

Other matters relating to examinations and enforcement proceedings.

At times, changes in Commission priorities require alterations in the scheduling of meeting agenda items that may consist of adjudicatory, examination, litigation, or regulatory matters.

**CONTACT PERSON FOR MORE INFORMATION:** For further information; please contact Vanessa A. Countryman from the Office of the Secretary at (202) 551-5400.

(Authority: 5 U.S.C. 552b.)

Dated: January 4, 2024.

**Vanessa A. Countryman,**  
Secretary.

[FR Doc. 2024-00246 Filed 1-4-24; 4:15 pm]

**BILLING CODE 8011-01-P**

## SECURITIES AND EXCHANGE COMMISSION

[SEC File No. 270-139, OMB Control No. 3235-0128]

**Submission for OMB Review; Comment Request; Extension: Rule 12f-1**

*Upon Written Request, Copies Available From:* Securities and Exchange Commission, Office of FOIA Services, 100 F Street NE, Washington, DC 20549-2736

Notice is hereby given that, pursuant to the Paperwork Reduction Act of 1995 ("PRA") (44 U.S.C. 3501 *et seq.*), the Securities and Exchange Commission ("Commission") has submitted to the Office of Management and Budget ("OMB") a request for approval of extension of the previously approved collection of information provided for in Rule 12f-1 (17 CFR 240.12f-1) under the Securities Exchange Act of 1934 ("Act") (15 U.S.C. 78a *et seq.*).

Rule 12f-1 ("Rule"), originally adopted in 1979 pursuant to Sections 12(f) and 23(a) of the Act, and as further modified in 1995 and 2005, sets forth the requirements for filing an exchange application to reinstate unlisted trading privileges ("UTP") in a security in which UTP has been suspended by the Commission pursuant to Section 12(f)(2)(A) of the Act. Under Rule 12f-1, an exchange must submit one copy of an application for reinstatement of UTP to the Commission that contains specified information, as set forth in the Rule. The application for reinstatement, pursuant to the Rule, must provide the name of the issuer, the title of the security, the name of each national securities exchange, if any, on which the security is listed or admitted to unlisted trading privileges, whether transaction information concerning the

security is reported pursuant to an effective transaction reporting plan contemplated by Rule 601 of Regulation NMS, the date of the Commission's suspension of unlisted trading privileges in the security on the exchange, and any other pertinent information related to whether the reinstatement of UTP in the subject security is consistent with the maintenance of fair and orderly markets and the protection of investors. Rule 12f-1 further requires a national securities exchange seeking to reinstate its ability to extend unlisted trading privileges in a security to indicate that it has provided a copy of such application to the issuer of the security, as well as to any other national securities exchange on which the security is listed or admitted to unlisted trading privileges.

The information required by Rule 12f-1 enables the Commission to make the necessary findings under the Act prior to granting applications to reinstate unlisted trading privileges. This information is also made available to members of the public who may wish to comment upon the applications. Without the Rule, the Commission would be unable to fulfill these statutory responsibilities.

There are currently 24 national securities exchanges subject to Rule 12f-1. The burden of complying with Rule 12f-1 arises when a potential respondent seeks to reinstate its ability to extend unlisted trading privileges to any security for which unlisted trading privileges have been suspended by the Commission, pursuant to Section 12(f)(2)(A) of the Act. The staff estimates that each application would require approximately one hour to complete. Thus, each potential respondent would incur on average one burden hour in complying with the Rule.

The Commission staff estimates that there could be as many as 24 responses annually for an aggregate annual hour burden for all respondents of approximately 24 hours (24 responses × 1 hour per response). Each respondent's related internal cost of compliance for Rule 12f-1 would be approximately \$242.00 (the cost of one hour of professional work of a paralegal needed to complete the application). The total annual cost of compliance for all potential respondents, therefore, is approximately \$5,808 (24 responses × \$242.00 per response).

