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RAILROAD RETIREMENT BOARD
Sunshine Act; Notice of Public Meeting
Notice is hereby given that the Railroad Retirement Board will hold a closed meeting on July 28, 2016 beginning at 10:00 a.m. at the Board’s meeting room on the 8th floor of its headquarters building, 844 North Rush Street, Chicago, Illinois 60611. The agenda for this meeting follows:

Closed meeting notice:
(1) Chief Financial Officer Position
The person to contact for more information is Martha P. Rico, Secretary to the Board, Phone No. 312–751–4920.
Martha P. Rico,
Secretary to the Board.
[FR Doc. 2016–16765 Filed 7–12–16; 4:15 pm]
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SECURITIES AND EXCHANGE COMMISSION
Self-Regulatory Organizations; Bats BZX Exchange, Inc.; Notice of Filing of a Proposed Rule Change To List and Trade Shares of the JPMorgan Global Bond Opportunities ETF
July 8, 2016.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Act”),1 and Rule 19b–4 thereunder,2 notice is hereby given that on July 1, 2016, Bats BZX Exchange, Inc. (the “Exchange” or “BZX”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as 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 from interested persons.

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

The Exchange filed a proposal to list and trade shares of the JPMorgan Global Bond Opportunities ETF (the “Fund”) of the J.P. Morgan Exchange-Traded Fund Trust (the “Trust”) under BZX Rule 14.11(i) (“Managed Fund Shares”). The shares of the Fund are collectively referred to herein as the “Shares.” The text of the proposed rule change is available at the Exchange’s Web site at www.batstrading.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 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 parts 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 list and trade the Shares under BZX Rule 14.11(i), which governs the listing and trading of Managed Fund Shares on the Exchange.3 All statements and representations made in this filing regarding (a) the description of the portfolio, (b) limitations on portfolio holdings or reference assets, or (c) the applicability of Exchange rules and surveillance procedures shall constitute continued listing requirements for listing the Shares on the Exchange. The Exchange must be an actively managed fund. The Shares will be offered by the Trust, which was established as a Delaware statutory trust on February 25, 2010. The Trust is registered with the Commission as an open-end investment company and has filed a registration statement with respect to the Fund on Form N–1A (“Registration Statement”) with the Commission.4

Description of the Shares and the Fund

J.P. Morgan Investment Management Inc. will be the investment adviser (“JPMIM” or “Adviser”) to the Fund. The Adviser will serve as the administrator for the Fund (the “Administrator”). SEI Investments Distribution Co. (the “Distributor”) serves as the distributor for the Trust. JPMorgan Chase Bank, N.A. will act as the custodian (the “Custodian”) and transfer agent (“Transfer Agent”) for the Trust.

BZX Rule 14.11(i)(7) provides that, if the investment adviser to the investment company issuing Managed Fund Shares is affiliated with a broker-dealer, such investment adviser shall erect a “fire wall” between the investment adviser and the broker-dealer with respect to access to information concerning the composition and/or changes to such investment company portfolio.5 In addition, Rule 14.11(i)(7) further requires that personnel who make decisions on the investment company’s portfolio composition must be subject to procedures designed to prevent the use and dissemination of material


5 An investment adviser to an open-end fund is required to be registered under the Investment Advisers Act of 1940 (the “Advisers Act”). As a result, the Adviser and its related personnel are subject to the provisions of Rule 204A–1 under the Advisers Act relating to codes of ethics. This Rule requires investment advisers to adopt a code of ethics that reflects the fiduciary nature of the relationship to clients as well as compliance with other applicable securities laws. Accordingly, procedures designed to prevent the communication and misuse of non-public information by an investment adviser must be consistent with Rule 204A–1 under the Advisers Act. In addition, Rule 206(4)–7 under the Advisers Act makes it unlawful for an investment adviser to provide investment advice to clients unless such investment adviser has (i) adopted and implemented written policies and procedures reasonably designed to prevent violation, by the investment adviser and its supervised persons, of the Advisers Act and the Commission rules adopted thereunder; (ii) implemented, at a minimum, an annual review regarding the adequacy of the policies and procedures established pursuant to subparagraph (i) above and the effectiveness of their implementation; and (iii) designated an individual (who is a supervised person) responsible for administering the policies and procedures adopted under subparagraph (i) above.
nonpublic information regarding the applicable investment company portfolio. Rule 14.11(i)(7) is similar to BZX Rule 14.11(b)(5)(A)(i), however, Rule 14.11(i)(7) in connection with the establishment of a “fire wall” between the investment adviser and the broker-dealer reflects the applicable open-end fund’s portfolio, not an underlying benchmark index, as is the case with index-based funds. The Adviser is not registered as a broker-dealer but the Adviser is affiliated with a broker-dealer and has implemented a “fire wall” with respect to such broker-dealer regarding access to information concerning the composition and/or changes to the Fund’s portfolio. In the event (a) the Adviser becomes registered as a broker-dealer or newly affiliated with a broker-dealer, or (b) any new adviser or sub-adviser is a registered broker-dealer or becomes affiliated with a broker-dealer, it will implement a fire wall with respect to its relevant personnel or broker-dealer affiliate regarding access to information concerning the composition and/or changes to the portfolio, and will be subject to procedures designed to prevent the use and dissemination of material non-public information regarding such portfolio.

JPMorgan Global Bond Opportunities ETF

According to the Registration Statement, the Fund will seek to provide total return by investing across sectors in developed and emerging markets located around the world. The Fund is an actively-managed fund that does not seek to replicate the performance of a specified index. Because the Fund is not managed to a benchmark, the Adviser has broad discretion to shift the Fund’s exposure to strategies, sectors, countries or currencies based on changing market conditions and its view of the best mix of investment opportunities. In buying and selling investments for the Fund, the Adviser allocates the Fund’s exposure to strategies, sectors, countries and currencies based on the Adviser’s analysis of individual investments and broader economic conditions in individual countries, regions and the world. This allows the Adviser to take a conservative approach during uncertain periods and move into higher risk opportunities as market conditions improve, which may result in the Fund focusing in only a few markets and sectors.

