

Agreements”).<sup>1</sup> Under the terms of each Investment Management Agreement, the Advisor, subject to the supervision of the board of trustees of each Trust (“Board”), provides continuous investment management of the assets of each Sub-Advised Series. Consistent with the terms of each Investment Management Agreement, the Advisor may, subject to the approval of the applicable Board, delegate portfolio management responsibilities of all or a portion of the assets of a Sub-Advised Series to one or more Sub-Advisors.<sup>2</sup> The Advisor will continue to have overall responsibility for the management and investment of the assets of each Sub-Advised Series. The Advisor will evaluate, select, and recommend Sub-Advisors to manage the assets of a Sub-Advised Series and will oversee, monitor and review the Sub-Advisors and their performance and recommend the removal or replacement of Sub-Advisors.

2. Applicants request an order to permit the Advisor, subject to Board approval, to enter into investment sub-advisory agreements with the Sub-Advisors (each, a “Sub-Advisory Agreement”) and materially amend such Sub-Advisory Agreements without obtaining the shareholder approval

<sup>1</sup> Applicants request relief with respect to the Series, as well as to any future series of the Trusts and any other existing or future registered open-end management investment company or series thereof that, in each case, is advised by the Advisor, its successors, or any entity controlling, controlled by, or under common control with, the Advisor or its successors (each, also an “Advisor”), uses the multi-manager structure described in the application, and complies with the terms and conditions set forth in the application (each, a “Sub-Advised Series”). For purposes of the requested order, “successor” is limited to an entity that results from a reorganization into another jurisdiction or a change in the type of business organization. Future Sub-Advised Series may be operated as a master-feeder structure pursuant to section 12(d)(1)(E) of the Act. In such a structure, certain Series (each, a “Feeder Fund”) may invest substantially all of their assets in a Sub-Advised Series (a “Master Fund”) pursuant to section 12(d)(1)(E) of the Act. No Feeder Fund will engage any sub-advisers other than through approving the engagement of one or more of the Master Fund’s sub-advisers.

<sup>2</sup> As used herein, a “Sub-Advisor” for a Sub-Advised Series is (1) an indirect or direct “wholly-owned subsidiary” (as such term is defined in the Act) of the Advisor for that Sub-Advised Series, or (2) a sister company of the Advisor for that Sub-Advised Series that is an indirect or direct “wholly-owned subsidiary” of the same company that, indirectly or directly, wholly owns the Advisor (each of (1) and (2) a “Wholly-Owned Sub-Advisor” and collectively, the “Wholly-Owned Sub-Advisors”), or (3) not an “affiliated person” (as such term is defined in section 2(a)(3) of the Act) of the Sub-Advised Series, any Feeder Fund invested in a Master Fund, the Trusts, or the Advisor, except to the extent that an affiliation arises solely because the Sub-Advisor serves as a sub-adviser to a Sub-Advised Series (“Non-Affiliated Sub-Advisors”).

required under section 15(a) of the Act and rule 18f-2 under the Act.<sup>3</sup> Applicants also seek an exemption from the Disclosure Requirements to permit a Sub-Advised Series to disclose (as both a dollar amount and a percentage of the Sub-Advised Series’ net assets): (a) the aggregate fees paid to the Advisor and any Wholly-Owned Sub-Advisor; (b) the aggregate fees paid to Non-Affiliated Sub-Advisors; and (c) the fee paid to each Affiliated Sub-Advisor (collectively, Aggregate Fee Disclosure”).<sup>4</sup>

3. 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 provide for, among other safeguards, appropriate disclosure to Sub-Advised Series’ shareholders and notification about sub-advisory changes and enhanced Board oversight to protect the interests of the Sub-Advised Series’ shareholders.

4. Section 6(c) 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 provisions of the Act, or any rule thereunder, if such relief is necessary or appropriate in the public interest and consistent with the protection of investors and purposes fairly intended by the policy and provisions of the Act. Applicants believe that the requested relief meets this standard because, as further explained in the application, the Investment Management Agreements will remain subject to shareholder approval, while the role of the Sub-Advisors is substantially equivalent to that of individual portfolio managers, so that requiring shareholder approval of Sub-Advisory Agreements would impose unnecessary delays and expenses on the Sub-Advised Series.

Applicants believe that the requested relief from the Disclosure Requirements meets this standard because it will improve the Advisor’s ability to negotiate fees paid to the Sub-Advisors that are more advantageous for the Sub-Advised Series.

<sup>3</sup> The requested relief will not extend to any sub-adviser, other than a Wholly-Owned Sub-Advisor, who is an affiliated person, as defined in section 2(a)(3) of the Act, of the Sub-Advised Series, of any Feeder Fund, or of the Advisor, other than by reason of serving as a sub-adviser to one or more of the Sub-Advised Series (“Affiliated Sub-Advisor”).

<sup>4</sup> For any Sub-Advised Series that is a Master Fund, the relief would also permit any Feeder Fund invested in that Master Fund to disclose Aggregate Fee Disclosure.

