investment company or series thereof, their principal underwriters, and any broker or dealer registered under the 1934 Act to sell shares of the Underlying Funds to the Fund of Funds in excess of the limits in section 12(d)(1)(B) of the Act.[3] Applicants also request an order of exemption under sections 6(c) and 17(b) of the Act from the prohibition on certain affiliated transactions in section 17(a) of the Act to the extent necessary to permit the Underlying Funds to sell their shares to, and redeem their shares from, the Funds of Funds.[4] Applicants state that such transactions will be consistent with the policies of each Fund of Funds and each Underlying Fund and with the general purposes of the Act and will be based on the net asset values of the Underlying Funds.

2. Applicants agree that any order granting the requested relief will be subject to the terms and conditions stated in the application. Such terms and conditions are designed to, among other things, help prevent any potential (i) undue influence over an Underlying Fund that is not in the same ''group of investment companies'' as the Fund of Funds through control or voting power, or in connection with certain services, transactions, and underwritings, (ii) excessive layering of fees, and (iii) overly complex fund structures, which are the concerns underlying the limits in sections 12(d)(1)(A), (B), and (C) of the Act.

3. Section 12(d)(1)(J) of the Act provides that the Commission may exempt any person, security, or transaction, or any class or classes of persons, securities, or transactions, from any provision of section 12(d)(1) if the exemption is consistent with the public interest and the protection of investors. Section 17(b) of the Act authorizes the Commission to grant an order permitting a transaction otherwise prohibited by section 17(a) if it finds that (a) the terms of the proposed transaction are fair and reasonable and do not involve overreaching on the part of any person concerned; (b) the proposed transaction is consistent with the policies of each registered investment company involved; and (c) the proposed transaction is consistent with the general purposes of the Act. Section 6(c) of the Act permits the Commission to exempt any persons or transactions from any provision of the Act if such exemption is necessary or appropriate in the public interest and consistent with the protection of investors and the purposes fairly intended by the policy and provisions of the Act.

For the Commission, by the Division of Investment Management, pursuant to delegated authority.

Eduardo A. Aleman,

Assistant Secretary.

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[3] Applicants are not requesting relief for a Fund of Funds to invest in BDCs and registered closed-end investment companies that are not listed and traded on a national securities exchange.

[4] A Fund of Funds generally would purchase and sell shares of an Underlying Fund that operates as an ETF or closed-end fund through secondary market transactions rather than through principal transactions with the Underlying Fund. Applicants nevertheless request relief from sections 17(a)(1) and (2) to permit each ETF or closed-end fund that is an affiliated person, or an affiliated person of an affiliated person, as defined in section 2(a)(3) of the Act, of a Fund of Funds, to sell shares to or redeem shares from the Fund of Funds. This includes, in the case of sales and redemptions of shares of ETFs, the in-kind transactions that accompany such sales and redemptions. Applicants are not seeking relief from section 17(a) for, and the requested relief will not apply to, transactions where an ETF, BDC or closed-end fund could be deemed an affiliated person, or an affiliated person of an affiliated person, of a Fund of Funds because an investment adviser to the ETF, BDC or closed-end fund or an entity controlling, controlled by or under common control with the investment adviser to the ETF, BDC or closed-end fund, is also an investment adviser to the Fund of Funds.

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–83949; File No. SR–BOX–2018–26]

Self-Regulatory Organizations; BOX Options Exchange LLC; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Reflect a Non-Substantive Name Change in the Market's Governing Documents

August 27, 2018.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (''Act''),[1] and Rule 19b–4 thereunder,[2] notice is hereby given that on August 15, 2018, BOX Options Exchange LLC (the ''Exchange'') filed with the Securities and Exchange Commission (''Commission'') the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the self-regulatory organization. The Commission is publishing this notice to solicit comments on the proposed rule from interested persons.

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

The Exchange proposes to reflect a non-substantive name change in the Market's governing documents. The text of the proposed rule change is available from the principal office of the Exchange, at the Commission's Public Reference Room and also on the Exchange's internet website at *http://boxoptions.com.*

[1] 15 U.S.C. 78s(b)(1).