Under normal circumstances, the Fund will invest at least 80% of its assets in bonds. Under normal circumstances, the Fund will invest at least 40% of its Assets in countries other than the United States. The Fund may invest in developed or emerging markets. Emerging markets currently includes most countries in the world except Australia, Canada, Japan, New Zealand, the U.S., the United Kingdom and most western European countries and Hong Kong. In managing the Fund, the Adviser will seek to diversify the Fund’s portfolio by investing in issuers in at least three countries other than the U.S. The Fund may invest a substantial part of its assets in just one country and is not required to allocate its investments in any set percentages in any particular countries.

Although the Fund has the flexibility to invest without limit in securities that are rated below investment grade (also known as junk bonds or high yield securities), or the unrated equivalent, the Fund generally invests at least 25% of the Fund’s Assets in securities that at the time of purchase are rated investment grade or the unrated equivalent. The Fund has flexibility to decrease the percentage of Assets invested in investment grade securities at any time to take advantage of higher risk opportunities when market conditions are improving.

The Fund currently seeks to maintain a duration of eight years or less, although the Fund has the flexibility to maintain a longer duration under certain market conditions such as significant volatility in interest rates and spreads. Duration is a measure of the price sensitivity of a debt security or a portfolio of debt securities to relative changes in interest rates. For instance, a duration of three years means that a security’s or portfolio’s price would be expected to decrease by approximately 3% with a 1% increase in interest rates (assuming a parallel shift in yield curve).

As part of its principal investment strategy and for temporary defensive purposes, any portion of the Fund’s total assets may be invested in cash and cash equivalents.

Principal Holdings

The Fund intends to achieve its investment objective by investing, under normal circumstances, 80% of its assets in bonds (a debt security with a maturity of 90 days or more at the time of its issuance) ("Bonds"), subject to certain limits described below. For purposes of this filing, Bonds will be defined as the following instruments: Asset-backed securities 7 (including mortgages, 8 mortgage dollar rolls, 9 and stripped mortgage-backed securities); 10 bank obligations; commercial paper; 11 convertible bonds; corporate debt securities; 12 inflation-linked debt securities; inverse floating rate instruments; 13 municipal securities; 14

7 Asset-backed securities ("ABS") include securities secured by company receivables, home equity loans, truck and auto loans, leases, and credit card receivables or other securities backed by other types of receivables or other assets. ABS includes mortgage-backed securities ("MBS"), which are debt obligations secured by real estate loans and pools of loans such as collateralized mortgage obligations ("CMOs"), commercial mortgage-backed securities ("CMBS"), and other asset-backed structures. The Fund may not invest more than 20% of its portfolio in a combination of: illiquid ABS (as determined in footnote 31, below), and distressed or defaulted loans, including non-performing loans and reperforming loans.

8 Mortgages are debt instruments secured by real property and include adjustable rate mortgage loans ("ARMs"), which are loans in a mortgage pool which provide for a fixed initial mortgage interest rate for a specified period of time after which the rate may be subject to periodic adjustments.

9 Mortgage dollar rolls involve a transaction in which the Fund sells securities for delivery in a current month and simultaneously contracts with the same party to repurchase similar but not identical securities on a specified future date.

10 Stripped mortgage-backed securities are securities which are usually structured with two classes of shares that receive different proportions of the interest and principal from a pool of mortgage assets. These include Interest-Only ("IO") and Principal-Only ("PO") securities issued outside a Real Estate Mortgage Investment conduit ("REMIC") or CMO structure.

11 Secured and unsecured short-term promissory notes issued by corporations and other entities. Maturities generally vary from a few days to nine months.

12 May include bonds and other debt securities of domestic and foreign issuers, including obligations of industrial, utility, banking and other corporate issuers [sic]. While the Fund is permitted to invest without restriction in corporate bonds, the Adviser expects that, under normal circumstances, the Fund will generally seek to invest in corporate bond issuances that have at least $100,000,000 par amount outstanding. Further, component corporate bond issuers will that in the aggregate account for at least 75% of the weight of corporate bonds will have a minimum original principal outstanding of $100 million or more.

13 Inverse floating rate instruments are leveraged variable debt instruments with interest rates that reset in the opposite direction from the market rate of interest to which the inverse floater is indexed.

14 Municipal securities held by the Fund will be rated Baa3/BBB- or higher by at least two of the following ratings agencies if any of the three agencies rate the security: Moody’s, S&P and Fitch. If only two of the three agencies rate the security, the lower rating is used. If only one of the three agencies rates the security, the rating must be at least Baa3/BBB-. Municipal securities held by the Fund will have an outstanding par value of at least $7 million and be issued as part of a transaction of at least $75 million.
obligations of supranational agencies; private placements, restricted securities, and other unregistered securities; securities issued in connection with reorganizations and corporate restructurings; sovereign obligations; structured investments; treasury receipts; trust preferreds; U.S. Government Agency Securities; U.S. Government obligations; and zero-coupon, pay-in-kind, and deferred payment securities. Bonds may have fixed or variable interest rates and be of any maturity.

The Fund may invest at least 80% of its Assets in Bonds, the Fund may also invest in the following instruments as part of its principal investment strategy: ("Non-Bonds"); Custodial receipts; derivatives, including options, swaps, and futures; exchange traded funds ("ETFs"); foreign currency transactions; and investment company securities that are not ETFs; preferred stock; and short-term funding agreements.

