

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

No written comments were solicited or received with respect to the proposed rule change.

**III. Proceedings To Determine Whether To Approve or Disapprove SR-NYSEArca-2020-07, as Modified by Amendment No. 1, and Grounds for Disapproval Under Consideration**

The Commission is instituting proceedings pursuant to Section 19(b)(2)(B) of the Exchange Act<sup>36</sup> to determine whether the proposed rule change, as modified by Amendment No. 1, should be approved or disapproved. Institution of such proceedings is appropriate at this time in view of the legal and policy issues raised by the proposed rule change. Institution of proceedings does not indicate that the Commission has reached any conclusions with respect to any of the issues involved. Rather, as described below, the Commission seeks and encourages interested persons to provide comments on the proposed rule change.

Pursuant to Section 19(b)(2)(B) of the Exchange Act,<sup>37</sup> the Commission is providing notice of the grounds for disapproval under consideration. The Commission is instituting proceedings to allow for additional analysis of the proposed rule change's consistency with Section 6(b)(5) of the Exchange Act, which requires, among other things, that the rules of a national securities exchange be "designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, . . . 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."<sup>38</sup>

**IV. Procedure: Request for Written Comments**

The Commission requests that interested persons provide written submissions of their views, data, and arguments with respect to the issues identified above, as well as any other concerns they may have with the proposal. In particular, the Commission invites the written views of interested persons concerning whether the proposed rule change, as modified by Amendment No. 1, is consistent with Section 6(b)(5) or any other provision of

the Exchange Act, or the rules and regulations thereunder. Although there do not appear to be any issues relevant to approval or disapproval that would be facilitated by an oral presentation of views, data, and arguments, the Commission will consider, pursuant to Rule 19b-4, any request for an opportunity to make an oral presentation.<sup>39</sup>

Interested persons are invited to submit written data, views, and arguments regarding whether the proposed rule change, as modified by Amendment No. 1, should be approved or disapproved by May 21, 2020. Any person who wishes to file a rebuttal to any other person's submission must file that rebuttal by June 4, 2020.

The Commission asks that commenters address the sufficiency of the Exchange's statements in support of the proposal, which are set forth in Amendment No. 1,<sup>40</sup> and any other issues raised by the proposed rule change under the Act. In particular, the Commission seeks commenters' views regarding whether the Exchange has adequately described the proposed investments of the Fund for the Commission to make a determination under Section 6(b)(5) of 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-NYSEArca-2020-07 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-NYSEArca-2020-07. 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

<sup>39</sup> Section 19(b)(2) of the Exchange Act, as amended by the Securities Act Amendments of 1975, Public Law 94-29 (June 4, 1975), grants the Commission flexibility to determine what type of proceeding—either oral or notice and opportunity for written comments—is appropriate for consideration of a particular proposal by a self-regulatory organization. See Securities Act Amendments of 1975, Senate Comm. on Banking, Housing & Urban Affairs, S. Rep. No. 75, 94th Cong., 1st Sess. 30 (1975).

<sup>40</sup> See *supra* note 6.

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-NYSEArca-2020-07 and should be submitted on or before May 21, 2020. Rebuttal comments should be submitted by June 4, 2020.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>41</sup>

**J. Matthew DeLesDernier,**  
Assistant Secretary.

[FR Doc. 2020-09128 Filed 4-29-20; 8:45 am]

BILLING CODE 8011-01-P

**SECURITIES AND EXCHANGE COMMISSION**

[Release No. 34-88740; File No. SR-NYSEAMER-2020-29]

**Self-Regulatory Organizations; NYSE American LLC; Notice of Filing of Proposed Rule Change, as Modified by Amendment No. 2, To Modify Rule 967NY Regarding the Treatment of Orders Subject to Trade Collar Protection**

April 24, 2020.

Pursuant to Section 19(b)(1)<sup>1</sup> of the Securities Exchange Act of 1934 (the "Act")<sup>2</sup> and Rule 19b-4 thereunder,<sup>3</sup> notice is hereby given that, on April 9, 2020, NYSE American LLC ("NYSE American" or the "Exchange") filed with the Securities and Exchange Commission (the "Commission") the

<sup>41</sup> 17 CFR 200.30-3(a)(12) & 17 CFR 200.30-3(a)(57).

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

<sup>2</sup> 15 U.S.C. 78a.

<sup>3</sup> 17 CFR 240.19b-4.

<sup>36</sup> 15 U.S.C. 78s(b)(2)(B).

