

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-79735; File No. SR-ISEGemini-2016-14]

Self-Regulatory Organizations; ISE Gemini, LLC; Order Approving a Proposed Rule Change To Modify the Response Times in the Block Mechanism, Facilitation Mechanism, Solicited Order Mechanism, and Price Improvement Mechanism

January 4, 2017.

I. Introduction

On November 8, 2016, ISE Gemini, LLC (the “Exchange” or “ISE Gemini”) filed with the Securities and Exchange Commission (“Commission”) pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)¹ and Rule 19b-4 thereunder,² a proposed rule change to amend ISE Gemini Rules 716 (Block Trades) and 723 (Price Improvement Mechanism for Crossing Transactions) to modify the response times in the Block Order Mechanism, Facilitation Mechanism, Solicited Order Mechanism, and Price Improvement Mechanism (“PIM”) from 500 milliseconds to a time period designated by the Exchange of no less than 100 milliseconds and no more than 1 second. The proposed rule change was published for comment in the **Federal Register** on November 25, 2016.³ No comment letters were received on the proposed rule change. This order approves the proposed rule change.

II. Description of the Proposed Rule Change

ISE Gemini Rule 716 (Block Trades) contains the requirements applicable to the execution of orders using the Block Order Mechanism, Facilitation Mechanism, and Solicited Order Mechanism. The Block Order Mechanism allows ISE Gemini members to obtain liquidity for the execution of a block-size order.⁴ The Facilitation and Solicited Order Mechanisms allow ISE Gemini members to enter cross transactions seeking price improvement.⁵ ISE Gemini Rule 723 (Price Improvement Mechanism for Crossing Transactions) contains the requirements applicable to the

execution of orders using the PIM. The PIM allows ISE Gemini members to enter cross transactions of any size. The Facilitation, Solicited Order Mechanisms, and PIM allow for ISE Gemini members to designate certain customer orders for price improvement and submit such orders into one of the mechanisms with a matching contra order. Once such an order is submitted, ISE Gemini commences an auction by broadcasting a message to all ISE Gemini members that includes the series, price, size, and side of the market.⁶ Further, responses within the PIM (*i.e.*, Improvement Orders), are also broadcast to market participants during the auction.

Orders entered into the Block Order Mechanism, Facilitation Mechanism, Solicited Order Mechanism, and PIM are currently exposed to all market participants for 500 milliseconds, giving them an opportunity to enter additional trading interest before the orders are automatically executed. Under the proposal, ISE Gemini would determine an exposure period for each of the four mechanisms that is no less than 100 milliseconds and no more than 1 second.⁷

III. Discussion and Commission’s Findings

After careful review, the Commission finds that the proposed rule change is consistent with the requirements of the Act and the rules and regulations thereunder applicable to a national securities exchange.⁸ In particular, the Commission finds that the proposed rule change is consistent with Section 6(b)(5) of the Act,⁹ which requires, among other things, that the rules of a national securities exchange be designed to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating 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, and not be designed to permit unfair discrimination between customers, issuers, brokers, or dealers. The Commission also finds that the proposed rule change is consistent with Section 6(b)(8) of the Act,¹⁰ which requires that the rules of an exchange not impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

The Commission believes that, given the electronic environment of ISE Gemini, reducing each of the exposure periods from 500 milliseconds to no less than 100 milliseconds could facilitate the prompt execution of orders, while continuing to provide market participants with an opportunity to compete for exposed bids and offers. To substantiate that its members could receive, process, and communicate a response back to ISE Gemini within 100 milliseconds, ISE Gemini stated that it surveyed all ISE Gemini members that responded to an auction in the period beginning July 1, 2015 and ending January 15, 2016. Each of the fifteen members surveyed indicated that they can currently receive, process, and communicate a response back to ISE Gemini within 100 milliseconds. To implement the reduced exposure periods and help ensure that ISE Gemini’s and its members’ systems are working properly given the faster response times, ISE Gemini will reduce the auction time over a period of weeks, ending at 100 milliseconds. Upon effectiveness of the proposal, and at least six weeks prior to implementation of the proposed rule change, ISE Gemini will issue a circular to its members, informing them of the implementation date of the reduction of the auction from 500 milliseconds to the auction time designated by ISE Gemini (100 milliseconds), to allow members the opportunity to perform systems changes. ISE Gemini also represented that it will issue a circular at least four weeks prior to any future changes, as permitted by its rules, to the auction time.¹¹ In addition, ISE Gemini reviewed all executions occurring in the mechanisms by ISE Gemini members from March 28, 2016 to April 25, 2016. This review of executions in the mechanisms indicated that approximately 98% of responses that resulted in price improving executions at the conclusion of an auction were submitted within 500 milliseconds. Approximately 94% of responses that resulted in price improving executions

⁶ ISE Gemini members may choose to hide the size, side, and price when entering orders into the Block Order Mechanism.

⁷ While the proposed rule change would allow ISE Gemini to increase the exposure period up to 1 second, ISE Gemini stated that it currently intends to decrease the time period allowed for responses to 100 milliseconds. See Notice, *supra* note 3, at 85281. ISE Gemini further noted that its proposal is consistent with exposure periods permitted in similar mechanisms on other options exchanges. See *id.* at 85281. See also Securities Exchange Act Release Nos. 76301 (October 29, 2015), 80 FR 68347 (November 4, 2015) (SR-BX-2015-032) and 77557 (April 7, 2016), 81 FR 21935 (April 13, 2016) (SR-Phlx-2016-40).

⁸ In approving this proposed rule change, the Commission has considered the proposed rule’s impact on efficiency, competition, and capital formation. See 15 U.S.C. 78c(f).

⁹ 15 U.S.C. 78f(b)(5).

¹⁰ 15 U.S.C. 78f(b)(8).