Other Portfolio Holdings

While the Adviser, under normal circumstances, will invest at least 80% of the Fund’s Assets in Bonds and may invest additionally in Non-Bonds as described above as part of its principal investment strategy, the Adviser may invest up to 20% of the Fund’s Assets in other securities and financial instruments, as described below. The Fund may invest in auction rate securities, which include auction rate municipal securities and auction rate preferred securities issued by closed-end investment companies. The Fund may invest in CPs, which are securities created through the automatic establishment of a new interest rate whenever a specified interest rate changes. Interest rates on these securities are ordinarily tied to, and set dates. Variable rate obligations whose interest is adjusted no less frequently than annually will be deemed to have a maturity equal to the period remaining until the next readjustment of the interest rate. The Adviser may also purchase floating rate securities. A floating rate security provides for the automatic adjustment of its interest rate whenever a specified interest rate changes. Interest rates of such obligations are ordinarily tied to, and are a percentage of, a widely recognized interest rate, such as the yield on 90-day U.S. Treasury bills or the prime rate of a specified bank. These rates may change as often as twice daily.

The Fund may acquire securities in the form of custodial receipts that evidence ownership of future interest payments, principal payments or both on certain U.S. Treasury notes or bonds in connection with programs sponsored by banks and brokerage firms. These are not considered to be U.S. government securities. These notes and bonds are held in custody by a bank on behalf of the owners of the receipts.

The Fund may invest in OTC and exchange-traded call and put options, including the following: Indexed securities, currencies, and indexes of fixed income, currencies, and credit default swaps. All options will be covered.

The Fund may invest in swaps, including only the following: Interest rate swaps, credit default swaps, currency swaps, and total return swaps.

Foreign currency transactions will be used to hedge against currency risks, for other risk management purposes, to increase income or gain to the Fund, and/or for other investment purposes and, in addition to the derivative strategies described above, may include spot and forward foreign currency transactions (including non-deliverable forwards ("NDFs") and forward rate agreements. The Fund may engage in such transactions in both U.S. and non-U.S. markets.

Investment company securities include shares of other investment companies, including money market funds for which the Adviser and/or its affiliates serve as investment adviser or administrator and for which or with respect to which the Adviser and/or its affiliates may waive certain fees when investing in funds for which it serves as investment adviser, to the extent required by law or contract.

The Fund may acquire securities in the form of foreign securities that have interest payable by delivery of additional foreign currency and a specified maturity. Foreign currency securities may have a foreign or a U.S. issuer. For other depositary receipts, the depositary may be a foreign or a U.S. entity, and the underlying securities may have a foreign or a U.S. issuer. Depositary Receipts will not necessarily be denominated in the same currency as their underlying securities. Global Depositary Receipts, in registered form, are designed for use in the U.S. securities market, and EDRs, in bearer form, are designated for use in European securities markets. GDRs are tradable both in the United States and in exchange of existing commercial bank loans to sovereign entities for new obligations in connection with a debt restructuring.

The Fund may invest in commodity-related pooled investment vehicles, which include only the following instruments: Trust Shares (as defined in Rule 14.11(f)); Commodity-Based Trust Shares (as defined in Rule 14.11(e)(5)); Commodity Index Trust Shares (as defined in Rule 14.11(e)(6)); Commodity Trust Units (as defined in Rule 14.11(e)(9)); and Paired Class Shares (as defined in NASDAQ Stock Market LLC Rule 5713). The Fund will not invest in inverse or leveraged (e.g., 2X, –2X, 3X or –3X) commodity-related pooled investment vehicles pooled investment vehicles.

The Fund may invest in commodity-linked derivatives, which are derivatives for which the value derives from the price of a commodity, including commodity futures and commodity options.

The Fund may invest in U.S. equity securities. Equity securities are securities that represent an ownership interest (or the right to acquire such an interest) in a company and include common and preferred stock, warrants, and rights. The Fund’s investments in such U.S. equity securities may include securities traded over-the-counter as well as those traded on a securities exchange. The Fund may purchase such securities on a forward commitment or when-issued or delayed delivery basis, which means delivery and payment take place a number of days after the date of the commitment to purchase.

The Fund may purchase exchange-traded common stocks, exchange-traded warrants, and exchange-traded rights in foreign corporations. The Fund’s investments in common stock of foreign corporations may also be in the form of American Depositary Receipts ("ADR") and European Depositary Receipts ("EDRs") (collectively "Depositary Receipts").

Depositary Receipts are receipts, typically issued by a bank or trust company, which evidence ownership of underlying securities issued by a foreign corporation. For ADRs, the depositary is typically a U.S. financial institution and the underlying securities are issued by a foreign issuer. For other Depositary Receipts, the depositary may be a foreign or a U.S. entity, and the underlying securities may have a foreign or a U.S. issuer. Depositary Receipts will not necessarily be denominated in the same currency as their underlying securities. Global Depositary Receipts, in registered form, are designed for use in the U.S. securities market, and EDRs, in bearer form, are designated for use in European securities markets. GDRs are tradable both in the United States and in

25 A structured investment is a security having a return tied to an underlying index or other security or asset class. Structured investments generally are individually negotiated agreements and may be traded over-the-counter. Structured investments are organized and operated to restructure the investment characteristics of the underlying security.

26 The Fund may purchase interests in separately traded principal and component parts of U.S. Treasury obligations that are issued by banks or brokerage firms and that are created by depositing U.S. Treasury notes and U.S. Treasury bonds into a special account at a custodian bank. Receipts include Treasury Receipts ("TRs"), Treasury Investment Growth Receipts ("TIGRs"), and Certificates of Accrual on Treasury Securities ("CATS").