<sup>37</sup> *Id.*

<sup>38</sup> 15 U.S.C. 78f(b)(5).

proposed rule change as described in Items I, II, and III below, which Items have been prepared by the self-regulatory organization. On April 22, 2020, the Exchange filed Amendment No. 1 to the proposed rule change. On April 23, 2020, the Exchange withdrew Amendment No. 1 and filed Amendment No. 2 to the proposed rule change, which superseded and replaced the proposed rule change in its entirety. The Commission is publishing this notice to solicit comments on the proposed rule change, as modified by Amendment No. 2, from interested persons.

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

The Exchange proposes to modify Rule 967NY (Price Protection—Orders) regarding the treatment of orders subject to Trade Collar Protection. This Amendment No. 2 supersedes Amendment No. 1 and the original filing (SR-NYSEAMER-2020-29 in its entirety). The proposed change is available on the Exchange's website at [www.nyse.com](http://www.nyse.com), at the principal office of the Exchange, and at the Commission's Public Reference Room.

### 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 those 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 parts of such statements.

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

##### 1. Purpose

The Exchange proposes to modify Rule 967NY(a) regarding the treatment of orders subject to Trade Collar Protection.

The Exchange has in place various price check features, including Trade Collar Protection, that are designed to help maintain a fair and orderly market.<sup>4</sup> The Exchange proposes to

<sup>4</sup> Per Rule 967NY(a)(2), Trading Collars are determined by the Exchange on a class-by-class basis and, unless announced otherwise via Trader Update, are the same value as the bid-ask

modify its rule regarding Trading Collars (*i.e.*, Rule 967NY(a) or the "Rule") to modify functionality and to adopt an enhancement to the operation of the Trading Collars.

#### Overview of Trading Collar Functionality

Trading Collars mitigate the risks associated with orders sweeping through multiple price points (including during extreme market volatility) and resulting in executions at prices that are potentially erroneous (*i.e.*, because they are away from the last sale price or best bid or offer). By applying Trading Collars to incoming orders, the Exchange provides an opportunity to attract additional liquidity at tighter spreads and its "collars" affected orders at successive price points until the bid and offer are equal to the bid-ask differential guideline for that option, *i.e.*, equal to the Trading Collar. Similarly, by applying Trading Collars to partially executed orders, the Exchange prevents the balance of such orders from executing away from the prevailing market after exhausting interest at or near the top of book on arrival.

The Exchange applies Trade Collar Protection to incoming Market Orders and marketable Limit Orders (collectively, "Marketable Orders"; and each a "collared order") if the width of the NBBO is greater than one Trading Collar.<sup>5</sup> The Exchange applies Trade Collar Protection to the balance of Marketable Orders to buy (sell) that would execute at a price that exceeds the NBO (NBB) plus one Trading Collar.<sup>6</sup> Incoming collared orders are assigned a collar execution price<sup>7</sup> and are eligible to trade against contra-side interest priced equal to its collar execution price or at prices within one Trading Collar above (for buy orders) or below (for sell orders) the collar execution price (the "Collar Range").<sup>8</sup>

The display price of a collared order is determined once such order has traded with any contra-side interest within the Collar Range. Pursuant to Rule 967NY(a)(5), a Market Order that does not trade on arrival is displayed at

differential guidelines established pursuant to Rule 925NY(b)(4). Per Rule 967NY(a)(3), Trade Collar Protection does not apply to quotes or to order types that have contingencies, namely, IOC, NOW, AON and FOK orders.

<sup>5</sup> See Rule 967NY(a)(1)(A) (under the heading "Types of collared orders") and (a)(1)(A)(i), (ii).

<sup>6</sup> See Rule 967NY(a)(1)(A)(ii).

<sup>7</sup> The collar execution price depends upon the order type (Market or Limit) and whether (when the order arrives) the Exchange is already in receipt of another order being collared. See *e.g.*, Rule 967NY(a)(4)(A)–(C).