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

**Eduardo A. Aleman,**

*Deputy Secretary.*

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## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-85800; File No. SR-CboeEDGX-2019-026]

### Self-Regulatory Organizations; Cboe EDGX Exchange, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change Relating to Amend Rule 11.11 and Rule 11.16, as Well as Its Fee Schedule, To Delete References to the SWPB Routing Option

May 7, 2019.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Act”),<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> notice is hereby given that on April 25, 2019, Cboe EDGX Exchange, Inc. (the “Exchange” or “EDGX”) 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 Exchange filed the proposal as a “non-controversial” proposed rule change pursuant to Section 19(b)(3)(A)(iii) of the Act<sup>3</sup> and Rule 19b-4(f)(6) thereunder.<sup>4</sup> 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

Cboe EDGX Exchange, Inc. (the “Exchange” or “EDGX”) proposes to amend Rule 11.11 and Rule 11.16, as well as its Fee Schedule, to delete references to the SWPB routing option. The text of the proposed rule change is provided in Exhibit 5.

The text of the proposed rule change is also available on the Exchange’s website ([http://markets.cboe.com/us/options/regulation/rule\\_filings/edgx/](http://markets.cboe.com/us/options/regulation/rule_filings/edgx/)), at the Exchange’s Office of the Secretary, and at the Commission’s Public Reference Room.

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

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

<sup>3</sup> 15 U.S.C. 78s(b)(3)(A)(iii).

<sup>4</sup> 17 CFR 240.19b-4(f)(6).

## 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 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 Exchange proposes to amend Rule 11.11(g) (Routing Options) to delete the SWPB routing option under subparagraph (g)(10), as well as references to the SWPB routing option under Rule 11.16(e) (Limit Up-Limit Down Mechanism). The Exchange also proposes to amend its fee schedule to delete references to the SWPB routing options under fee code SW and under footnote 8. The Exchange intends to implement the proposed rule changes on May 1, 2019.

Currently, Rule 11.11(g) provides for a variety of routing away options under which the System<sup>5</sup> will consider the quotations only of accessible Trading Centers. The term "System routing table" refers to the proprietary process for determining the specific trading venues to which the System routes orders and the order in which it routes them.<sup>6</sup> Rule 11.13(g)(10) currently provides for SWPB as one of such routing options. SWPB is a routing option under which an order checks the System for available shares and then is sent to only Protected Quotations and only for displayed size. To the extent that any portion of the routed order is unexecuted, the remainder is posted to the EDGX Book at the order's limit price, unless otherwise instructed by the User.<sup>7</sup> Also, if at the time of entry, there

<sup>5</sup> The "System" is the Exchange's electronic communications and trading facility designated by the Board through which securities orders of Users are consolidated for ranking, execution and, when applicable, routing away. See Exchange Rule 1.5(cc).

<sup>6</sup> The Exchange reserves the right to maintain a different System routing table for different routing options and to modify the System routing table at any time without notice. See Exchange Rule 11.11(g).

<sup>7</sup> The term "User" is defined as "any Member or Sponsored Participant who is authorized to obtain

is an insufficient share quantity in the SWPB order to fulfill the displayed size of all Protected Quotations, then the entire SWPB order will be cancelled back to the User immediately. Currently, Rule 11.16 provides for the Regulation NMS Plan to Address Extraordinary Market Volatility (the "Plan") during a pilot period. Specifically, Rule 11.16(e)(5)(D)(2) provides a description of how the two current SWP routing strategies, SWPA and SPWB, are handled in accordance with the Plan when an order to buy utilizing an SWP routing strategy has a limit price that is greater than the Upper Price Band or if a sell order utilizing an SWP routing strategy has a limit price that is less than the Lower Price Band. Additionally, current fee code SW is yielded on orders routed using SWPA or SWPB routing strategies, except for removal of liquidity from the New York Stock Exchange ("NYSE").<sup>8</sup> Current footnote 8 provides that fee code D will be yielded on orders routed using SWPA or SWPB if such strategy removes liquidity from NYSE.

The Exchange has determined that because few Users elect the SWPB routing option, which often experiences no usage for extended periods of time, the current demand does not warrant the infrastructure and ongoing maintenance expenses required to support these products. Therefore, the Exchange now proposes to delete SWPB as a routing option under Rule 11.11(g)(10) and references to the SWPB routing option under Rule 11.16(e)(5)(D)(2). The Exchange proposes to amend Rule 11.11(g) formatting accordingly, changing the numbering of current subparagraphs (g)(11) through (g)(14) to subparagraphs (g)(10) through (g)(13). The Exchange also proposes to amend its fee schedule to delete references to the SWPB routing option under fee code SW, as well as under footnote 8. The Exchange notes that Users seeking to route only to Protected Quotations for displayed size may use the other SWP routing option, SWPA.<sup>9</sup>

#### 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

access to the System pursuant to Rule 11.3." See Exchange Rule 1.5(ee).

<sup>8</sup> Orders that yield fee code SW receive a discounted fee of \$0.0031 per share at or above \$1.00 and 0.30% of Dollar Value per share below \$1.00.

<sup>9</sup> See Exchange Rule 11.11(g)(9).

