

Rule 22c-2(a)(3) requires funds to maintain records of all information-sharing agreements for 6 years *in an easily accessible place*. Commission staff understands that most shareholder information agreements are stored at the fund group level and estimates that there are currently approximately 840 fund groups.²⁰ Commission staff understands that information-sharing agreements are generally included as addendums to distribution agreements between funds and their intermediaries, and that these agreements would be stored as required by the rule as a matter of ordinary business practice. Therefore, Commission staff estimates that maintaining records of information-sharing agreements requires 10 minutes of time spent by a general clerk (at a rate of \$64 per hour)²¹ per fund, each year. Accordingly, Commission staff estimates that all funds will incur 140 hours at a cost of \$8,960²² in complying with the recordkeeping requirement of rule 22c-2(a)(3).

Therefore, Commission staff estimates that to comply with the information sharing agreement requirements of rule 22c-2(a)(2) and (3), it requires a total of 26,620 hours at a cost of \$11,262,960.²³

The Commission staff estimates that on average, each fund group requests shareholder information once a week, and gives instructions regarding the restriction of shareholder trades every day, for a total of 417 responses related to information sharing systems per fund group each year, and a total 350,280 responses for all fund groups annually.²⁴ In addition, as described above, the staff estimates that funds make 36 responses related to board determinations, 2,520 responses related to new intermediaries of existing fund groups, 4,100 responses related to new fund group information sharing agreements, and 840 responses related to recordkeeping, for a total of 7,496 responses related to the other requirements of rule 22c-2. Therefore,

the Commission staff estimates that the total number of responses is 357,776 (350,280 + 7,496 = 357,776).

The Commission staff estimates that the total hour burden for rule 22c-2 is 27,088 hours at a cost of \$11,645,460.²⁵ Responses provided to the Commission will be accorded the same level of confidentiality accorded to other responses provided to the Commission in the context of its examination and oversight program. Responses provided in the context of the Commission's examination and oversight program are generally kept confidential. Complying with the information collections of rule 22c-2 is mandatory for funds that redeem their shares within 7 days of purchase. 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 background documentation for this information collection at the following website: www.reginfo.gov. Find this particular information collection by selecting "Currently under 30-day Review—Open for Public Comments" or by using the search function. Written comments and recommendations for the proposed information collection should be sent within 30 days of publication of this notice to (i) www.reginfo.gov/public/do/PRAMain and (ii) David Bottom, Director/Chief Information Officer, Securities and Exchange Commission, c/o Cynthia Roscoe, 100 F Street NE, Washington, DC 20549, or by sending an email to: PRA_Mailbox@sec.gov.

Dated: September 29, 2021.

J. Matthew DeLesDernier,

Assistant Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-93177; File No. SR-ICC-2021-019]

Self-Regulatory Organizations; ICE Clear Credit LLC; Notice of Filing of Proposed Rule Change Relating to the ICC CDS Instrument On-Boarding Policies and Procedures

September 29, 2021.

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

²⁵ This estimate is based on the following calculations: (468 hours (board determination) + 26,620 hours (information sharing agreements) = 27,088 total hours); (\$382,500 (board determination) + \$11,262,960 (information sharing agreements) = \$11,645,460).

¹ 15 U.S.C. 78s(b)(1).

Rule 19b-4,² notice is hereby given that on September 22, 2021, ICE Clear Credit LLC ("ICC") filed with the Securities and Exchange Commission the proposed rule change as described in Items I, II and III below, which Items have been prepared primarily by ICC. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Clearing Agency's Statement of the Terms of Substance of the Proposed Rule Change

The principal purpose of the proposed rule change is to revise the CDS Instrument On-boarding Policies and Procedures ("Instrument On-boarding Policy"). These revisions do not require any changes to the ICC Clearing Rules ("Rules").

II. Clearing Agency's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, ICC included statements concerning the purpose of and basis for the proposed rule change, security-based swap submission, or advance notice and discussed any comments it received on the proposed rule change, security-based swap submission, or advance notice. The text of these statements may be examined at the places specified in Item IV below. ICC has prepared summaries, set forth in sections (A), (B), and (C) below, of the most significant aspects of these statements.

(A) Clearing Agency's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

(a) Purpose

ICC proposes to amend the Instrument On-boarding Policy. This document provides an overview of ICC's on-boarding process for new instruments, which includes selecting new instruments for clearing, configuring internal systems, notifying and receiving feedback from stakeholders, and ensuring operational readiness by ICC and its Clearing Participants ("CPs"). The proposed changes amend the guiding principles that ICC maintains for instrument selection. ICC believes that such changes will facilitate the prompt and accurate clearance and settlement of securities transactions and derivative agreements, contracts, and transactions for which it is responsible. ICC proposes to make such changes effective following Commission approval of the proposed rule change. The proposed rule change is described in detail as follows.

² 17 CFR 240.19b-4.

²⁰ ICI, 2020 Investment Company Fact Book at Fig 2.12 (2020) (<https://www.ici.org/research/stats/factbook>).