Compliance with Rule 12f-1 is mandatory. Rule 12f-1 does not have a record retention requirement *per se*. However, responses made pursuant to Rule 12f-1 are subject to the recordkeeping requirements of Rules

17a-3 and 17a-4 of the Act. Information received in response to Rule 12f-1 shall not be kept confidential; the information collected is public information.

An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information under the PRA unless it displays a currently valid OMB control number.

The public may view background documentation for this information collection at the following website: [www.reginfo.gov](http://www.reginfo.gov). Find this particular information collection by selecting "Currently under 30-day Review—Open for Public Comments" or by using the search function. Written comments and recommendations for the proposed information collection should be sent by February 7, 2024 to (i) [www.reginfo.gov/public/do/PRAMain](http://www.reginfo.gov/public/do/PRAMain) and (ii) David Bottom, Director/Chief Information Officer, Securities and Exchange Commission, c/o John Pezzullo, 100 F Street NE, Washington, DC 20549, or by sending an email to: [PRA\\_Mailbox@sec.gov](mailto:PRA_Mailbox@sec.gov).

Dated: January 3, 2024.

**Sherry R. Haywood,**  
Assistant Secretary.

[FR Doc. 2024-00120 Filed 1-5-24; 8:45 am]

**BILLING CODE 8011-01-P**

## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-99261; File No. SR-MEMX-2023-42]

**Self-Regulatory Organizations; MEMX LLC; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Amend the Exchange's Fee Schedule To Extend the Membership Fee Waiver**

January 2, 2024.

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 December 28, 2023, MEMX LLC ("MEMX" or the "Exchange") filed with the Securities and Exchange Commission (the "Commission") the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the Exchange. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

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

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

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

The Exchange is filing with the Commission a proposed rule change to amend the Exchange's fee schedule (the "Fee Schedule") pursuant to Exchange Rules 15.1(a) and (c). The Exchange proposes to extend the waiver (the "Membership Fee Waiver") of membership fees ("Membership Fees") which is currently in place for all new Members<sup>3</sup> of the Exchange, for an additional month beyond the program's current expiration on December 31, 2023. The Exchange will continue to waive Membership Fees for new Members who join the Exchange through January 31, 2024. The text of the proposed rule change is provided in Exhibit 5.

## 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 extend the time period for the waiver of Membership Fees until January 31, 2024. The Exchange will continue to implement the Membership Fee Waiver (as defined above) for all new Members who join the Exchange prior to and including January 31, 2024. The Exchange notes that the proposed change does not amend any existing fee or rebate for equities transactions, market data or connectivity fees. The sole change proposed herein is to extend the timeframe during which the Exchange will waive Membership Fees for new Members of the Exchange.

Currently, MEMX applies a Membership Fee Waiver to all new Members of the Exchange which is set to expire on December 31, 2023. Under the current Membership Fee Waiver, new Members who join the Exchange

after December 31, 2023, would be assessed Membership Fees of \$200 per month to maintain active membership, and new Members whose Membership Fees were waived during the Waiver Period would be assessed Membership Fees of \$200 per month beginning January 1, 2024. In addition, in September of 2023 the Exchange adopted specific fees applicable to participation on the Exchange's platform for trading equity options ("MEMX Options").<sup>4</sup> The current Membership Fee Waiver has also been applied to new Members of MEMX Options, and thus such fees have not been imposed on such Members to date.

The Exchange believes that the existing Membership Fee Waiver has been effective in incentivizing options market participants to join MEMX Options. MEMX Options launched in September of 2023, and has been conducting a staged rollout of options available for trading on the Exchange since that time. The Exchange believes that its rollout will be complete in January of 2024 and would like to extend the Membership Fee Waiver until after its rollout is complete in the event there are options firms that are waiting to join the Exchange until after such rollout is complete. In addition, the Exchange believes the Membership Fee Waiver is a proper incentive for new participants on MEMX Options to continue to increase their participation as they become accustomed to the new trading platform.