27 U.S. Government Agency Securities include securities issued by U.S. Government agencies and instrumentalities of the U.S. government. These include all types of securities issued by the Government National Mortgage Association ("Ginnie Mae"), the Federal National Mortgage Association ("Fannie Mae") and the Federal Home Loan Mortgage Corporation ("Freddie Mac"), including funding notes, subordinated benchmark notes, CMOs and REMICs.

28 The Fund may purchase interests in separately traded principal and component parts of U.S. Treasury obligations, including Treasury bills, notes and bonds, all of which are backed as to principal and interest payments by the full faith and credit of the U.S. government, and separately traded principal and interest component parts of such obligations that are transferable through the Federal book-entry system known as Separate Trading of Registered Interest and Principal of Securities ("STRIPS") and Coupons Under Book Entry Safekeeping ("CUBES").
The Fund may invest in convertible securities traded on an exchange or OTC that are not described in the Principal Holdings section above. Convertible securities are securities that may be converted or exchanged (by the holder or by the issuer) into shares of the underlying common stock (or cash or securities of equivalent value) at a stated exchange ratio. Convertible securities include contingent convertible securities.\footnote{20}

The Fund may invest in loan assignments and participations, which are assignments of, or participations in, all or a portion of loans to corporations or to governments, including governments in less developed countries. The Fund may also invest in commitments to purchase loan assignments.

The Fund may invest in exchange-traded master limited partnerships ("MLPs").

Investment Restrictions

The Fund may hold up to an aggregate amount of 15% of its Assets in illiquid assets (calculated at the time of investment), including Restricted Securities deemed illiquid by the Adviser\footnote{30} under the 1940 Act.\footnote{31} The

Europe and are designed for use throughout the world. The Fund will not invest in unsponsored ADRs. All exchange-traded equity securities in which the Fund may invest will trade on markets that are members of the Intermarket Surveillance Group ("ISG") or that have entered into a comprehensive surveillance agreement with the Exchange.

A contingent convertible security is a hybrid debt security typically issued by a non-U.S. bank that may be convertible into equity or may be written down if a pre-specified trigger event such as a decline in capital ratio below a prescribed threshold occurs.\footnote{22}

In reaching liquidity decisions, the Adviser may consider factors including: The frequency of trades and quotes for the security; the number of dealers wishing to purchase or sell the security and the number of other potential purchasers; dealer undertakings to make a market in the security; the nature of the security and the nature of the marketplace in which it trades (e.g., the time needed to dispose of the security, the method of soliciting offers, and the mechanics of transfer).\footnote{32}

The Commission has stated that long-standing Commission guidelines have required open-end funds to hold no more than 15% of their net assets in illiquid securities (calculated at the time of acquisition). Securities deemed illiquid by the Adviser are valued at fair value, as determined by the Adviser, at the end of each business day. A security may be illiquid if it cannot be disposed of in the ordinary course of business within seven days at approximately the value at which it is being carried by the Fund. The Fund intends to qualify each year as a regulated investment company (a "RIC") under Subchapter M of the Internal Revenue Code of 1986, as amended.\footnote{32} The Fund will invest its assets, and otherwise conduct its operations, in a manner that is intended to satisfy the qualifying income, diversification, and distribution requirements necessary to establish and maintain RIC qualification under Subchapter M.

The Fund does not have an investment objective seeking to return twice or three times the Fund’s benchmark.

Net Asset Value

According to the Registration Statement, the NAV of the Fund’s Shares generally will be calculated once daily Monday through Friday as of the close of regular trading on the Exchange, generally 4:00 p.m. Eastern Time (the "NAV Calculation Time") on each day that the Exchange is open for trading, based on the NAV Calculation Time. NAV per Share is calculated by dividing the Fund's Assets by the number of Fund Shares outstanding. The Fund's Assets are valued primarily on the basis of market quotations. Expenses and fees, including the management fees, will be accrued daily and taken into account for purposes of determining NAV.

Convertible bonds, ARMs, ABS, bank obligations, corporate debt securities, inflation-linked debt securities, inverse floating rate instruments, mortgage backed securities, municipal securities, obligations of supranational agencies, private placements, restricted securities, and other unregistered securities, securities issued in connection with reorganizations and corporate restructurings, short-term funding agreements, sovereign obligations, stripped mortgage-backed securities, structured investments, treasury

receipts, trust preferreds, U.S. Government Agency Securities, U.S. Government obligations, zero-coupon, pay-in-kind, and deferred payment securities, commercial paper, auction rate securities, when-issued securities, delayed delivery securities, and forward commitments, loan assignments and participations, and Brady Bonds will be valued at prices supplied by approved pricing services which is generally based on bid-sidest quotations. Non-ARM mortgages will be valued based on prices received from pricing vendor who provides bid prices. CDS will be valued at market quotations supplied by approved pricing services.

Common stocks and other exchange-traded equity securities (including shares of preferred securities, convertible securities, MLPs, commodity-related pooled investment vehicles, and ETFs) generally will be valued at the last sale price or official closing price on the primary exchange. Warrants and rights are generally valued at their intrinsic value. Custodial receipts are valued at their intrinsic value based on the terms of the receipts. Foreign equities and exchange-listed Depositary Receipts will be valued at the last sale price or official market closing price on the primary exchange and is subject to adjustment (fair value) each day by applying a fair value factor provided by approved pricing services. U.S. equity securities traded OTC, OTC-traded preferred securities, and OTC-traded convertible securities will be valued based on price quotations obtained from a broker-dealer who makes markets in such securities or other equivalent indications of value provided by a third-party pricing service. Securities of non-exchange traded investment companies will be valued at NAV.