²¹ The \$64 per hour figure for a general clerk is derived from SIFMA's Office Salaries in the Securities Industry 2013 modified to account for an 1800-hour work-year and inflation, and multiplied by 2.93 to account for bonuses, firm size, employee benefits, and overhead.

²² This estimate is based on the following calculations: (10 minutes × 840 fund groups = 8,400 minutes); (8,400 minutes/60 = 140 hours); (140 hours × \$64 = \$8,960).

²³ This estimate is based on the following calculations: (10,080 hours + 16,400 hours + 140 hours = 26,620 hours); (\$4,284,000 + \$6,970,000 + \$8,960 = \$11,262,960).

²⁴ This estimate is based on the following calculations: (52 + 365 = 417); (417 × 840 fund groups = 350,280).

ICC proposes amendments to the Subsection III.A which discusses the guiding principles that ICC maintains for considering instruments for clearing. Such principles are designed to ensure that ICC proceeds in a prudent manner with respect to instrument selection while also providing the best opportunity for CPs to minimize their risk. The proposed changes incorporate an additional guiding principle to consider instruments that are constituents of the currently clearable On-The-Run (“OTR”) indices to become clearing eligible in order to provide additional instruments to hedge and mitigate indirect risk exposure from the OTR indices. For other instruments that are not constituents of currently clearable OTR indices, the current guiding principles would remain and ICC would continue to consider instrument open interest and volume. For all instruments, ICC would continue to consider instruments that can be cleared through ICC’s systems and processes and to support industry wide initiatives and protocols.

(b) Statutory Basis

ICC believes that the proposed rule change is consistent with the requirements of Section 17A of the Act³ and the regulations thereunder applicable to it, including the applicable standards under Rule 17Ad–22.⁴ In particular, Section 17A(b)(3)(F) of the Act⁵ requires that the rule change be consistent with the prompt and accurate clearance and settlement of securities transactions and derivative agreements, contracts and transactions cleared by ICC, the safeguarding of securities and funds in the custody or control of ICC or for which it is responsible, and the protection of investors and the public interest. As described above, the proposed changes incorporate an additional guiding principle that ICC consider instruments that are constituents of the currently clearable OTR indices to become clearing eligible in order to provide additional instruments to hedge and mitigate indirect risk exposure from the OTR indices. ICC believes that such changes would support and enhance the guiding principles and ensure that ICC continues to proceed in a prudent manner with respect to instrument selection while also providing CPs the best opportunity to minimize their risk. Moreover, the Instrument On-boarding Policy will continue to ensure that ICC’s risk models adequately capture the risks

associated with proposed new instruments and that the end-of-day price discovery process operates effectively and provides reliable prices for proposed new instruments, including through the risk management and pricing configuration and evaluation and the dress rehearsal. The proposed rule change is therefore consistent with the prompt and accurate clearing and settlement of the contracts cleared by ICC, the safeguarding of securities and funds in the custody or control of ICC or for which it is responsible, and the protection of investors and the public interest, within the meaning of Section 17A(b)(3)(F) of the Act.⁶

The amendments would also satisfy relevant requirements of Rule 17Ad–22.⁷ Rule 17Ad–22(e)(2)(i) and (v)⁸ requires each covered clearing agency to establish, implement, maintain, and enforce written policies and procedures reasonably designed to provide for governance arrangements that are clear and transparent and specify clear and direct lines of responsibility. The Instrument On-boarding Policy continues to describe the roles and responsibilities of relevant stakeholders with respect to instrument selection and subject new instruments to ICC’s governance process. As such, in ICC’s view, the proposed rule change continues to ensure that ICC maintains policies and procedures that are reasonably designed to provide for clear and transparent governance arrangements and specify clear and direct lines of responsibility, consistent with Rule 17Ad–22(e)(2)(i) and (v).⁹

Rule 17Ad–22(e)(4)(ii)¹⁰ requires each covered clearing agency to establish, implement, maintain, and enforce written policies and procedures reasonably designed to effectively identify, measure, monitor, and manage its credit exposures to participants and those arising from its payment, clearing, and settlement processes, including by maintaining additional financial resources at the minimum to enable it to cover a wide range of foreseeable stress scenarios that include, but are not limited to, the default of the two participant families that would potentially cause the largest aggregate credit exposure for the covered clearing agency in extreme but plausible market conditions. The proposed changes distinguish a category of instruments that are constituents of the currently

clearable OTR indices to provide additional instruments to hedge and mitigate indirect risk exposure from the OTR indices. New instruments will continue to be subject to the risk management and pricing configuration and evaluation and the dress rehearsal under the Instrument On-boarding Policy to ensure that ICC’s risk models adequately capture the risks associated with new instruments and that the end-of-day price discovery process operates effectively, thereby supporting ICC’s ability to maintain its financial resources and withstand the pressures of defaults, consistent with the requirements of Rule 17Ad–22(e)(4)(ii).¹¹