[2] 17 CFR 240.19b–4.

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 self-regulatory organization 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 self-regulatory organization has prepared summaries, set forth in Sections A, B, and C below, of the most significant aspects of such statements.

A. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

1. Purpose

The purpose of this filing is to reflect a non-substantive name change in the Market's governing documents. On July 13, 2018, the BOX Market LLC Board of Directors approved that the name of BOX Market LLC be changed to ''BOX Options Market LLC'' and that each officer of the Company be, and hereby is, authorized and directed to undertake any actions required or advisable to carry out the name change, including with respect to the SEC and any governmental or third parties. The Exchange intends for these changes to be effective upon filing.

As proposed, references to the Market's name will be deleted and revised to state the new name, as described more fully below. No other substantive changes are being proposed in this filing. The Exchange represents that these changes are concerned solely with the administration of the Market, a facility of the Exchange, and do not affect the meaning, administration, or enforcement of any rules of the Exchange or the rights, obligations, or privileges of Exchange members or their associated persons is any way. Accordingly, this filing is being submitted under Rule 19b–4(f)(3). In lieu of providing a copy of the marked name changes for all corporate documents, the Exchange represents that it will make the necessary non-substantive revisions described below to the applicable corporate governance documents and post updated versions of

each on the Exchange's website pursuant to Rule 19b–4(m)(2).

Market Name Change

In connection with the name change of the Market, the Exchange is proposing to amend the Market's operative documents. Specifically, the Exchange proposes to amend the Market's Certificate of Amendment [sic], and the BOX Market LLC Agreement.[3] Within these documents the Exchange proposes to delete all references to BOX Market LLC (''BOX Market'' or ''BOX'') and replace it with BOX Options Market LLC (''BOX Options Market'' or ''BOX Options'').

Additionally, in connection with the name change of the Market, the Exchange is proposing to make non-substantive conforming changes to the BOX Holdings LLC Agreement and the BOX Exchange LLC Agreement. Specifically, the Exchange proposes to delete all references to BOX Market LLC and replace it with ''BOX Options Market LLC'' in these documents.

2. Statutory Basis

The Exchange believes the proposed rule change is consistent with the Securities Exchange Act of 1934 (the ''Act'') and the rules and regulations thereunder applicable to the Exchange and, in particular, the requirements of Section 6(b) of the Act.[4] Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(1)[5] in that it enables the Exchange to be so organized as to have the capacity to be able to carry out the purposes of the Exchange Act and to comply, and to enforce compliance by its exchange members and persons associate with its exchange members, with the provisions of the Exchange Act, the rules and regulations thereunder, and the rules of the Exchange.

In particular, the proposed change is a non-substantive change and does not impact the governance, ownership or operations of the Exchange. The Exchange believes that by ensuring that the Exchanges operative documents accurately reflect the new legal names, the proposed rule change would reduce potential investor or market participant confusion.

Further, the Exchange believes that the proposed deletion of obsolete references would remove impediments to, and perfect the mechanism of a free and open market and a national market system and, in general, protect investors and the public interest because the change would eliminate an obsolete reference to Old BOX, thereby reducing potential confusion. Market participants and investors would not be harmed and in fact could benefit from the increased clarity and transparency in the Market LLC Agreement, ensuring that market participants could more easily understand the Market LLC Agreement.

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 purposes of the Act. The proposed rule change is not intended to address competitive issues but rather is concerned solely with updating the Exchange's governance and operative documents to reflect the abovementioned name changes.

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 comments on the proposed rule change.

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

This proposed rule change is filed pursuant to paragraph (A) of section 19(b)(3) of the Exchange Act[6] and Rule 19b–4(f)(3) thereunder in that the proposed rule changes is concerned solely with the administration of the Exchange.[7]

At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission shall institute proceedings to determine whether the proposed rule should be approved or 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–BOX–2018–26 on the subject line.

Paper Comments

- Send paper comments in triplicate to Secretary, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549–1090.