Listed futures will generally be valued at the settlement price determined by the applicable exchange. Exchange-traded options on U.S. equity exchanges are generally valued at the composite mean price, using the National Best Bid and Offer quotes. Other exchange traded options are valued at the settlement price of the relevant exchange. Listed swaps will be valued on the basis of quotations or equivalent indication of value supplied by a third-party pricing service or broker-dealer who makes markets in such instruments. Non-exchange traded derivatives, including OTC-traded options and swaps are priced utilizing market quotations provided by approved pricing services. Foreign currency transactions will be valued based on foreign exchange rates obtained from an approved pricing service, using spot and forward rates.
available at the time net asset values of the fund is calculated.

Creation and Redemption of Shares

The NAV of Shares of the Fund will be determined once each business day, normally 4:00 p.m. Eastern time. The Fund currently anticipates that a Creation Unit will consist of 100,000 Shares, though this number may change from time to time, including prior to the listing of the Fund. The exact number of Shares that will comprise a Creation Unit will be disclosed in the Registration Statement of the Fund. The Trust will issue and sell Shares of the Fund only in Creation Units on a continuous basis, without a sales load (but subject to transaction fees), at their NAV per Share next determined after receipt of an order, on any business day, in proper form. Creation and redemption will typically occur in cash, however, the Trust retains discretion to conduct such transactions on an in-kind basis or a combination of cash and in-kind, as applicable. If the Cash Component is the Deposit Securities or Deposit Cash, as applicable, the Cash Component serves the function of compensating for any differences between the NAV per Creation Unit and the market value of the Deposit Securities or Deposit Cash, as applicable.

The Custodian, through the National Securities Clearing Corporation ("NSCC"), will make available on each business day, prior to the opening of business on the Exchange, the list of the names and the required amount of each Deposit Security or the required amount of Deposit Cash, as applicable, to be included in the current Fund Deposit (based on information at the end of the previous business day) for the Fund. Such Fund Deposit is subject to any applicable adjustments as described in the Registration Statement, in order to effect purchases of Creation Units of the Fund until such time as the next-announced composition of the Deposit Securities or the required amount of Deposit Cash, as applicable, is made available.

Shares may be redeemed only in Creation Units at their NAV next determined after receipt of a redemption request in proper form by the Fund through the Transfer Agent and only on a business day.

With respect to the Fund, the Custodian, through the NSCC, will make available immediately prior to the opening of business on the Exchange (9:30 a.m. Eastern time) on each business day, the list of the names and share quantities of the Fund’s portfolio securities that will be applicable (subject to possible amendment or correction) to redemption requests received in proper form on that day ("Fund Securities"). Fund Securities received on redemption may not be identical to Deposit Securities.

Redemption proceeds for a Creation Unit will be paid either in-kind or in cash or a combination thereof, as determined by the Trust. With respect to in-kind redemptions of the Fund, redemption proceeds for a Creation Unit will consist of Fund Securities as announced by the Custodian on the business day of the request for redemption received in proper form plus cash in an amount equal to the difference between the NAV of the Shares being redeemed, as next determined after a receipt of a request in proper form, and the value of the Fund Securities (the "Cash Redemption Amount"), less a fixed redemption transaction fee and any applicable additional variable charge as set forth in the Registration Statement. In the event that the Fund Securities have a value greater than the NAV of the Shares, a compensating cash payment equal to the differential will be required to be made by or through an authorized participant by the redeeming shareholder.

Notwithstanding the foregoing, at the Trust’s discretion, an authorized participant may receive the corresponding cash value of the securities in lieu of the in-kind securities value representing one or more Fund Securities. The creation/redemption order cut-off time for the Fund is expected to be 4:00 p.m. Eastern time. Creation/redemption order cut-off times may be earlier on any day that the Securities Industry and Financial Markets Association ("SIFMA") (or applicable exchange or market on which the Fund’s investments are traded) announces an early closing time. On days when the Exchange closes earlier than normal, the Fund may require orders for Creation Units to be placed earlier in the day.

Availability of Information

The Fund’s Web site, which will be publicly available prior to the public offering of Shares, will include a form of the prospectus for the Fund that may be downloaded. The Web site will include additional quantitative information updated on a daily basis, including, for the Fund: (1) The prior business day’s reported NAV, midpoint of the bid/ask spread at the time of calculation of such NAV (the “Bid/Ask Price”), daily trading volume, and a calculation of the premium and discount of the Bid/Ask Price against the NAV; and (2) data in chart format displaying the frequency distribution of discounts and premiums of the daily Bid/Ask Price against the NAV, within appropriate ranges, for each of the four previous calendar quarters. Daily trading volume information for the Fund will also be available through subscription services such as Bloomberg, Thomson Reuters, and International Data Corporation, which can be accessed by authorized participants and other investors, as well as through other electronic services, including major public Web sites. On each business day, before commencement of trading in Shares during Regular Trading Hours on the
Exchange, the Fund will disclose on its Web site the identities and quantities of the portfolio of securities and other assets (the “Disclosed Portfolio”) held by the Fund that will form the basis for the Fund’s calculation of NAV at the end of the business day. The Disclosed Portfolio will include, as applicable: the ticker symbol; CUSIP number or other identifier, if any; a description of the holding (including the type of holding, such as the type of swap); the identity of the security, commodity, index or other asset or instrument underlying the holding, if any; for options, the option strike price; quantity held (as measured by, for example, par value, notional value or number of shares, contracts, or units); maturity date, if any; coupon rate, if any; effective date, if any; market value of the holding; and the percentage weighting of the holding in the Fund’s portfolio. The Web site and information will be publicly available at no charge.