Accordingly, the Exchange proposes to extend the time period of the Membership Fee Waiver to expire on January 31, 2024. The Exchange proposes to continue to waive Membership Fees for all new Members who join the exchange on or before January 31, 2024. Under the proposed Membership Fee Waiver, new Members who join the Exchange after January 31, 2024, will be assessed Membership Fees to maintain active membership and if applicable, Members who participate on MEMX Options will be assessed the specific Additional Fees applicable to such participation. Similarly, new Members whose Membership Fees have been waived since joining the Exchange will be assessed Membership Fees, including Additional Fees applicable to participation on MEMX Options, if applicable, beginning February 1, 2024. In addition, new Members of MEMX Options who join after January 31, 2024, will be assessed Membership Fees of \$200 per month to maintain active

membership, and new Members whose Membership Fees were waived will be assessed Membership Fees of \$200 per month beginning February 1, 2024. Specifically, the Exchange is proposing to amend the description under "Membership" in the Exchange's Fee Schedule, noting that Membership Fees will be waived for new Members of the Exchange until February 1, 2024.

#### 2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with the provisions of Section 6 of the Act,<sup>5</sup> in general, and furthers the objectives of Sections 6(b)(4) and 6(b)(5) of the Act,<sup>6</sup> in particular, in that it provides for the equitable allocation of reasonable dues, fees and other charges among members and issuers and other persons using its facilities and does not unfairly discriminate between customers, issuers, brokers or dealers.

The Exchange believes it is reasonable to extend the timeframe of the Membership Fee Waiver for new Members of the Exchange, primarily to continue to provide an incentive for options trading firms to continue to apply for Exchange membership during the current phase of the rollout of MEMX Options. The options markets are quote-driven markets and are dependent on liquidity providers for liquidity and price discovery. Extending the timeframe of the Membership Fee Waiver will continue to encourage additional liquidity providers to become members of the Exchange, which may result in more trading opportunities, enhanced competition, and improved overall market quality on the Exchange. Although the proposed extension of the Membership Fee Waiver timeframe is intended primarily to encourage new participants to join the Exchange in order to participate on the MEMX Options market and the Exchange believes the participants that will benefit from this waiver are firms that will do so, the Exchange also believes that it is reasonable to continue applying the Membership Fee Waiver broadly to all new participants on the Exchange during the timeframe extension, including firms that would trade only on the Exchange's market for equity securities or on both the Exchange's market for equity securities and MEMX Options.

In addition, the Exchange believes that the proposed extension of the Membership Fee Waiver is equitable and not unfairly discriminatory in that it will apply uniformly to all new

<sup>4</sup> See Securities Exchange Act Release No. 98648 (September 29, 2023), 88 FR 68762 (October 4, 2023) (SR-MEMX-2023-26).

<sup>5</sup> 15 U.S.C. 78f.

<sup>6</sup> 15 U.S.C. 78f(b)(4) and (5).

<sup>3</sup> See Exchange Rule 1.5(p).

Members of the Exchange. Further, the Exchange believes that the proposed extension of the waiver is reasonable, equitable and not unfairly discriminatory to current Members of the Exchange because the majority of the Exchange's existing Members joined at a time when the Exchange did not impose membership fees (also to incentivize such participants to join), and thus have already received this benefit.

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

The Exchange does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. Instead, as discussed above, the Exchange believes that the proposed change would encourage market participants who have not already done so to join the Exchange. As a result, if such participants do join the Exchange and route their orders to the Exchange or support other Members that route orders (*i.e.*, clearing firms) the Exchange believes the proposal would further enhance its competitiveness as a market. Encouraging additional participants to join the Exchange will enable a greater number of participants to participate on MEMX Options during the continued rollout of the platform. Further, the Exchange believes that by continuing to make the Membership Fee Waiver applicable to both the Exchange's options platform and the Exchange's equity platform for an extended time period, the proposal will enhance the competitiveness of both platforms. Attracting a greater number of participants will foster greater competition on the Exchange, particularly in the case of MEMX Options which is a quote-driven market. For these reasons, the Exchange believes that the proposal furthers the Commission's goal in adopting Regulation NMS of fostering competition among orders, which promotes "more efficient pricing of individual stocks for all types of orders, large and small."<sup>7</sup>

