

comments and suggestions submitted in writing within 60 days of this publication by May 6, 2025.

Please direct your written comment to Austin Gerig, Director/Chief Data Officer, Securities and Exchange Commission, c/o Tanya Ruttenberg, 100 F Street NE, Washington, DC 20549 or send an email to:

[PaperworkReductionAct@sec.gov](mailto:PaperworkReductionAct@sec.gov).

Dated: March 3, 2025.

**Sherry R. Haywood,**  
Assistant Secretary.

[FR Doc. 2025-03649 Filed 3-6-25; 8:45 am]

**BILLING CODE 8011-01-P**

## SECURITIES AND EXCHANGE COMMISSION

[OMB Control No. 3235-0327]

### Submission for OMB Review; Comment Request; Extension: Form SE

*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.*) ("PRA"), the Securities and Exchange Commission ("Commission") has submitted to the Office of Management and Budget ("OMB") this request for extension of the previously approved collection of information discussed below.

Form SE (17 CFR 239.64, 17 CFR 249.444, 17 CFR 269.8, 17 CFR 274.403) is used by filers on the Commission's Electronic Data Gathering Analysis and Retrieval system ("EDGAR"), to submit any paper document relating to an otherwise electronic filing and must accompany exhibits filed in paper pursuant to a hardship exemption, as provided in Rule 311 of Regulation S-T (17 CFR 232.311). The information contained in Form SE is used by the Commission to identify paper copies of exhibits. Form SE is filed by individuals, companies or other entities that are required to file documents electronically. Approximately 2.7 filers file Form SE each year and it takes an estimated 0.10 hours per response for a total annual burden of 0.27 hours (0.10 hours per response × 2.7 responses). For administrative convenience, we are estimating an annual burden of 1 hour (as the nearest whole number above zero).

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=202412-3235-026](https://www.reginfo.gov/public/do/PRAViewICR?ref_nbr=202412-3235-026) or send an email comment to [MBX.OMB.OIRA.SEC\\_desk\\_officer@omb.eop.gov](mailto:MBX.OMB.OIRA.SEC_desk_officer@omb.eop.gov) within 30 days of the day after publication of this notice by April 7, 2025.

Dated: March 4, 2025.

**Sherry R. Haywood,**  
Assistant Secretary.

[FR Doc. 2025-03720 Filed 3-6-25; 8:45 am]

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## SECURITIES AND EXCHANGE COMMISSION

### Investment Company Act Release No. 35487; File No. 812-15629

#### TCW Direct Lending VII LLC, et al.

March 3, 2025.

**AGENCY:** Securities and Exchange Commission ("Commission" or "SEC").

**ACTION:** Notice.

Notice of application for an order under sections 12(d)(1)(J), 57(c), 57(i) and 60 of Investment Company Act of 1940 (the "Act") and rule 17d-1 under the Act to permit certain joint transactions otherwise prohibited by sections 12(d)(1)(A), 12(d)(1)(C), 57(a)(1), 57(a)(2) and 57(a)(4) of the Act and rule 17d-1 under the Act.

**SUMMARY OF APPLICATION:** Applicants seek an order to permit the Company (i) to conduct an exchange offer pursuant to which investors in the Company ("Unitholders"), including certain directors and officers of the Company and employees of TCW LLC, an affiliate of TAMCO, (collectively, the "TCW Directors, Officers and Employees"), may elect to exchange all or a portion of their units in the Company ("Units") for an equivalent number of shares ("Shares") in the Extension Fund (each such Unitholder, an "Electing

Unitholder"), and (ii) to transfer to the Extension Fund a pro rata portion of the Company's assets and liabilities, including a pro rata portion of each of the Company's portfolio investments, in proportion to the percentage of Units tendered and accepted for exchange.

**APPLICANTS:** TCW Direct Lending VII LLC (the "Company"), TCW Specialty Lending Evergreen Fund LLC (the "Extension Fund"), and TCW Asset Management Company LLC ("TAMCO").