In addition, for the Fund, an estimated value, defined in BZX Rule 14.11(i)(3)(C) as the “Intraday Indicative Value,” that reflects an estimated intraday value of the Fund’s portfolio, will be disseminated. Moreover, the Intraday Indicative Value will be based upon the current value for the components of the Disclosed Portfolio and will be updated and widely disseminated by one or more major market data vendors at least every 25 seconds during the Exchange’s Regular Trading Hours. In addition, the quotations of certain of the Fund’s holdings may not be updated during U.S. trading hours if such holdings do not trade in the United States or if updated prices cannot be ascertained. The dissemination of the Intraday Indicative Value, together with the Disclosed Portfolio, will allow investors to determine the value of the underlying portfolio of the Fund on a daily basis and provide a close estimate of that value throughout the trading day.

Intraday, closing, and settlement prices of common stocks and other exchange-listed instruments (including futures, options, Depositary Receipts, preferred securities, convertible securities, warrants, rights, MLPs, commodity-related pooled investment vehicles, and ETFs) will be readily available from the exchanges trading such securities as well as automated quotation systems, published or other public sources, or online information services such as Bloomberg or Reuters. In addition, price information for U.S. exchange-traded options will be available from the Options Price Reporting Authority. Quotation information from brokers and dealers or pricing services will be available for Fixed Income Securities and U.S. government obligations. Quotation and price information for convertible bonds, ARMs, ABS, bank obligations, custodial receipts, corporate debt securities, inflation-linked debt securities, inverse floating rate instruments, mortgage dollar rolls, municipal securities, obligations of supranational agencies, private placements, restricted securities, and other unregistered securities, securities issued in connection with reorganizations and corporate restructurings, short-term funding agreements, sovereign obligations, stripped mortgage-backed securities, structured investments, treasury receipts, trust preferreds, U.S. Government Agency Securities, U.S. Government obligations, zero-coupon, pay-in-kind, and deferred payment securities, commercial paper, auction rate securities, when-issued securities, delayed delivery securities, and forward commitments, loan assignments and participations, Brady Bonds, mortgages, common stock warrants and rights, CDS, and foreign currency transactions will be available via major market data vendors or broker dealers that make markets in such instruments.

Information regarding market price and volume of the Shares will be continually available on a real-time basis throughout the day on brokers’ computer screens and other electronic services. The previous day’s closing price and trading volume information for the Shares will be published daily in the financial section of newspapers. Quotation and last sale information for the Shares will be available on the facilities of the CTA.

Initial and Continued Listing

The Shares will be subject to BZX Rule 14.11(i), which sets forth the initial and continued listing criteria applicable to Managed Fund Shares. The Exchange represents that, for initial and/or continued listing, the Fund must be in compliance with Rule 10A–3 under the Act. A minimum of 100,000 Shares will be outstanding at the commencement of trading on the Exchange. The Exchange will obtain a representation from the issuer of the Shares that the NAV per Share will be calculated daily and that the NAV and the Disclosed Portfolio will be made available to all market participants at the same time.

Trading Halts

With respect to trading halts, the Exchange may consider all relevant factors in exercising its discretion to halt or suspend trading in the Shares of the Fund. The Exchange will halt trading in the Shares under the conditions specified in BZX Rule 11.18. Trading may be halted because of market conditions or for reasons that, in the view of the Exchange, make trading in the Shares inadvisable. These may include: (1) The extent to which trading is not occurring in the securities and/or the financial instruments composing the Disclosed Portfolio of the Fund; or (2) whether other unusual conditions or circumstances detrimental to the maintenance of a fair and orderly market are present. Trading in the Shares also will be subject to Rule 14.11(i)(4)(B)(iv), which sets forth circumstances under which Shares of the Fund may be halted.

Trading Rules

The Exchange deems the Shares to be equity securities, thus rendering trading in the Shares subject to the Exchange’s existing rules governing the trading of equity securities. The Exchange will allow trading in the Shares from 8:00 a.m. until 5:00 p.m. Eastern Time. The Exchange has appropriate rules to facilitate transactions in the Shares during all trading sessions. As provided in BZX Rule 14.11(i)(2)(C), the minimum price variation for quoting and entry of orders in Managed Fund Shares traded on the Exchange is $0.01.

Surveillance

The Exchange believes that its surveillance procedures are adequate to properly monitor the trading of the Shares on the Exchange during all trading sessions and to deter and detect violations of Exchange rules and the applicable federal securities laws. Trading of the Shares through the Exchange will be subject to the Exchange’s surveillance procedures for derivative products, including Managed Fund Shares. The issuer has agreed to the Exchange that it will advise the Exchange of any failure by the Fund to comply with the continued listing requirements, and, pursuant to its obligations under Section 19(g)(1) of the Exchange Act, the Exchange will surveil...
for compliance with the continued listing requirements. If the Fund is not in compliance with the applicable listing requirements, the Exchange will commence delisting procedures under Exchange Rule 14.12. The Exchange may obtain information regarding trading in the Shares and the underlying shares in exchange traded investment companies, U.S. equity securities, foreign equity securities, futures, and options via the ISG, from other exchanges who are members or affiliates of the ISG, or with which the Exchange has entered into a comprehensive surveillance sharing agreement. In addition, the Exchange is able to access, as needed, trade information for certain fixed income instruments reported to FINRA’s Trade Reporting and Compliance Engine (“TRACE”). The Exchange can also access municipal bond trading activity for surveillance purposes in connection with trading in the Shares through the Electronic Municipal Market Access (“EMMA”) of the Municipal Securities Rulemaking Board (“MSRB”). The Exchange prohibits the distribution of material non-public information by its employees.