#### *Intramarket Competition*

As discussed above, the Exchange believes that the proposal would encourage new participants to apply for Exchange membership, thereby enhancing liquidity and market quality on the Exchange, as well as enhancing the attractiveness of the Exchange as a

trading venue, which the Exchange believes, in turn, would continue to encourage market participants to direct additional order flow to the Exchange.

The Exchange does not believe that the proposed changes would impose any burden on intramarket competition because such changes will incentivize new participants to join the Exchange and the majority of the Exchange's current members joined at a time when the Exchange did not impose membership fees (also to incentivize such participants to join), and thus have already received this benefit. The options markets are quote-driven markets and are dependent on liquidity providers for liquidity and price discovery. The proposal will be of particular importance in encouraging additional liquidity providers to become members of the Exchange, which may result in more trading opportunities, enhanced competition, and improved overall market quality on the Exchange. For the foregoing reasons, the Exchange believes the proposed changes would not impose any burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act.

#### *Intermarket Competition*

As described above, the proposed extension of the Membership Fee Waiver timeframe will incent market participants to join the Exchange during the extended Membership Fee Waiver period. Accordingly, the Exchange believes the proposal would not burden, but rather promote, intermarket competition by enabling it to better compete with other options exchanges during the continued rollout of MEMX Options. In addition, as noted above, the Exchange has intentionally proposed to apply the waiver broadly so that it continues to be applicable to new Members that will participate on the Exchange's market for equity securities or that will participate on such market as well as MEMX Options, and thus, the proposal may also better enable the Exchange to compete with other options exchanges and equities exchanges.

#### *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 foregoing rule change has become effective pursuant to Section

19(b)(3)(A)(ii) of the Act<sup>8</sup> and Rule 19b-4(f)(2)<sup>9</sup> thereunder.

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 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 (<https://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-MEMX-2023-42 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-MEMX-2023-42. 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 (<https://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 a.m. and 3 p.m. Copies of the filing also

<sup>7</sup> Securities Exchange Act Release No. 51808 (June 9, 2005), 70 FR 37496, 37499 (June 29, 2005) ("Regulation NMS Adopting Release").

<sup>8</sup> 15 U.S.C. 78s(b)(3)(A)(ii).

<sup>9</sup> 17 CFR 240.19b-4(f)(2).

will be available for inspection and copying at the principal office of the Exchange. Do not include personal identifiable information in submissions; you should submit only information that you wish to make available publicly. We may redact in part or withhold entirely from publication submitted material that is obscene or subject to copyright protection. All submissions should refer to file number SR-MEMX-2023-42 and should be submitted on or before January 29, 2024.

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

**Sherry R. Haywood,**

*Assistant Secretary.*

[FR Doc. 2024-00079 Filed 1-5-24; 8:45 am]

**BILLING CODE 8011-01-P**

## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-99264; File No. SR-DTC-2023-014]

### Self-Regulatory Organizations; The Depository Trust Company; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to the DTC Fee Schedule To Revise Certain Fees Charged to Participants for (i) Participants Fund Maintenance; (ii) Underwriting Services; (iii) Asset Services; and (iv) Settlement Services

January 2, 2024.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> notice is hereby given that on December 21, 2023, The Depository Trust Company (“DTC”) 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 clearing agency. DTC filed the proposed rule change pursuant to Section 19(b)(3)(A) of the Act<sup>3</sup> and Rule 19b-4(f)(2) thereunder.<sup>4</sup> The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

#### I. Clearing Agency’s Statement of the Terms of Substance of the Proposed Rule Change

The proposed rule change<sup>5</sup> would modify the DTC Fee Schedule<sup>6</sup> (“Fee Guide”) to revise certain fees charged to Participants for (i) Participants Fund Maintenance; (ii) Underwriting Services;<sup>7</sup> (iii) Asset Services; and (iv) Settlement Services, as described below.