All submissions should refer to File Number SR–BOX–2018–26. 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, on official business days between the hours of 10 a.m. and 3:00 p.m., located at 100 F Street NE, Washington, DC 20549. Copies of such filing also will be available for inspection and copying at the principal office of the Exchange. 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–BOX–2018–26 and should be submitted on or before September 20, 2018.

[3] The Exchange is also proposing to delete obsolete references within the Market LLC Agreement. Specifically, the Exchange proposes to remove all references to the Boston Options Exchange Group LLC (''Old BOX''), which merged into what is now BOX Market LLC on May 12, 2012. The Exchange believes references to the Old BOX within the Market LLC agreement are no longer necessary or appropriate within the BOX Options Market LLC Amended and Restated Agreement.

[4] 15 U.S.C. 78f(b).

[5] 15 U.S.C. 78f(b)(5).

[6] 15 U.S.C. 78s(b)(3)(A).

[7] 17 CFR 240.19b–4(f)(3).

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[8]

Eduardo A. Aleman,

Assistant Secretary.

[FR Doc. 2018–18826 Filed 8–29–18; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–83940; File No. SR–DTC–2018–006]

Self-Regulatory Organizations; The Depository Trust Company; Order Granting Approval of Proposed Rule Change To Amend Rule 35 To Provide for Designated Accounts for Use With Designated Collateral Management Service Providers

August 24, 2018.

On July 9, 2018, The Depository Trust Company (''DTC'') filed with the Securities and Exchange Commission (''Commission'') proposed rule change SR–DTC–2018–006 pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (''Act'')[1] and Rule 19b–4 thereunder.[2] The proposed rule change was published for comment in the **Federal Register** on July 24, 2018.[3] The Commission did not receive any comment letters on the proposed rule change. For the reasons discussed below, the Commission approves the proposed rule change.

I. Description of the Proposed Rule Change

The proposed rule change would amend the Rules, By-Laws and Organization Certificate of The Depository Trust Company (''DTC Rules'')[4] to revise DTC's current Rule 35—CMS Reporting (''Rule 35'').

A. Background

Currently, Rule 35 provides that a Participant of DTC (''Participant'') may establish a collateral management service (''CMS'')[5] sub-account (''CMS Sub-Account''), which authorizes DTCC Euroclear Global Collateral Ltd. (''DEGCL'')[6] to receive from DTC (i) a CMS report that provides information regarding securities credited to the CMS Sub-Account of such Participant at the time of the report (''CMS Report''), and (ii) CMS delivery information that provides real-time information regarding any delivery or pledge from, or delivery or release to, the CMS Sub-Account (''CMS Delivery Information'').[7]

B. The Proposed Rule Change

DTC proposes five changes to Rule 35: (1) Adding the term ''CMSP'' (*i.e.,* a CMS provider) and its associated function; (2) adding the term ''CMSP Accounts'' and its associated function; (3) adding the term ''CMSP Reports'' and its associated function; (4) authorizing a CMSP to submit CMSP instructions (''CMSP Instructions'') on behalf of a Participant or a Pledgee of DTC (''Pledgee''); and (5) making ministerial changes to conform with the proposed changes, as well as making stylistic edits.[8] Each of these proposed changes is described below.

1. CMSP

The proposal would add to Rule 35 the term and function of a CMSP, which a Participant or Pledgee could then designate to act on its behalf under the rule, pursuant to the proposed changes.[9] The term CMSP would replace the existing, singular designation of DEGCL to act under Rule 35 as a collateral management provider.[10] A partnership, corporation, or other organization or entity could become a CMSP, under the proposed changes to Rule 35, if it satisfies three proposed criteria: (1) One or more Participants or Pledgees designate the entity as a CMSP for purposes of Rule 35; (2) the entity (i) satisfies at least one of the qualifications set forth in Section 1(a)–(h) of Rule 3[11] or (ii) is organized in a country other than the United States, is regulated by a financial regulatory authority in the country in which it is organized, and demonstrates that it has notified the Commission in writing of its intention to operate under Rule 35;[12] and (3) the entity establishes a connection to DTC, in accordance with the reasonable requirements of DTC, in order to be able to receive position and transaction information and to submit instructions to DTC in accordance with the DTC Rules and Procedures.[13]