Information Circular

Prior to the commencement of trading, the Exchange will inform its members in an Information Circular of the special characteristics and risks associated with trading the Shares. Specifically, the Information Circular will discuss the following: (1) The procedures for purchases and redemptions of Shares in Creation Units (and that Shares are not individually redeemable); (2) BZX Rule 3.7, which imposes suitability obligations on Exchange members with respect to recommending transactions in the Shares to customers; (3) how information regarding the Intraday Indicative Value and the Disclosed Portfolio is disseminated; (4) the risks involved in trading the Shares during the Pre-Opening and After Hours Trading Sessions when an updated Intraday Indicative Value will not be calculated or publicly disseminated; (5) the requirement that members deliver a prospectus to investors purchasing newly issued Shares prior to or concurrently with the confirmation of a transaction; and (6) trading information. In addition, the Information Circular will advise members, prior to the commencement of trading, of the prospectus delivery requirements applicable to the Fund. Members purchasing Shares from the Fund for resale to investors will deliver a prospectus to such investors. The Information Circular will also discuss any exemptive, no-action, and interpretive relief granted by the Commission from any rules under the Act.

In addition, the Information Circular will reference that the Fund is subject to various fees and expenses described in the Registration Statement. The Information Circular will also disclose the trading hours of the Shares of the Fund and the applicable NAV Calculation Time for the Shares. The Information Circular will disclose that information about the Shares of the Fund will be publicly available on the Fund’s Web site. In addition, the Information Circular will reference that the Trust is subject to various fees and expenses described in the Fund’s Registration Statement.

2. Statutory Basis

The Exchange believes that the proposal is consistent with Section 6(b) of the Act in general and Section 6(b)(5) of the Act in particular in that it is designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system and, in general, to protect investors and the public interest.

The Exchange believes that the proposed rule change is designed to prevent fraudulent and manipulative acts and practices in that the Shares will be listed and traded on the Exchange pursuant to the initial and continued listing criteria in BZX Rule 14.11(i). The Exchange believes that its surveillance procedures are adequate to properly monitor the trading of the Shares on the Exchange during all trading sessions and to deter and detect violations of Exchange rules and the applicable federal securities laws. If the investment adviser to the investment company issuing Managed Fund Shares is affiliated with a broker-dealer, such investment adviser to the investment company shall erect a “fire wall” between the investment adviser and the broker-dealer with respect to access to information concerning the composition and/or changes to such investment company portfolio. The Adviser is not a registered broker-dealer, but is affiliated with a broker-dealer and has implemented a “fire wall” with respect to such broker-dealer regarding access to information concerning the composition and/or changes to the Fund’s portfolio.

In the event (a) the Adviser becomes registered as a broker-dealer or newly affiliated with a broker-dealer, or (b) any new adviser or sub-adviser is a registered broker-dealer or becomes affiliated with a broker-dealer, it will implement a fire wall with respect to its relevant personnel or broker-dealer affiliate regarding access to information concerning the composition and/or changes to the portfolio, and will be subject to procedures designed to prevent the use and dissemination of material non-public information regarding such portfolio. The Exchange may obtain information regarding trading in the Shares and the underlying Depositary Receipts, exchange traded shares of investment companies, U.S. equity securities, futures, and exchange listed options via the ISG, from other exchanges who are members or affiliates of the ISG, or with which the Exchange has entered into a comprehensive surveillance sharing agreement.

In addition, the Exchange is able to access, as needed, trade information for certain fixed income instruments reported to FINRA’s TRACE.

The Fund’s investments will be consistent with the Fund’s investment objective and the Fund does not have an investment objective seeking to return two times or three times the Fund’s benchmark, as stated above.

In addition to the Holdings in Bonds and Non-Bonds described above as part of the Fund’s principal investment

For a list of the current members and affiliate members of ISG, see www.isgportal.com. The Exchange notes that not all components of the Disclosed Portfolio for the Fund may trade on markets that are members of ISG or with which the Exchange has in place a comprehensive surveillance sharing agreement. The Exchange also notes that all of the ETFs, commodity-related pooled investment vehicles, futures, and options will trade on markets that are members of ISG or with which the Exchange has in place a comprehensive surveillance sharing agreement. The Exchange notes that not all components of the Disclosed Portfolio for the Fund may trade on markets that are members of ISG or with which the Exchange has in place a comprehensive surveillance sharing agreement.
strategy, the Fund may also, to a limited extent (under normal circumstances, less than 20% of the Fund’s Assets) and as further described above, engage in transactions in the following:

Auction rate securities, Brady Bonds, commodity-related pooled investment vehicles, commodity-linked derivatives, U.S. equity securities, exchange-traded common stocks of foreign corporations, exchange-traded warrants of foreign corporations, exchange-traded rights in foreign corporations, ADRs, GDRs, EDRS, convertible securities, and MLPs.

The Fund may hold up to an aggregate amount of 15% of its Assets in illiquid assets (calculated at the time of investment), including Restricted Securities deemed illiquid by the Adviser under the 1940 Act. The Fund will monitor its portfolio liquidity on an ongoing basis to determine whether, in light of current circumstances, an adequate level of liquidity is being maintained, and will consider taking appropriate steps in order to maintain adequate liquidity if, through a change in values, Assets, or other circumstances, more than 15% of the Fund’s Assets are held in illiquid assets. A security is considered illiquid if it cannot be “sold or disposed of in the ordinary course of business within 7 days at approximately the value” at which it is being carried by the fund.