#### II. Clearing Agency’s Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, the clearing agency 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 clearing agency has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.

##### (A) Clearing Agency’s Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

###### Purpose

The proposed rule change would modify the Fee Guide to revise certain fees charged to Participants for (i) Participants Fund Maintenance; (ii) Underwriting Services; (iii) Asset Services; and (iv) Settlement Services, as described below.

###### Overview

DTC operates a “low cost” pricing model and has in place procedures to control costs and to regularly review pricing levels against costs of operation. It reviews pricing levels against its costs of operation during the annual budget process. The budget is approved annually by the Board. DTC’s fees are cost-based plus a low-margin markup, as approved by the Board or management (pursuant to authority delegated by the Board), as applicable. The markup is applied to recover development costs and operating expenses, and to accumulate capital sufficient to meet regulatory and economic requirements. When estimating expected revenues and costs,

<sup>5</sup> Each capitalized term not otherwise defined herein has its respective meaning as set forth the Rules, By-Laws and Organization Certificate of DTC (the “Rules”), available at [www.dtcc.com/legal/rules-and-procedures.aspx](http://www.dtcc.com/legal/rules-and-procedures.aspx).

<sup>6</sup> Available at [www.dtcc.com/-/media/Files/Downloads/legal/fee-guides/DTC-Fee-Schedule.pdf](http://www.dtcc.com/-/media/Files/Downloads/legal/fee-guides/DTC-Fee-Schedule.pdf).

<sup>7</sup> Pursuant to Rule 2, Section 1, each Participant shall pay to DTC the compensation due it for services rendered to the Participant based on DTC’s fee schedules. See Rule 2, *supra* note 5.

DTC typically uses historical, current, and expected usage and market trends to determine revenue outlook and apply current budgeted assumptions on costs.

In addition to assessing the overall impact of fee changes at DTC, the Board also considers impacts of fee changes from an individual product/service category (*e.g.*, Underwriting, Asset Services, Participants Fund Maintenance) perspective, taking cost and capital considerations relating to a given category into account. After evaluation of DTC’s short-term and long-term financial position in consideration of expected Participant activity, revenues, cost of funding, market volatility, and the financial markets more broadly, DTC has determined that it should increase the overall amount it collects from Participants through fees. In this regard, the proposed rule change would increase certain fees relating to Participants Fund maintenance and Underwriting Services, and it would eliminate and consolidate other Asset Services fees included in the Fee Guide, to better align cost and revenue, as described below.

###### Participant Fund Maintenance Fee Increase

DTC maintains a pool of funds used for liquidity purposes consisting of mandatory and voluntary contributions by Participants (“Participants Fund”). The Participants Fund creates liquidity and collateral resources to support the business of DTC and to cover losses and liabilities incident to that business. For this purpose, every Participant has a Required Participants Fund Deposit based on the Participant’s activity at DTC. The Participants Fund is held in cash at DTC and is used in the event a Participant fails to settle.

In support of maintaining the Participants Fund, DTC charges a Participants Fund Maintenance Fee, which is a monthly fee calculated, in arrears, as the product of (A) 0.25 percent and (B) the average of each Participant’s Actual Participants Fund Deposit, as of the end of each day, for the month, multiplied by the number of days for that month and divided by 360.<sup>8</sup> DTC proposes to increase the rate used to calculate the Participants Fund Maintenance Fee by 10 basis points from 0.25 percent to 0.35 percent. DTC is proposing this increase in order to cover its costs for servicing the fund and to maintain the appropriate low-margin markup above costs.

All 193 Participants are projected to incur a 40 percent increase to their

<sup>8</sup> See Fee Guide, *supra* note 6 at 20.

<sup>10</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).

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