<sup>8</sup> See Rule 967NY(a)(4)(D).

its collar execution price; whereas the display price of the balance of a partially executed Marketable Order collared pursuant to paragraph (a)(1)(B) of the Rule, depends upon eligible contra-side interest.<sup>9</sup> Specifically, per paragraph (a)(5)(A) of the Rule, if the collared order has traded against all contra-side interest within the Collar Range, the order would be displayed at the most recent execution price.<sup>10</sup> If, however, there is contra-side interest priced within one Trading Collar of the most recent execution price, per paragraph (a)(5)(B) of the Rule, the order to buy (sell) would be displayed at the higher (lower) of its assigned collar execution price or the best execution price of the order that is both within the Collar Range and at least one Trading Collar away from the best priced contra-side trading interest (*i.e.*, lowest sell interest for collared buy orders/highest buy interest for collared sell orders).<sup>11</sup>

The Rule also enumerates circumstances under which a collared order may be repriced as a result of certain updates to market interest.<sup>12</sup> Relevant to this filing is that a collared order to buy (sell) would "be assigned a new collar execution price one Trading Collar above (below) the current displayed price of the collared order and processed at the updated price consistent with paragraphs (a)(4)(D) and (a)(5) above," after the "expiration of one second and absent an update to the NBBO" (the "One-Second Collar Reprice Provision").<sup>13</sup>

#### Proposed Modifications to Trading Collar Functionality

The Exchange proposes to make a number of changes to the Trading Collar functionality that would simplify its operation and would provide order senders more certainty about the handling of orders submitted to the Exchange.

First, the Exchange proposes to modify the treatment of incoming Market Orders received when the width of the NBBO is greater than one Trading Collar (*i.e.*, a "wide market") and there is an existing contra-side collared order. Currently, an incoming market order would immediately execute against the contra-side collared order, which may result in a bad fill for the order sender.

<sup>9</sup> See Rule 967NY(a)(5).

<sup>10</sup> See Rule 967NY(a)(5)(A).

<sup>11</sup> See Rule 967NY(a)(5)(B).

<sup>12</sup> See Rule 967NY(a)(6)(A)–(C).

<sup>13</sup> See Rule 967NY(a)(6)(C). The Exchange notes, however, that "if the collared order is a Market Order to sell that has reached \$0.00, it will not be assigned a new collar execution price but will be posted in the Consolidated Book at its MPV (*e.g.*, \$0.01 or \$0.05)." See *id.*

As proposed, the Exchange would reject Market Orders to buy (sell) received in a wide market if there is already a collared Marketable Order to sell (buy).<sup>14</sup> In other words, if there is a collared Marketable Order on one side of the market (e.g., buy), and then, during a wide market, the Exchange receives a Market Order on the other side of the market (e.g., sell), it would reject that later-arriving sell Market Order thereby preventing the execution of the order at a potentially erroneous price.

The Exchange believes this proposed change would allow the collared order to continue to seek liquidity while providing the latter-arriving, contra-side order protection from execution in a wide market. The Exchange believes that rejecting the second Market Order rather than collaring it while there is already a collared order on the contra-side would provide greater opportunity for the collared order to receive execution opportunities.

Second, the Exchange proposes to modify the Trading Collar to adopt a single standard for the display price of Marketable Orders. As described above, currently the display price of a collared Marketable Order could be based on either the available contra-side trading interest within (or outside of) one Trading Collar or the Collar Range of the collared order. Instead, the Exchange proposes to amend the operation of the collar so that the display price would be the last execution price of the collared order. To effect this change, the Exchange proposes to amend Rule 967NY(a)(5) to provide that “[a]fter trading against all available interest within the Collar Range, the Marketable Order to buy (sell) that is subject to Trade Collar Protection pursuant to paragraph (a)(1)(B) above will display at its current collar execution price,” signaling the most recent indications of market interest to buy (sell).<sup>15</sup> The rule would continue to provide that each collared order is displayed at the Minimum Price Variation (“MPV”) for the option, pursuant to Rule 960NY (Trading Differentials).<sup>16</sup> The Exchange believes this proposed rule change would simplify the method of selecting the display price (i.e., the current collar execution price) thereby enabling

investors to gauge market interest, and would also provide additional clarity to the operation of the functionality and provide more certainty for order senders.

Third, the Exchange proposes to clarify the One-Second Collar Reprice Provision to define the circumstances that qualify for an “Expiration” under this section of the Rule. This current Rule is silent as to the impact of any portion of the collared order routing to an away market as well as which side of the NBBO needs to update during the one-second time period. To provide additional detail, the Exchange proposes to modify the first sentence of the One-Second Collar Reprice Provision to delete the clause “upon the expiration of one second and absent an update to the NBBO” and replace it with rule text providing that “a collared order is subject to expiration if it displays without executing, routing, or repricing and there is no update to the same-side NBBO price for a period of at least one second” and to define such occurrences as an Expiration.<sup>17</sup> The proposed modification makes clear that any such routing or same-side NBBO updates would restart the one-second timer for repricing purposes. Collared orders subject to conditions that qualify as a proposed Expiration would be repriced as set forth in current Rule.<sup>18</sup> The Exchange believes adding this information to the Rule would add transparency, clarity and internal consistency to Exchange rules.