Section 6(b) of the Act.<sup>10</sup> Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)<sup>11</sup> requirements that the rules of an exchange be 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 regulating, clearing, settling, processing information with respect to, and 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. Additionally, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)<sup>12</sup> requirement that the rules of an exchange not be designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

In particular, The Exchange does not believe that this proposal will permit unfair discrimination among customers, brokers, or dealers because the SWPB routing options will no longer be available to all Users. Also, the Exchange believes the proposed rule change to remove references to SWPB will remove impediments to the mechanism of a free and open market, thereby protecting investors and the public interest. As stated, the Exchange noted that few Users elect the SWPB routing option and has determined that the current demand does not warrant the infrastructure and ongoing maintenance expense required to support these products. Therefore, the Exchange is discontinuing this routing option. The Exchange notes that routing through the Exchange is voluntary and Users are free to designate the alternative SWP routing option, SWPA, currently offered by the Exchange.<sup>13</sup> In addition, the SWPB routing option is not a core product offering by the Exchange, nor is the Exchange required by the Act to offer such a product. By removing references to a routing option that will no longer be offered by the Exchange, the Exchange believes the proposed rule change will remove impediments to the mechanism of a free and open market and protect investors by providing investors with increased transparency regarding rules that reflect routing options currently available on the Exchange.

<sup>10</sup> 15 U.S.C. 78f(b).

<sup>11</sup> 15 U.S.C. 78f(b)(5).

<sup>12</sup> *Id.*

<sup>13</sup> See *supra* note 9.

### 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 to remove SWPB is not designed to address any competitive issues but rather to increase transparency by eliminating the SWPB routing option that is to be discontinued by the Exchange.

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

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

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

The Exchange has filed the proposed rule change pursuant to Section 19(b)(3)(A)(iii) of the Act<sup>14</sup> and Rule 19b-4(f)(6)<sup>15</sup> thereunder. Because the foregoing proposed rule change does not: (i) Significantly affect the protection of investors or the public interest; (ii) impose any significant burden on competition; and (iii) become operative for 30 days from the date on which it was filed, or such shorter time as the Commission may designate, it has become effective pursuant to Section 19(b)(3)(A)(iii) of the Act<sup>16</sup> and Rule 19b-4(f)(6)<sup>17</sup> thereunder.

A proposed rule change filed under Rule 19b-4(f)(6) normally does not become operative for 30 days after the date of the filing. However, Rule 19b-4(f)(6)(iii)<sup>18</sup> permits the Commission to designate a shorter time if such action is consistent with the protection of investors and the public interest. The Exchange has asked the Commission to waive the 30-day operative delay. In support of its waiver request, the Exchange stated its belief that waiving the operative delay would allow the Exchange to modify its rules in a timely manner by eliminating rules that account for a service the Exchange intends to discontinue on May 1, 2019.

The Commission believes that waiver of the operative delay is consistent with the protection of investors and the public interest, and accordingly, the Commission hereby waives the 30-day operative delay and designates the proposed rule change operative upon filing.<sup>19</sup>

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 will institute proceedings to determine whether the proposed rule change 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](mailto:rule-comments@sec.gov). Please include File Number SR-CboeEDGX-2019-026 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-CboeEDGX-2019-026. 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, 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 the 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-CboeEDGX-2019-026 and should be submitted on or before June 3, 2019.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>20</sup>

**Eduardo A. Aleman,**  
Deputy Secretary.

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## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-85799; File No. SR-CboeEDGA-2019-008]

### Self-Regulatory Organizations; Cboe EDGA Exchange, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change Relating To Amend Rule 11.11 and Rule 11.16, as Well as Its Fee Schedule, To Delete References to the SWPB Routing Option

May 7, 2019.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the "Act"),<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> notice is hereby given that on April 25, 2019, Cboe EDGA Exchange, Inc. (the "Exchange" or "EDGA") 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 Exchange filed the proposal as a "non-controversial" proposed rule change pursuant to Section 19(b)(3)(A)(iii) of the Act<sup>3</sup> and Rule 19b-4(f)(6) thereunder.<sup>4</sup> The

<sup>20</sup> 17 CFR 200.30-3(a)(12).

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

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

<sup>3</sup> 15 U.S.C. 78s(b)(3)(A)(iii).

<sup>4</sup> 17 CFR 240.19b-4(f)(6).

<sup>14</sup> 15 U.S.C. 78s(b)(3)(A)(iii).

<sup>15</sup> 17 CFR 240.19b-4(f)(6).

<sup>16</sup> 15 U.S.C. 78s(b)(3)(A)(iii).

<sup>17</sup> 17 CFR 240.19b-4(f)(6). In addition, Rule 19b-4(f)(6)(iii) requires the Exchange to give the Commission written notice of the Exchange's intent to file the proposed rule change, along with a brief description and text of the proposed rule change, at least five business days prior to the date of filing of the proposed rule change, or such shorter time as designated by the Commission. The Exchange has satisfied this requirement.

<sup>18</sup> 17 CFR 240.19b-4(f)(6)(iii).

<sup>19</sup> For purposes only of waiving the 30-day operative delay, the Commission has also considered the proposed rule's impact on efficiency, competition, and capital formation. See 15 U.S.C. 78c(f).