**FILING DATES:** The application was filed on September 16, 2024, and amended on January 15, 2025

#### HEARING OR NOTIFICATION OF HEARING:

An order granting the requested relief will be issued unless the Commission orders a hearing. Interested persons may request a hearing on any application by emailing the Commission's Secretary at [Secretarys-Office@sec.gov](mailto:Secretarys-Office@sec.gov) and serving the Applicants with a copy of the request by email, if an email address is listed for the relevant Applicant below, or personally or by mail, if a physical address is listed for the relevant Applicant below. Hearing requests should be received by the Commission by 5:30 p.m. on March 28, 2025, and should be accompanied by proof of service on the Applicants, in the form of an affidavit, or, for lawyers, a certificate of service. Pursuant to rule 0-5 under the Act, hearing requests should state the nature of the writer's interest, any facts bearing upon the desirability of a hearing on the matter, the reason for the request, and the issues contested. Persons who wish to be notified of a hearing may request notification by emailing the Commission's Secretary at [Secretarys-Office@sec.gov](mailto:Secretarys-Office@sec.gov).

**ADDRESSES:** The Commission:  
[Secretarys-Office@sec.gov](mailto:Secretarys-Office@sec.gov).

**APPLICANTS:** Andrew Bowden, Esq., Executive Vice President and General Counsel, The TCW Group, Inc.: 515 South Flower Street, Los Angeles, California 90071.

#### FOR FURTHER INFORMATION CONTACT:

Toyin Momoh, Senior Counsel, or Thomas Ahmadifar, Branch Chief, at (202) 551-6825 (Division of Investment Management, Chief Counsel's Office).

**SUPPLEMENTARY INFORMATION:** For Applicants' representations, legal analysis, and conditions, please refer to Applicants' amended and restated application, dated January 15, 2025, which may be obtained via the Commission's website by searching for the file number at the top of this document, or for an Applicant using the Company name search field, on the SEC's EDGAR system. The SEC's

EDGAR system may be searched at <https://www.sec.gov/edgar/searchedgar/companysearch>. You may also call the SEC's Office of Investor Education and Advocacy at (202) 551-8090.

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

**Sherry R. Haywood,**

*Assistant Secretary.*

[FR Doc. 2025-03645 Filed 3-6-25; 8:45 am]

**BILLING CODE 8011-01-P**

## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-102513; File No. SR-NASDAQ-2025-016]

### Self-Regulatory Organizations; The Nasdaq Stock Market LLC; Notice of Filing of Proposed Rule Change, as Modified by Amendment No. 1, To Adopt Nasdaq Rule 5712 To Provide for the Listing and Trading of Commodity- and Digital Asset-Based Investment Interests and To List and Trade Shares of the Hashdex Nasdaq Crypto Index US ETF Under Proposed Nasdaq Rule 5712

March 3, 2025.

On February 18, 2025, The Nasdaq Stock Market LLC ("Nasdaq" or "Exchange") filed with the Securities and Exchange Commission ("Commission"), pursuant to Section 19(b)(1)<sup>1</sup> of the Securities Exchange Act of 1934 ("Act")<sup>2</sup> and Rule 19b-4 thereunder,<sup>3</sup> a proposed rule change to adopt new Nasdaq Rule 5712 to provide for the listing and trading of Commodity- and Digital Asset-Based Investment Interests, and to list and trade shares of the Hashdex Nasdaq Crypto Index US ETF under proposed Nasdaq Rule 5712. On February 27, 2025, the Exchange filed Amendment No. 1 to the proposed rule change, which replaced and superseded the original filing in its entirety. The proposed rule change, as modified by Amendment No. 1, is described in Items I and II 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. 1, from interested persons.

