 12-registered class of securities. We estimate that Schedule 14A takes approximately 162,7864 hours per response and will be filed by approximately 6,369 issuers annually. In addition, we estimate that 75% of the 162,7864 hours per response (122,0898 hours) is prepared by the issuer for an annual reporting burden of 777,590 hours (122,0898 hours per response × 6,369 responses).

Written comments are invited on: (a) Whether this proposed 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. Consideration will be given to comments and suggestions submitted in writing within 60 days of this publication by May 9, 2022.

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.

Please direct your written comment to David Bottom, Director/Chief Information Officer, Securities and Exchange Commission, c/o John Pezzullo, 100 F Street NE, Washington, DC 20549 or send an email to: PRA_Mailbox@sec.gov.

Dated: March 2, 2022.

J. Matthew DeLesDernier,
Assistant Secretary.

[FR Doc. 2022-04801 Filed 3-7-22; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION**[SEC File No. 270-330, OMB Control No. 3235-0645]****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:

Interactive Data

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 ("Commission") is soliciting comments on the collection of information summarized below. The Commission plans to submit this existing collection of information to the Office of Management and Budget for extension and approval.

The "Interactive Data" collection of information requires issuers filing registration statements under the Securities Act of 1933 (15 U.S.C. 77a *et seq.*) and reports under the Securities Exchange Act of 1934 (15 U.S.C. 78a *et seq.*) to submit specified financial information to the Commission and post it on their corporate websites, if any, in interactive data format using eXtensible Business Reporting Language (XBRL). This collection of information is located

primarily in registration statement and report exhibit provisions, which require interactive data, and Rule 405 of Regulation S-T (17 CFR 232.405), which specifies how to submit and post interactive data. The exhibit provisions are in Item 601(b)(101) of Regulation S-K (17 CFR 229.601(b)(101)), F-10 under the Securities Act (17 CFR 239.40) and Forms 20-F, 40-F and 6-K under the Exchange Act (17 CFR 249.220f, 17 CFR 249.240f and 17 CFR 249.306).

In interactive data format, financial statement information could be downloaded directly into spreadsheets and analyzed in a variety of ways using commercial off-the-shelf software. The specified financial information already is and will continue to be required to be submitted to the Commission in traditional format under existing requirements. The purpose of the interactive data requirement is to make financial information easier for investors to analyze and assist issuers in automating regulatory filings and business information processing. We estimate that 8,315 respondents per year will each submit an average of 4.5 responses per year for an estimated total of 37,418 responses. We further estimate an internal burden of 54,56446 hours per response for a total annual internal burden of 2,041,693 hours (54,56446 hours per response × 37,418 responses).

Written comments are invited on: (a) Whether this proposed 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. Consideration will be given to comments and suggestions submitted in writing within 60 days of this publication by May 9, 2022.

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.

Please direct your written comment to David Bottom, Director/Chief Information Officer, Securities and Exchange Commission, c/o John Pezzullo, 100 F Street NE, Washington, DC 20549 or send an email to: PRA_Mailbox@sec.gov.

Dated: March 3, 2022.

J. Matthew DeLesDernier,
Assistant Secretary.

[FR Doc. 2022-04882 Filed 3-7-22; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-94349; File No. SR-NYSE-2021-45]

Self-Regulatory Organizations; New York Stock Exchange LLC; Notice of Filing of Proposed Rule Change, as Modified by Amendment No. 2, To Adopt Listing Standards for Subscription Warrants Issued by a Company Organized Solely for the Purpose of Identifying an Acquisition Target

March 2, 2022.

I. Introduction

On August 24, 2021, New York Stock Exchange LLC (“NYSE” or “Exchange”) filed with the Securities and Exchange Commission (“Commission”), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Exchange Act”) ¹ and Rule 19b-4 thereunder,² a proposed rule change to adopt listing standards for subscription warrants issued by a company organized solely for the purpose of identifying an acquisition target. The proposed rule change was published for comment in the **Federal Register** on September 10, 2021.³

On September 30, 2021, pursuant to Section 19(b)(2) of the Exchange Act,⁴ the Commission designated a longer period within which to approve the proposed rule change, disapprove the proposed rule change, or institute proceedings to determine whether to disapprove the proposed rule change.⁵ On December 8, 2021, the Commission instituted proceedings under Section 19(b)(2)(B) of the Exchange Act⁶ to determine whether to approve or disapprove the proposed rule change.⁷

On March 1, 2022, the Exchange filed Amendment No. 2 to the proposed rule change, which replaced the proposed rule change as originally filed and superseded such filing in its entirety.⁸ Amendment No. 2 to the proposed rule change is described in Items II and III below, which Items have been prepared by the Exchange. The Commission is publishing this notice to solicit comments on the proposed rule change, as modified by Amendment No. 2, from interested persons.