As proposed, DTC may decline to accept an entity as a CMSP if it would present material risk to DTC, its Participants and Pledgees, or impose material costs to DTC.[14] DTC states that some examples of circumstances in which DTC might reject an applicant as a CMSP include when DTC reasonably believes that acceptance of the applicant as a CMSP would (i) subject DTC to additional legal or regulatory regimes, to which it is not otherwise subject; (ii) expose DTC to additional technology risk; or (iii) cause DTC to be in violation of applicable law or regulation.[15]

2. CMSP Account

The proposed rule change would add the term and function of a ''CMSP Account'' to Rule 35.[16] Currently, Rule 35 requires a Participant looking to utilize the services offered through Rule 35 to designate an account for such

[8] 17 CFR 200.30–3(a)(12).

[1] 15 U.S.C. 78s(b)(1).

[2] 17 CFR 240.19b–4.

[3] *See* Securities Exchange Act Release No.83667 (July 18, 2018), 83 FR 35044 (July 24, 2018) (SR–DTC–2018–006) (''Notice'').

[4] *Available at http://www.dtcc.com/legal/rules-and-procedures.aspx.* Each capitalized term not otherwise defined herein has its respective meaning as set forth in the DTC Rules.

[5] Collateral management generally involves calculating collateral requirements and facilitating the transfer of collateral between counterparties. *See* Securities Exchange Act Release No. 64796 (July 1, 2011), 76 FR 39963, 39964 (July 7, 2011) (S7–28–11).

[6] DEGCL is a joint venture of The Depository Trust & Clearing Corporation, the corporate parent of DTC, and Euroclear S.A./N.V. and was formed for the purpose of offering global information, record keeping, and processing services for derivatives collateral transactions and other types of financing transactions. DEGCL offers service options for the selection of collateral to satisfy the collateral obligations of its users (''DEGCL CMS''). *See* Securities Exchange Act Release No. 80280 (March 20, 2017), 82 FR 15081 (March 24, 2017) (SR–DTC–2017–001) (''CMS Order'') (providing additional information on DEGCL and DEGCL CMS). One option relates exclusively to Securities held at DTC, and is dependent on Rule 35. *Id.*

[7] CMS Order, 82 FR at 21838.

[8] Notice, 83 FR at 35044–45.

[9] Notice, 83 FR at 35045.

[10] *Id.*

[11] Sections 1(a)–(h) of Rule 3 provide the qualifications for a partnership, corporation or other organization or entity to be eligible to become a Participant. *See* DTC Rules, Rule 3, Sections 1(a)–(h), *supra* note 4.

[12] DTC states that in order to protect DTC, its Participants and Pledgees, a CMSP that wishes to act under the proposed changes to Rule 35 would need to be subject to regulatory oversight comparable to a Participant, as provided in proposed Section 2(b)(i) of Rule 35, or, if the entity is organized in a country other than the United States (a ''non-U.S. entity''), it would need to be regulated by a financial regulatory authority in the country in which it is organized, as provided in proposed Section 2(b)(ii) of Rule 35. Notice, 83 FR at 35045. Further, the proposed rule change would require that, in order to be eligible to become a CMSP, the non-U.S. entity must notify the Commission in writing of its intention to operate under Rule 35, as modified by the proposed changes. *Id.* While DTC reserves the right to request documentation and/or information relating to a CMSP's compliance with the requirements of proposed Section 2 of Rule 35, it would be the sole responsibility of the Participant or Pledgee to evaluate and choose an appropriate CMSP that, at a minimum, satisfies the requirements. *Id.* Under proposed Section 2 of Rule 35, the designating Participant or Pledgee would remain liable as principal for the actions of its designated CMSP(s) on its behalf, and would indemnify DTC for any loss, liability, or expense as a result of any claim arising from (i) any act or omission of the CMSP, (ii) the provision of CMSP Reports to the CMSP by DTC, or (iii) DTC's compliance with instructions of the CMSP. *Id.*

[13] *Id.*

[14] *Id.*

[15] *Id.*

[16] *Id.*