#### I. Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change

The Exchange proposes to adopt new Nasdaq Rule 5712 to provide for the

listing and trading of Commodity- and Digital Asset-Based Investment Interests, which are securities issued by a trust, limited liability company, or other similar entity that holds specified commodities, digital assets, derivative securities products, and/or cash. The Exchange also proposes to list and trade shares of the Hashdex Nasdaq Crypto Index US ETF (the "Trust") under proposed Nasdaq Rule 5712. This Amendment No. 1 supersedes the original filing in its entirety.

The text of the proposed rule change is available on the Exchange's website at <https://listingcenter.nasdaq.com/rulebook/nasdaq/rulefilings>, 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 Exchange 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 these 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 aspects of such statements.

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

###### 1. Purpose

The Exchange proposes to adopt new Rule 5712 to provide for the listing and trading of Commodity- and Digital Asset-Based Investment Interests, which are securities issued by a trust, limited liability company, or other similar entity that holds specified commodities, digital assets, derivative securities products, and/or cash. The Exchange also proposes to list and trade Shares of the Trust under proposed Rule 5712.

The units of the Trust are referred to herein as the "Shares."<sup>4</sup> The Commission approved the listing and trading of the Shares of the Trust under Nasdaq Rule 5711(d)<sup>5</sup> on December 19,

2024.<sup>6</sup> This proposal aims to amend representations regarding the investment objective and strategy of the Trust made in the Hashdex Original Filing, and to list and trade the Shares pursuant to proposed Rule 5712. This proposal will supersede the Hashdex Original Filing in its entirety. The Hashdex Original Filing will remain in effect until this proposal is approved by the Commission, at which time the Exchange will transfer the Trust from its current listing standards under Rule 5711(d) into the new listing standards under proposed Rule 5712, and the Trust can implement its amended investment strategy described in this proposal upon such approval.

#### Proposed Listing Rules

Proposed Rule 5712(a) provides that the Exchange will consider for trading, whether by listing or pursuant to unlisted trading privileges, Commodity- and/or Digital Asset-Based Investment Interests that meet the criteria of this rule. The Exchange will file separate proposals under Section 19(b) of the Act before trading, either by listing or pursuant to unlisted trading privileges, Commodity- and/or Digital Asset-Based Investment Interests. All statements or representations contained in such rule filing regarding (a) the description of the index, portfolio, or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements. If an issue of Commodity- and/or Digital Asset-Based Investment Interests does not satisfy these requirements, the Exchange may halt trading in the securities and will initiate delisting proceedings under the Rule 5800 Series.

underlying commodity and/or cash; and (3) that, when aggregated in the same specified minimum number, may be redeemed at a holder's request by such trust which will deliver to the redeeming holder the quantity of the underlying commodity and/or cash. See Nasdaq Rule 5711(d)(iv)(A).

<sup>6</sup> See Securities Exchange Act Release No. 101998 (December 19, 2024), 89 FR 106707 (December 30, 2024) (SR-NASDAQ-2024-028; SR-CboeBZX-2024-091). See also Securities Exchange Act Release Nos. 101218 (Sept. 30, 2024), 89 FR 80970 (Oct. 4, 2024) (SR-NASDAQ-2024-028) ("Amendment No. 1"); and 102309 (January 29, 2025), 90 FR 8961 (February 4, 2025) (SR-NASDAQ-2025-006). SR-NASDAQ-2025-006 updated certain representations made in Amendment No. 1 relating to the service providers and the basket size of the Hashdex Nasdaq Crypto Index US ETF. Amendment No. 1, as amended by SR-NASDAQ-2025-006, will hereinafter be referred to as the "Hashdex Original Filing."

<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 15 U.S.C. 78a.

<sup>3</sup> 17 CFR 240.19b-4.

<sup>4</sup> The Shares are listed under the ticker symbol "NCIQ."

<sup>5</sup> Nasdaq Rule 5711(d) governs the listing and trading of Commodity-Based Trust Shares, which means a security (1) that is issued by a trust that holds (a) a specified commodity deposited with the trust, or (b) a specified commodity and, in addition to such specified commodity, cash; (2) that is issued by such trust in a specified aggregate minimum number in return for a deposit of a quantity of the