

**SECURITIES AND EXCHANGE  
COMMISSION**

[Release No. 34-79498; File No. SR-  
NYSEArca-2016-63]

**Self-Regulatory Organizations; NYSE  
Arca, Inc.; Notice of Withdrawal of a  
Proposed Rule Change Relating to  
Listing and Trading of Shares of the  
BlackRock Government Collateral  
Pledge Unit Under NYSE Arca Equities  
Rule 8.600**

December 7, 2016.

On May 19, 2016, NYSE Arca, Inc. (“Exchange”) filed with the Securities and Exchange Commission (“Commission”), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”) <sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> a proposed rule change to list and trade shares of the BlackRock Government Collateral Pledge Unit. The proposed rule change was published for comment in the **Federal Register** on June 2, 2016.<sup>3</sup> On July 14, 2016, the Commission designated a longer period within which to approve the proposed rule change, disapprove the proposed rule change, or institute proceedings to determine whether to disapprove the proposed rule change.<sup>4</sup> On August 30, 2016, the Commission instituted proceedings to determine whether to approve or disapprove the proposed rule change.<sup>5</sup> On November 25, 2016, the Commission issued a notice of designation of a longer period for Commission action on proceedings to determine whether to approve or disapprove the proposed rule change.<sup>6</sup> The Commission received no comments on the proposed rule change.

On December 2, 2016, the Exchange withdrew the proposed rule change (SR-NYSEArca-2016-63).

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>7</sup>

**Eduardo A. Aleman,**  
*Assistant Secretary.*

[FR Doc. 2016-29803 Filed 12-12-16; 8:45 am]

**BILLING CODE 8011-01-P**

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

<sup>2</sup> 17 CFR 240.19b-4.

<sup>3</sup> See Securities Exchange Act Release No. 77941 (May 27, 2016), 81 FR 35425.

<sup>4</sup> See Securities Exchange Act Release No. 78328, 81 FR 47222 (July 20, 2016).

<sup>5</sup> See Securities Exchange Act Release No. 78728, 81 FR 61260 (September 6, 2016).

<sup>6</sup> See Securities Exchange Act Release No. 79398, 81 FR 86749 (December 1, 2016).

<sup>7</sup> 17 CFR 200.30-3(a)(12).

**SECURITIES AND EXCHANGE  
COMMISSION**

[Release No. IC-32381; File No. 812-14605]

**Fidus Investment Corporation, et al.;**  
**Notice of Application**

December 7, 2016.

**AGENCY:** Securities and Exchange Commission (“Commission”).

**ACTION:** Notice of application for an order under sections 17(d) and 57(i) of the Investment Company Act of 1940 (the “Act”) and rule 17d-1 under the Act permitting certain joint transactions otherwise prohibited by sections 17(d) and 57(a)(4) of the Act and under rule 17d-1 under the Act.

**SUMMARY OF APPLICATION:** Applicants request an order to permit business development companies (“BDCs”) and closed end investment companies to co-invest in portfolio companies with each other and with affiliated investment funds.

**APPLICANTS:** Fidus Investment Corporation (the “Company”), Fidus Credit Opportunities, L.P. (the “Private Fund”), Fidus Mezzanine Capital, L.P. (“Fidus SBIC”), Fidus Mezzanine Capital II, L.P. (“Fidus SBIC II”), and Fidus Investment Advisors, LLC, on behalf of itself and its successors (“Fidus Advisors”).<sup>1</sup>

**FILING DATES:** The application was filed on January 27, 2016, and amended on July 8, 2016 and October 27, 2016.

**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 by writing to the Commission’s Secretary and serving applicants with a copy of the request, personally or by mail. Hearing requests should be received by the Commission by 5:30 p.m. on January 3, 2017, and should be accompanied by proof of service on 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 writing to the Commission’s Secretary.

**ADDRESSES:** Secretary, U.S. Securities and Exchange Commission, 100 F St.

<sup>1</sup> The term “successor,” as applied to each Adviser (as defined below), means an entity that results from a reorganization into another jurisdiction or change in the type of business organization.

NE., Washington, DC 20549-1090.  
Applicants: 1603 Orrington Avenue,  
Suite 1005, Evanston, IL 60201.

**FOR FURTHER INFORMATION CONTACT:**  
Courtney S. Thornton, Senior Counsel,  
at (202) 551-6812 or David J.  
Marcinkus, Branch Chief, at (202) 551-  
6821 (Chief Counsel’s Office, Division of  
Investment Management).

**SUPPLEMENTARY INFORMATION:** The following is a summary of the application. The complete application may be obtained via the Commission’s Web site by searching for the file number, or for an applicant using the Company name box, at <http://www.sec.gov/search/search.htm> or by calling (202) 551-8090.

**Applicants’ Representations**

1. The Company, a Maryland corporation, is organized as a non-diversified, closed-end management investment company that has elected to be regulated as a BDC.<sup>2</sup> The Company is managed by a board of directors (“Board”), currently comprised of five directors; three of these directors are not, and a majority of the directors at all times will not be, “interested persons” within the meaning of section 2(a)(19) of the Act (the “Non-Interested Directors”).

2. The Private Fund, a limited partnership under Delaware law, is managed by Fidus Advisors. Applicants state that the Private Fund would be an investment company but for the exclusion from the definition of investment company provided by section 3(c)(7) of the Act. Applicants state that the Private Fund’s investment objectives and policies are substantially similar to the Objectives and Strategies of the Company.<sup>3</sup> To the extent there is an investment that falls within the Objectives and Strategies of one or more Regulated Funds (as defined below) and the investment strategies of one or more other Affiliated Funds (as defined below), the Advisers would expect such Regulated Funds and Affiliated Funds to co-invest with each other.

3. Fidus SBIC and Fidus SBIC II, Delaware limited partnerships, are SBIC

<sup>2</sup> Section 2(a)(48) defines a BDC to be any closed-end investment company that operates for the purpose of making investments in securities described in sections 55(a)(1) through 55(a)(3) of the Act and makes available significant managerial assistance with respect to the issuers of such securities.

<sup>3</sup> “Objectives and Strategies” means a Regulated Fund’s investment objectives and strategies, as described in the Regulated Fund’s registration statement on Form 10 (or if applicable, Form N-2), other filings the Regulated Fund has made with the Commission under the Securities Act of 1933 (the “Securities Act”), or under the Securities Exchange Act of 1934, and the Regulated Fund’s reports to shareholders.