The proposed rule change is designed to promote just and equitable principles of trade and to protect investors and the public interest in that the Exchange will obtain a representation from the issuer of the Shares that the NAV per Share will be calculated daily and that the NAV and the Disclosed Portfolio will be made available to all market participants at the same time. In addition, a large amount of information is publicly available regarding the Fund and the Shares, thereby promoting market transparency. Moreover, the Intraday Indicative Value will be disseminated by one or more major market data vendors at least every 15 seconds during Regular Trading Hours. On each business day, before commencement of trading in Shares during Regular Trading Hours, the Fund will disclose on its Web site the Disclosed Portfolio that will form the basis for the Fund’s calculation of NAV at the end of the business day. Pricing information will be available on the Fund’s Web site including: (1) The prior business day’s reported NAV, the Bid/Ask Price of the Fund, and a calculation of the premium and discount of the Bid/Ask Price against the NAV; and (2) data in chart format displaying the frequency distribution of discounts and premiums of the daily Bid/Ask Price against the NAV, within appropriate ranges, for each of the four previous calendar quarters. Additionally, information regarding market price and trading of the Shares will be continually available on a real-time basis throughout the day on brokers’ computer screens and other electronic services, and quotation and last sale information for the Shares will be available on the facilities of the CTA. The Web site for the Fund will include a form of the prospectus for the Fund and additional data relating to NAV and other applicable quantitative information. Trading in Shares of the Fund will be halted under the conditions specified in BZX Rule 11.18. Trading may also be halted because of market conditions or for reasons that, in the view of the Exchange, make trading in the Shares inadvisable. Finally, trading in the Shares will be subject to BZX Rule 14.11(i)(4)(B)(iv), which sets forth circumstances under which Shares of the Fund may be halted. In addition, the Exchange is able to access, as needed, trade information for certain fixed income instruments reported to FINRA’s TRACE. As noted above, investors will also have ready access to information regarding the Fund’s holdings, the Intraday Indicative Value, the Disclosed Portfolio, and quotation and last sale information for the Shares. Intraday, closing, and settlement prices of common stocks and other exchange-listed instruments (including futures, options, Depositary Receipts, preferred securities, convertible securities, warrants, rights, MLPs, commodity-related pooled investment vehicles, and ETFs) will be readily available from the exchanges trading such securities as well as automated quotation systems, published or other public sources, or online information services such as Bloomberg or Reuters. In addition, price information for U.S. exchange-traded options will be available from the Options Price Reporting Authority. Quotation information from brokers and dealers or pricing services will be available for Fixed Income Securities and U.S. government obligations. Quotation and price information for convertible bonds, ARMs, ABS, bank obligations, custodial receipts, corporate debt securities, inflation-linked debt securities, inverse floating rate instruments, mortgage dollar rolls, municipal securities, obligations of supranational agencies, private placements, restricted securities, and other unregistered securities, securities issued in connection with reorganizations and corporate restructurings, short-term funding agreements, sovereign obligations, stripped mortgage-backed securities, structured investments, treasury receipts, trust preferreds, U.S. Government Agency Securities, U.S. Government obligations, zero-coupon, pay-in-kind, and deferred payment securities, commercial paper, auction rate securities, when-issued securities, delayed delivery securities, and forward commitments, loan assignments and participations, Brady Bonds, mortgages, common stock warrants and rights, CDS, and foreign currency transactions will be available via major market data vendors or broker dealers that make markets in such instruments.

The proposed rule change is designed to perfect the mechanism of a free and open market and, in general, to protect investors and the public interest in that it will facilitate the listing and trading of an additional type of actively-managed exchange-traded product that will enhance competition among market participants, to the benefit of investors and the marketplace. As noted above, the Exchange has in place surveillance procedures relating to trading in the Shares and may obtain information via ISG from other exchanges that are members of ISG or with which the Exchange has entered into a comprehensive surveillance sharing agreement. In addition, as noted above, investors will have ready access to information regarding the Fund’s holdings, the Intraday Indicative Value, the Disclosed Portfolio, and quotation and last sale information for the Shares. For the above reasons, the Exchange believes that the proposed rule change...
is consistent with the requirements of Section 6(b)(5) of the Act.

B. Self-Regulatory Organization’s Statement on Burden on Competition

The Exchange does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purpose of the Act. The Exchange notes that the proposed rule change will facilitate the listing and trading of an additional actively-managed exchange-traded product that will enhance competition among market participants, to the benefit of investors and the marketplace.

C. Self-Regulatory Organization’s Statement on Comments on the Proposed Rule Change Received From Members, Participants, or Others

The Exchange has neither solicited nor received written comments on the proposed rule change.

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 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 Web site 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 filing will also be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR–BatsBZX–2016–35 and should be submitted on or before August 4, 2016.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.48
Jill M. Peterson, Assistant Secretary.

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SECURITIES AND EXCHANGE COMMISSION


Self-Regulatory Organizations; Bats BZX Exchange, Inc.; Notice of Filing of a Proposed Rule Change to BZX Rule 14.11(e)(4), Commodity-Based Trust Shares, To List and Trade Winklevoss Bitcoin Shares Issued by the Winklevoss Bitcoin Trust

July 8, 2016.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Act”) 1 and Rule 19b–4 thereunder, notice is hereby given that, on June 30, 2016, Bats BZX Exchange, Inc. (the “Exchange” or “BZX”) filed with the Securities and Exchange Commission (the “Commission”) the proposed rule change as 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 from interested persons.

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

The Exchange filed a proposal to list and trade Winklevoss Bitcoin Shares (the “Shares”) issued by the Winklevoss Bitcoin Trust (the “Trust”) under BZX Rule 14.11(e)(4), Commodity-Based Trust Shares.

The text of the proposed rule change is available at the Exchange’s Web site at www.batstrading.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 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 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

The Exchange proposes to list and trade the Shares under BZX Rule 14.11(e)(4), which governs the listing and trading of Commodity-Based Trust Shares on the Exchange. The Shares will be offered by the Trust, which was established as a Delaware statutory trust on December 30, 2014. The Trust will not be registered as an investment