Finally, in connection with the concept of an Expiration, the Exchange proposes to add new a paragraph that places a limit on the collaring of Market Orders. Specifically, as proposed, “[a] Market Order that is collared will cancel after it is subject to a specified number of Expirations, to be determined by the Exchange and announced by Trader Update.”<sup>19</sup> The Exchange believes this would simplify the operation of the functionality and provide more certainty for order senders.

#### Implementation

The Exchange will announce the implementation of this rule change in a Trader Update to be published no later than 60 days following the approval date of this rule.

#### 2. Statutory Basis

The proposed rule change is consistent with Section 6(b)<sup>20</sup> of the Act, in general, and furthers the

objectives of Section 6(b)(5),<sup>21</sup> in particular, in that it is 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 facilitating transactions in securities, and to remove impediments to and perfect the mechanisms of a free and open market and a national market system.

Overall, the proposed changes to the Trading Collar functionality would promote just and equitable principles of trade as well as protect investors and the public interest because collared orders would continue to be handled in a fair and orderly manner, as described above.

The proposed modifications and clarifications would remove impediments to and perfect the mechanism of a free and open market and a national market system by simplifying the Trading Collar functionality by rejecting incoming Market Orders received in a wide market when a contra-side order is already being collared and standardizing the selection of the display price, defining the concept of an Expiration, and placing a limit on the number of Expirations that a collared Market Order endures before being canceled back to the order sender.

The Exchange believes the proposal to reject incoming Market Orders when there is a contra-side collared order would allow the collared order to continue to seek liquidity while providing the latter-arriving, contra-side order protection from execution in a wide market—which could be indicative of unstable market conditions or market dislocation thereby helping to remove impediments to and perfect the mechanism of a free and open market and a national market system. The Exchange believes that rejecting the second order (i.e., the Market Order) rather than collaring it while there is already a collared order on the contra-side would provide greater opportunity for the collared order to receive execution opportunities, which would help remove impediments to and perfect the mechanism of a free and open market and a national market system.

The Exchange believes that the proposal to streamline the manner in which it selects the display price of a collared order (i.e., the current collar execution price) would provide order senders with more certainty as to the handling of their orders as well as enable them to gauge indications of market interest. The current selection of

<sup>14</sup> See proposed Rule 967NY(a)(1)(B) (under heading, “Condition preventing collaring of incoming order”).

<sup>15</sup> Because the modified rule text would cover “[a] Market Order that does not trade on arrival,” the Exchange proposes to delete this sentence. See proposed Rule 967NY(a)(5).

<sup>16</sup> See *id.* (providing that “[c]ollared orders are displayed at the MPV for the option, pursuant to Rule 960NY (Trading Differentials)”).

<sup>17</sup> See proposed Rule 967NY(a)(6)(C).

<sup>18</sup> See proposed Rule 967NY(a)(6)(C).

<sup>19</sup> See proposed Rule 967NY(a)(6)(C)(i).

<sup>20</sup> 15 U.S.C. 78f(b).

<sup>21</sup> 15 U.S.C. 78f(b)(5).

the display price is dependent upon various factors and results in the collared order being displayed a one of three potential prices: The most recent execution price, the best execution price, or the collar execution price. Thus, the proposed simplified standard for selecting the display price would help to remove impediments to and perfect the mechanism of a free and open market and a national market system.

The Exchange also believes that the concept of an Expiration and the accompanying change to limit the number of Expirations per collared Market Order would improve the operation of the Trading Collar functionality because cancelling back Market Orders that have persisted for a certain number of Expirations, which could be indicative of unstable market conditions, should provide order senders more certainty of the handling of such orders and help avoid such orders receiving bad executions in times of market dislocation. Thus, this proposal would help remove impediments to and perfect the mechanism of a free and open market and a national market system.

Finally, the Exchange believes that the proposed rule would remove impediments to and perfect the mechanism of a free and open market by clarifying and enhancing the operation of the Trading Collar functionality—which is designed to mitigate the risk of orders sweeping through multiple price points and executing at potentially erroneous prices—as the proposed rule would continue to protect investors from receiving bad executions away from prevailing market prices. The Exchange notes that Trading Collar functionality is not new or novel and is available on other options exchanges.<sup>22</sup> Thus, this proposal would foster cooperation and coordination with persons engaged in facilitating transactions in securities, and remove impediments to and perfect the mechanism of a free and open market and a national market system.