II. Self-Regulatory Organization’s Statement of the Terms of Substance of the Proposed Rule Change

The Exchange proposes to amend the NYSE Listed Company Manual (“Manual”) to adopt a new listing standard for the listing of Subscription Warrants. 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.

III. 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

Amendment No. 2 to SR-NYSE-2021-45

The Exchange has previously filed a proposed rule change to permit the listing of Subscription Warrants.⁹ Amendment No. 2 to SR-NYSE-2021-45 proposes to:

- Provide that Subscription Warrants with respect to which the exercise price is tendered after execution of an Acquisition Agreement will not actually

be exercised until consummation of the company’s business combination;

- state that the Subscription Warrants must provide for a period of at least 20 business days after effectiveness of such post-effective amendment or new registration statement during which holders may elect to exercise Subscription Warrants effective upon closing of the Acquisition, which period may expire prior to the date of consummation of the Acquisition. The terms of the Subscription Warrants must not in any other way limit the ability of holders to exercise such Subscription Warrants in full;

- specify that Subscription Warrants must be issued for no consideration to the securityholders of a previously existing company;

- increase from 1.1 million to 20 million the number of publicly-held Subscription Warrants that must be outstanding at the time of initial listing;

- state that a Subscription Warrant may provide by its terms that the issuer may (1) determine, at issuance, that each Subscription Warrant may be exercisable for a specified number of shares greater than one share; and (2) determine, at the time it enters into an Acquisition Agreement, that the exercise price per share may be increased above the exercise price specified at the time of original issuance;

- provide that the Subscription Warrants must have an opening trading price on the first day of listing of at least \$1.00 per Subscription Warrant;

- provide that the Subscription Warrants may not be tendered for exercise into common stock of a company until after such company has complied with all requirements of the federal securities laws with respect to such exercise, including, as appropriate, the filing and effectiveness of a post-effective amendment to the registration statement filed in connection with the original distribution of the Subscription Warrants or the filing and effectiveness of a new registration statement in connection with the exercise of such Subscription Warrants;

- state that the shares will be issued to the tendering holders of Subscription Warrants and the proceeds released to the issuer by the independent custodian at the time of closing of the Acquisition;

- state that the independent custodian will promptly return the funds tendered in payment of the exercise price of Subscription Warrants to the tendering holders (A) upon termination of the Acquisition Agreement; or (B) if the Acquisition does not close within twelve months from the date of entry into the definitive

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ See Securities Exchange Act Release No. 92876 (September 3, 2021), 86 FR 50748. Comments received on the proposal are available on the Commission’s website at: <https://www.sec.gov/comments/sr-nyse-2021-45/srnyse202145.htm>.

⁴ 15 U.S.C. 78s(b)(2).

⁵ See Securities Exchange Act Release No. 93221, 86 FR 55662 (October 6, 2021). The Commission designated December 9, 2021 as the date by which the Commission shall approve or disapprove, or institute proceedings to determine whether to approve or disapprove, the proposed rule change.

⁶ 15 U.S.C. 78s(b)(2)(B).

⁷ See Securities Exchange Act Release No. 93741, 86 FR 71111 (Dec. 14, 2021).

⁸ Amendment No. 2 is available at: <https://www.sec.gov/comments/sr-nyse-2021-45/srnyse202145.htm>. On February 17, 2022, the Exchange filed Amendment No. 1 to the proposed rule change. The Exchange withdrew Amendment No. 1 on March 1, 2022.

⁹ See SR-NYSE-2021-45. On February 17, 2022, the NYSE submitted Amendment No. 1, which was subsequently withdrawn.