

shareholders and potential shareholders regarding an LTSE Listings Issuer's long-term voting structure and regarding how they can accrue additional voting power over time. The Commission also believes that it is appropriate for the Exchange to not apply the minimum market maker requirements of IEX Rules 14.310 and 14.320 when another national securities exchange is the Primary Listing Market for the LTSE Listings Issuer's dually-listed securities. The Commission believes that Amendment No. 1 does not raise any new or novel regulatory issues, and provides additional transparency to investors, further facilitating the Commission's ability to make the findings set forth above to approve the Exchange's proposed rule change. For these reasons, the Commission finds good cause, pursuant to Section 19(b)(2) of the Act,¹⁷⁸ to approve the proposed rule change, as modified by Amendment No. 1, on an accelerated basis.

VIII. Conclusion

It is therefore ordered, pursuant to Section 19(b)(2) of the Act,¹⁷⁹ that the proposed rule change (SR-IEX-2018-06), as modified by Amendment No. 1, be, and hereby is, approved on an accelerated basis.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹⁸⁰

Eduardo A. Aleman,

Assistant Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-83570; File No. SR-NYSE-2017-53]

Self-Regulatory Organizations; New York Stock Exchange LLC; Notice of Withdrawal of Proposed Rule Change To Amend the Listed Company Manual for Special Purpose Acquisition Companies To Lower the Initial Holders Requirement From 300 to 150 Round Lot Holders and To Eliminate Completely the Public Stockholders Continued Listing Requirement, To Require at Least \$5 Million in Net Tangible Assets for Initial and Continued Listing, and To Impose a 30-Day Deadline To Demonstrate Compliance With Certain Initial Listing Requirements Following a Business Combination

June 29, 2018.

On November 16, 2017, New York Stock Exchange LLC ("NYSE" or "Exchange") 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 the Listed Company Manual ("Manual") for Special Purpose Acquisition Companies ("SPACs") to lower the initial holders requirement from 300 to 150 round lot holders and to eliminate the continued listing requirement of 300 public stockholders completely, to require at least \$5 million in net tangible assets for initial listing and continued listing, and to allow companies 30 days to demonstrate compliance with the applicable holder requirements of Section 102.01A in the Manual following a business combination.³ Finally, NYSE proposed to eliminate certain alternative initial listing distribution criteria for securities of SPACs that list in connection with a transfer or quotation.

The proposed rule change was published for comment in the **Federal Register** on December 6, 2017.⁴ The Commission received two comments on the proposal in response.⁵ On January 18, 2018, the Commission extended the

time period within which to approve the proposed rule change, disapprove the proposed rule change, or institute proceedings to determine whether to approve or disapprove the proposed rule change, to March 6, 2018.⁶ On March 5, 2018, the Commission issued an order instituting proceedings under Section 19(b)(2)(B) of the Act to determine whether to approve or disapprove the proposed rule change.⁷ The Commission received one additional comment.⁸ On May 31, 2018, the Commission designated a longer period for the Commission to issue an order approving or disapproving the proposed rule change.⁹ On June 21, 2018, the Exchange withdrew the proposed rule change (SR-NYSE-2017-53).

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹⁰

Eduardo A. Aleman,

Assistant Secretary.

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DEPARTMENT OF STATE

[Public Notice: 10457]

Certification Pursuant to Section 7045(a)(4)(B) of the Department of State, Foreign Operations, and Related Programs Appropriations Act, 2017

By virtue of the authority vested in me as the Secretary of State, including pursuant to section 7045(a)(4)(B) of the Department of State, Foreign Operations, and Related Programs Appropriations Act 2017 (Div. J, Pub. L. 115-31), I hereby certify that the central Government of Guatemala is taking effective steps, which are in addition to those steps taken since the certification and report submitted during the prior year, to:

- Work cooperatively with an autonomous, publicly accountable entity to provide oversight of the Plan;
- Combat all forms of government and international agency corruption and impunity when credibly alleged;
- Implement reforms, policies, and programs to improve transparency and strengthen public institutions, including

⁶ See Securities Exchange Act Release No. 82531 (January 18, 2018), 83 FR 3371.

⁷ See Securities Exchange Act Release No. 82804, 83 FR 10530 (March 9, 2018).

⁸ See Letter to Brent J. Fields, Secretary, Commission, from Jeffrey P. Mahoney, General Counsel, Council of Institutional Investors, dated March 26, 2018 ("CII Letter II").

⁹ See Securities Exchange Act Release No. 83355, 83 FR 26331 (June 6, 2018).

¹⁰ 17 CFR 200.30-3(a)(12).

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ SPAC initial listing requirements are currently set forth in Section 102.06 of the Manual and SPAC continued listing requirements are in Section 802.01B of the Manual.

⁴ See Securities Exchange Act Release No. 82180 (November 30, 2017), 82 FR 57632.

⁵ See Letters to Brent J. Fields, Secretary, Commission, from Michael Kitlas, dated November 30, 2017 ("Kitlas Letter"); Jeffrey P. Mahoney, General Counsel, Council of Institutional Investors, dated December 20, 2017 ("CII Letter").

¹⁷⁸ 15 U.S.C. 78s(b)(2).

¹⁷⁹ *Id.*

¹⁸⁰ 17 CFR 200.30-3(a)(12).