#### Technical Changes

The Exchange notes that the proposed technical changes to the text regarding the selection of the display price would

<sup>22</sup> See, e.g., NASDAQ Options Market (“NOM”) and NASDAQ OMX BX (“BX”), Options 3, Section 15 (Risk Protections) (b)(1), Acceptable Trade Range (setting forth the risk protection feature for quotes and orders, which prevents executions (partial or otherwise) of orders beyond an “acceptable trade range” (as calculated by the exchange) and when an order (or quote) reaches the limits of the “acceptable trade range”, it posts for a period not to exceed one second and recalculated a new “acceptable trade range”).

provide clarity and transparency to Exchange rules and would remove impediments to, and perfect the mechanism of, a free and open market and a national market system by making the Exchange rules easier to navigate and comprehend.

#### B. Self-Regulatory Organization's Statement on Burden on Competition

The Exchange does not believe that this proposed rule change would impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act. Instead, the Exchange believes the proposal provides modifications and enhancements to the Trading Collars that provide market participants with protection from anomalous executions. Thus, the Exchange does not believe the proposal creates any significant impact on competition.

The proposed enhancements to the Trading Collars would streamline the operation of the Trading Collars thereby further protecting investors against the execution of orders at erroneous prices. As such, the proposal does not impose any burden on competition. To the contrary, the Exchange believes that the proposed clarifications and enhancements may foster more competition. Specifically, the Exchange notes that it operates in a highly competitive market in which market participants can readily favor competing venues. The Exchange's proposed rule change would enhance its ability to compete with other exchanges that already offer similar trading collar functionality by eliminating complexity while at the same time maintaining the core functionality.<sup>23</sup> Thus, the Exchange believes that this type of competition amongst exchanges is beneficial to the market place as a whole as it can result in enhanced processes, functionality, and technologies. The Exchange further believes that because the proposed rule change would be applicable to all ATP Holders it would not impose any burden on intra-market competition that is not necessary or appropriate in furtherance of the purposes of the Act.

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

No written comments were solicited or received with respect to the proposed rule change.

<sup>23</sup> See *id.*

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

Within 45 days of the date of publication of this notice in the **Federal Register** or up to 90 days (i) as the Commission may designate if it finds such longer period to be appropriate and publishes its reasons for so finding or (ii) as to which the self-regulatory organization consents, the Commission will:

- (A) By order approve or disapprove the proposed rule change, or
- (B) institute proceedings to determine whether the proposed rule change should be 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, as modified by Amendment No. 2, 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-NYSEAMER-2020-29 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-NYSEAMER-2020-29. 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-NYSEAMER-2020-29 and should be submitted on or before May 21, 2020.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>24</sup>

**J. Matthew DeLesDernier,**  
Assistant Secretary.

[FR Doc. 2020-09125 Filed 4-29-20; 8:45 am]

**BILLING CODE 8011-01-P**

## SECURITIES AND EXCHANGE COMMISSION

[Investment Company Act Release No. 33853; 812-15008]

### Legg Mason Partners Equity Trust, et al.; Notice of Application

April 24, 2020.

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

**ACTION:** Notice.

Notice of an application under section 6(c) of the Investment Company Act of 1940 (“Act”) for an exemption from section 15(a) of the Act, as well as from certain disclosure requirements in rule 20a-1 under the Act, Item 19(a)(3) of Form N-1A, Items 22(c)(1)(ii), 22(c)(1)(iii), 22(c)(8) and 22(c)(9) of Schedule 14A under the Securities Exchange Act of 1934 (“1934 Act”), and sections 6-07(2)(a), (b), and (c) of Regulation S-X (“Disclosure Requirements”).

**Applicants:** Legg Mason Partners Equity Trust (the “Trust”), a Maryland statutory trust registered under the Act as an open-end management investment company with multiple series (each a “Fund”) and Legg Mason Partners Fund Advisor, LLC (“Adviser”), a Delaware limited liability company registered as an investment adviser under the Investment Advisers Act of 1940 (“Advisers Act”) that serves an investment adviser to the Funds (collectively with the Trust, the “Applicants”).