¹¹ See Notice, *supra* note 3, at 85282.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ See Securities Exchange Act Release No. 79353 (November 18, 2016), 81 FR 85280 (“Notice”).

⁴ Block-size orders are orders for 50 contracts or more. See ISE Gemini Rule 716(a).

⁵ Only block-size orders can be entered into the Facilitation Mechanism, whereas only orders for 500 contracts or more can be entered into the Solicited Order Mechanism. See ISE Gemini Rule 716(d) and (e).

at the conclusion of an auction were submitted within 100 milliseconds, and 83% were submitted within 50 milliseconds of the initial order.¹² Furthermore, with regard to the impact of the proposal on system capacity, ISE Gemini has analyzed its capacity and represented that it has the necessary systems capacity to handle the potential additional traffic associated with the additional transactions that may occur with the implementation of the reduction in the auction duration to no less than 100 milliseconds.¹³

Based on ISE Gemini's statements, the Commission believes that market participants should continue to have opportunities to compete for exposed bids and offers within an exposure period of no less than 100 milliseconds and no more than 1 second.¹⁴ Accordingly, the Commission believes that it is consistent with the Act for the Exchange to modify the response times in the Block Mechanism, Facilitation Mechanism, Solicited Order Mechanism, and PIM from 500 milliseconds to a time period designated by the Exchange of no less than 100 milliseconds and no more than 1 second.

IV. Conclusion

It is therefore ordered, pursuant to Section 19(b)(2) of the Act,¹⁵ that the proposed rule change (SR-ISEGemini-2016-14) be, and hereby is, approved.

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

Eduardo A. Aleman,
Assistant Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Investment Company Act Release No. 32412; File No. 812-14675]

Krane Funds Advisors, LLC, et al.; Notice of Application

January 4, 2017.

AGENCY: Securities and Exchange Commission ("Commission").

ACTION: Notice of an application for an order under section 6(c) of the

Investment Company Act of 1940 (the "Act") for an exemption from sections 2(a)(32), 5(a)(1), 22(d), and 22(e) of the Act and rule 22c-1 under the Act, under sections 6(c) and 17(b) of the Act for an exemption from sections 17(a)(1) and 17(a)(2) of the Act, and under section 12(d)(1)(J) for an exemption from sections 12(d)(1)(A) and 12(d)(1)(B) of the Act. The requested order would permit (a) actively-managed series of certain open-end management investment companies ("Funds") to issue shares redeemable in large aggregations only ("Creation Units"); (b) secondary market transactions in Fund shares to occur at negotiated market prices rather than at net asset value ("NAV"); (c) certain Funds to pay redemption proceeds, under certain circumstances, more than seven days after the tender of shares for redemption; (d) certain affiliated persons of a Fund to deposit securities into, and receive securities from, the Fund in connection with the purchase and redemption of Creation Units; (e) certain registered management investment companies and unit investment trusts outside of the same group of investment companies as the Funds ("Funds of Funds") to acquire shares of the Funds; and (f) certain Funds ("Feeder Funds") to create and redeem Creation Units in-kind in a master-feeder structure.

APPLICANTS: Krane Funds Advisors, LLC (the "Initial Adviser"), a Delaware limited liability company registered as an investment adviser under the Investment Advisers Act of 1940, KraneShares Trust (the "Trust"), a Delaware statutory trust that is registered under the Act as an open-end management investment company with multiple series, and SEI Investments Distribution Company (the "Initial Distributor"), a Pennsylvania corporation and broker-dealer registered under the Securities Exchange Act of 1934 (the "Exchange Act").

FILING DATES: The application was filed on July 20, 2016 and amended on November 29, 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 26, 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: Brent J. Fields, Secretary, Securities and Exchange Commission, 100 F Street NE., Washington, DC 20549-1090; Applicants: the Initial Adviser and the Trust, 1270 Avenue of the Americas, Suite 2217, New York, New York 10020; and the Initial Distributor, One Freedom Valley Drive, Oaks, Pennsylvania 19456.

FOR FURTHER INFORMATION CONTACT: Laura J. Riegel, Senior Counsel, at (202) 551-3038, or Mary Kay Frech, Branch Chief, at (202) 551-6821 (Division of Investment Management, Chief Counsel's Office).

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.

Summary of the Application

1. Applicants request an order that would allow Funds to operate as actively-managed exchange traded funds ("ETFs").¹ Fund shares will be purchased and redeemed at their NAV in Creation Units only. All orders to purchase Creation Units and all redemption requests will be placed by or through an "Authorized Participant", which will have signed a participant agreement with the Distributor. Shares will be listed and traded individually on a national securities exchange, where share prices will be based on the current bid/offer market. Certain Funds may operate as Feeder Funds in a master-feeder structure. Any order granting the requested relief would be subject to the terms and conditions stated in the application.

¹ Applicants request that the order apply to the initial series of the Trust and any future series of the Trust offering exchange-traded shares, as well as other existing or future open-end management companies or existing or future series thereof offering exchange-traded shares (and their respective existing or future Master Funds, as defined below), that will utilize active management investment strategies (collectively, "Future Funds"). Any Future Fund will (a) be advised by the Initial Adviser or an entity controlling, controlled by, or under common control with the Initial Adviser (each, an "Adviser") and (b) comply with the terms and conditions of the application.

¹² See *id.*

¹³ See *id.*

¹⁴ The Commission notes that the ability to designate such an exposure time period is consistent with the rules of other options exchanges. See *supra* note 7. See also NASDAQ Phlx Rule 1080(n)(ii)(A)(4) and NASDAQ BX Options Rules Chapter VI, Section 9(ii)(A)(3).

¹⁵ 15 U.S.C. 78s(b)(2).

¹⁶ 17 CFR 200.30-3(a)(12).