Rule 17Ad–22(e)(17)¹² requires, in relevant part, each covered clearing agency to establish, implement, maintain, and enforce written policies and procedures reasonably designed to manage its operational risks by (i) identifying the plausible sources of operational risk, both internal and external, and mitigating their impact through the use of appropriate systems, policies, procedures, and controls; and (ii) ensuring that systems have a high degree of security, resiliency, operational reliability, and adequate, scalable capacity. The Instrument On-boarding Policy continues to describe the process, including testing and preparation, for the introduction of new instruments to ensure that ICC and its CPs are operationally ready and that ICC proceeds in a controlled manner, thereby supporting ICC’s ability to identify the plausible sources of operational risk and mitigate their impact and ensure that systems have a high degree of security, resiliency, operational reliability, and adequate, scalable capacity, consistent with the requirements of Rule 17Ad–22(e)(17).¹³

Rule 17Ad–22(e)(21)¹⁴ requires, among other things, that each covered clearing agency establish, implement, maintain, and enforce written policies and procedures reasonably designed to be efficient and effective in meeting the requirements of its participants and the markets it serves. The proposed changes are designed to provide additional instruments to hedge and mitigate indirect risk exposure from the OTR indices. Such changes would support and enhance the guiding principles by ensuring that ICC continues to proceed in a prudent manner with respect to instrument selection while also providing CPs the best opportunity to

⁶ *Id.*

⁷ 17 CFR 240.17Ad–22.

⁸ 17 CFR 240.17Ad–22(e)(2)(i) and (v).

⁹ *Id.*

¹⁰ 17 CFR 240.17Ad–22(e)(4)(ii).

¹¹ *Id.*

¹² 17 CFR 240.17Ad–22(e)(17)(i) and (ii).

¹³ *Id.*

¹⁴ 17 CFR 240.17Ad–22(e)(21).

³ 15 U.S.C. 78q–1.

⁴ 17 CFR 240.17Ad–22.

⁵ 15 U.S.C. 78q–1(b)(3)(F).

minimize their risk, thereby allowing ICC to be efficient and effective in meeting the requirements of its participants and the markets it serves, consistent with Rule 17Ad-22(e)(21).¹⁵

(B) Clearing Agency's Statement on Burden on Competition

ICC does not believe the proposed amendments would have any impact, or impose any burden, on competition not necessary or appropriate in furtherance of the purpose of the Act. The proposed changes to the Instrument On-boarding Policy will apply uniformly across all market participants. Therefore, ICC does not believe the proposed rule change imposes any burden on competition not necessary or appropriate in furtherance of the purpose of the Act.

(C) Clearing Agency's Statement on Comments on the Proposed Rule Change Received From Members, Participants or Others

Written comments relating to the proposed rule change have not been solicited or received. ICC will notify the Commission of any written comments received by ICC.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

Within 45 days of the date of publication of this notice in the **Federal Register** or within such longer period up to 90 days (i) as the Commission may designate if it finds such longer period to be appropriate and publishes its reasons for so finding or (ii) as to which the self-regulatory organization consents, the Commission will:

(A) By order approve or disapprove such proposed rule change, or

(B) institute proceedings to determine whether the proposed rule change should be 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. Please include File Number SR-ICC-2021-019 on the subject line.

Paper Comments

Send paper comments in triplicate to Secretary, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549.

All submissions should refer to File Number SR-ICC-2021-019. 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 such filings will also be available for inspection and copying at the principal office of ICE Clear Credit and on ICE Clear Credit's website at <https://www.theice.com/clear-credit/regulation>. 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-ICC-2021-019 and should be submitted on or before October 26, 2021.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹⁶

J. Matthew DeLesDernier,

Assistant Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-93195; File No. SR-OCC-2021-009]

Self-Regulatory Organizations; The Options Clearing Corporation; Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Revise the Options Clearing Corporation's Schedule of Fees

September 29, 2021.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Exchange Act" or "Act"),¹ and Rule 19b-4 thereunder,² notice is hereby given that on September 28, 2021, The Options Clearing Corporation ("OCC") filed with the Securities and Exchange Commission ("SEC" or "Commission") the proposed rule change as described in Items I, II, and III below, which Items have been prepared primarily by OCC. OCC filed the proposed rule change pursuant to Section 19(b)(3)(A)(ii)³ of the Act and Rule 19b-4(f)(2)⁴ thereunder so that the proposal was effective upon filing with the Commission. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Clearing Agency's Statement of the Terms of Substance of the Proposed Rule Change

The proposed rule change by OCC would revise OCC's schedule of fees to implement a fee holiday for the period beginning November 1, 2021, and ending December 31, 2021. OCC's schedule of fees is included as Exhibit 5 to File No. SR-OCC-2021-009. Material proposed to be added to OCC's schedule of fees as currently in effect is underlined and material proposed to be deleted is marked in strikethrough text. All capitalized terms not defined herein have the same meaning as set forth in the OCC By-Laws and Rules.⁵

II. Clearing Agency's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, OCC 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

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 15 U.S.C. 78s(b)(3)(A)(ii).

⁴ 17 CFR 240.19b-4(f)(2).

⁵ OCC's By-Laws and Rules can be found on OCC's public website: <https://www.theocc.com/Company-Information/Documents-and-Archives/By-Laws-and-Rules>.

¹⁵ *Id.*

¹⁶ 17 CFR 200.30-3(a)(12).