**Summary of Application:** The requested exemption would permit Applicants to enter into and materially amend subadvisory agreements with

subadvisers without shareholder approval and would grant relief from the Disclosure Requirements as they relate to fees paid to the subadvisers. The requested order would supersede a prior order.<sup>1</sup>

**Filing Dates:** The application was filed on March 8, 2019, and amended on December 6, 2019, and March 16, 2020.

**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 emailing the Commission’s Secretary at *Secretarys-Office@sec.gov* and serving applicants with a copy of the request by email. Hearing requests should be received by the Commission by 5:30 p.m. on May 19, 2020, and should be accompanied by proof of service on the 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 emailing the Commission’s Secretary at *Secretarys-Office@sec.gov*.

**ADDRESSES:** The Commission: *Secretarys-Office@sec.gov*. The Trust and the Adviser: *RDEmmens@leggmason.com* (with a copy to *roger.joseph@morganlewis.com*).

**FOR FURTHER INFORMATION CONTACT:** Benjamin Kalish, Senior Counsel, at (202) 551-7361, or David Nicolardi, Branch Chief at (202) 551-6825 (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 website by searching for the file number or an Applicant using the “Company” name box, at <http://www.sec.gov/search/search.htm> or by calling (202) 551-8090.

### I. Requested Exemptive Relief

1. Applicants request an order to permit the Adviser,<sup>2</sup> subject to the

<sup>1</sup> See In the Matter of Legg Mason Partners Equity Trust, Legg Mason Partners Variable Equity Trust and Permal Asset Management LLC, Investment Company Act Release Nos. 30923 (Feb. 24, 2014) (notice) and 30990 (Mar. 24, 2014) (order).

<sup>2</sup> The term “Adviser” means (i) Legg Mason Partners Fund Advisor, LLC, (ii) its successors, and (iii) any entity controlling, controlled by or under common control with, the Adviser or its successors that serves as the primary adviser to a Subadvised Fund (as defined below). For the purposes of the requested order, “successor” is limited to an entity

approval of the board of trustees of the Trust (collectively, the “Board”),<sup>3</sup> including a majority of the trustees who are not “interested persons” of the Trust or the Adviser, as defined in section 2(a)(19) of the Act (the “Independent Trustees”), without obtaining shareholder approval, to: (i) Select investment subadvisers (“Subadvisers”) for all or a portion of the assets of one or more of the Funds pursuant to an investment subadvisory agreement with each Subadviser (each a “Subadvisory Agreement”); and (ii) materially amend Subadvisory Agreements with the Subadvisers.

2. Applicants also request an order exempting the Subadvised Funds (as defined below) from the Disclosure Requirements, which require each Fund to disclose fees paid to a Subadviser. Applicants seek relief to permit each Subadvised Fund to disclose (as a dollar amount and a percentage of the Fund’s net assets): (i) The aggregate fees paid to the Adviser and any Wholly-Owned Subadvisers; and (ii) the aggregate fees paid to Affiliated and Non-Affiliated Subadvisers (“Aggregate Fee Disclosure”).<sup>4</sup> Applicants seek an exemption to permit a Subadvised Fund to include only the Aggregate Fee Disclosure.<sup>5</sup>

3. Applicants request that the relief apply to Applicants, as well as to any future Fund and any other existing or future registered open-end management investment company or series thereof that intends to rely on the requested order in the future and that: (i) Is advised by the Adviser; (ii) uses the multi-manager structure described in the application; and (iii) complies with the terms and conditions of the

that results from a reorganization into another jurisdiction or a change in the type of business organization.

<sup>3</sup> The term “Board” also includes the board of trustees or directors of a future Subadvised Fund (as defined below), if different from the board of trustees of the Trust.

<sup>4</sup> A “Wholly-Owned Subadviser” is any investment adviser that is (1) an indirect or direct “wholly-owned subsidiary” (as such term is defined in section 2(a)(43) of the 1940 Act) of the Adviser, (2) a “sister company” of the Adviser that is an indirect or direct “wholly-owned subsidiary” of the same company that indirectly or directly wholly owns the Adviser (the Adviser’s “parent company”), or (3) a parent company of the Adviser. A “Non-Affiliated Subadviser” is any investment adviser that is not an “affiliated person” (as defined in the 1940 Act) of a Fund or the Adviser, except to the extent that an affiliation arises solely because the Subadviser serves as a subadviser to one or more Funds. Section 2(a)(43) of the 1940 Act defines “wholly-owned subsidiary” of a person as a company 95 per centum or more of the outstanding voting securities of which are, directly or indirectly, owned by such a person.

<sup>5</sup> Applicants note that all other items required by sections 6-07(2)(a), (b) and (c) of Regulation S-X will be disclosed.

<sup>24</sup> 17 CFR 200.30-3(a)(12).