

the Exchange consents, the Commission shall: (a) by order approve or disapprove such 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 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. Please include file number SR-NASDAQ-2025-030 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-NASDAQ-2025-030. 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 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-NASDAQ-2025-030 and should be submitted on or before May 7, 2025.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.³³

Sherry R. Haywood,
Assistant Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-102809; File No. SR-ICC-2025-004]

Self-Regulatory Organizations; ICE Clear Credit LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Relating to Modifications to Fee Schedule To Introduce a Client Volume Incentive Program

April 10, 2025.

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 March 28, 2025, ICE Clear Credit LLC ("ICE Clear Credit" or "ICC") 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 primarily by ICC. ICC has designated this proposal for immediate effectiveness pursuant to Section 19(b)(3)(A) of the Act³ and Rule 19b-4(f) thereunder.⁴ 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 principal purpose of the proposed rule change is to modify ICC's fee schedule to introduce a Client Volume Incentive Program. These revisions do not require any changes to the ICC Clearing Rules.

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

In its filing with the Commission, ICC included statements concerning the purpose of and basis for the proposed rule change, security-based swap submission, or advance notice and discussed any comments it received on the proposed rule change, security-based swap submission, or advance notice. The text of these statements may

be examined at the places specified in Item IV below. ICC has prepared summaries, set forth in sections (A), (B), and (C) below, of the most significant aspects of these statements.

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

(a) Purpose

The proposed changes are intended to modify ICC's fee schedule to introduce a Client Volume Incentive Program. ICC maintains a client fee schedule⁵ that is publicly available on its website, which ICC proposes to update in connection with the proposed Client Volume Incentive Program. Currently, clearing fees applicable to clients of Clearing Participants are charged in accordance with the product, amount and currency set out in the client fee schedule and subject to any incentive programs or fee discounts described in the fee schedule. The proposed changes to the client fee schedule add a description of the proposed Client Volume Incentive Program, and such proposed changes are set forth in Exhibit 5. ICC proposes to make such changes effective following the applicable regulatory review or approval processes. The proposed changes are described in detail as follows:

Under the amended client fee schedule, the Client Volume Incentive Program will apply automatically to all clients of Clearing Participants, without further action by clients or Clearing Participants, and provide a tiered discount schedule based on client fees billed during the calendar year. Specifically, for any client with annual billed fees across all ICC credit default swap ("CDS") instrument categories (*i.e.*, index CDS, single name CDS, and index option CDS) that exceed U.S. dollar ("USD") equivalent of \$1 million, such client will be entitled to a fee discount as follows: (i) for billed annual fees greater than \$1 million USD equivalent and less than or equal to \$6.4 million USD equivalent, a progressive discount from 1% to 90%: the discount percentage increases by 1% for each \$60,000 in billed client fees;⁶ and (ii) for billed annual fees greater than \$6.4 million USD equivalent, a 90% discount. For purposes of calculating

⁵ Client fee details available at: https://www.theice.com/publicdocs/clear_credit/ICE_Clear_Credit_Fees.pdf. As specified, all fees are charged directly to a client's Clearing Participant.

⁶ As an example, a client that is billed a total of \$1,120,000.00 in fees would be entitled to a 1% discount for the first \$60,000 in fees over \$1 million (or \$600) and a 2% discount for the second \$60,000 in fees over \$1 million (or \$1,200), for a total discount of \$1,800.

³³ 17 CFR 200.30-3(a)(12).

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 15 U.S.C. 78s(b)(3)(A).

⁴ 17 CFR 240.19b-4(f).

annual fees to determine the discount level, the fees of affiliated clients managed by one and only one specific asset manager may be aggregated (such that all such clients will be entitled to the same discount percentage). Such discount will be applied in the form of a fee rebate paid by ICC. The Client Volume Incentive Program applies to client clearing activity only, and Clearing Participants are not eligible to participate in the program.

(b) Statutory Basis

ICC believes that the proposed rule change is consistent with the requirements of the Act, including Section 17A of the Act⁷ and the regulations thereunder applicable to it. More specifically, the proposed rule change establishes or changes a member due, fee or other charge imposed by ICC under Section 19(b)(3)(A)(ii) of the Act⁸ and Rule 19b-4(f)(2)⁹ thereunder. ICC believes the proposed rule change is consistent with the requirements of the Act and the rules and regulations thereunder applicable to ICC, in particular, to Section 17A(b)(3)(D),¹⁰ which requires that the rules of the clearing agency provide for the equitable allocation of reasonable dues, fees, and other charges among its participants.

ICC believes that the proposed volume discount in client fees have been set at an appropriate level. In determining the appropriate discount level and program structure, ICC took into account factors such as client clearing volume, related revenue, costs and expenses, and the goal of increasing market participation in the clearing service, including the expected impacts of different fee levels. In ICC's view, its client fees, after taking into account the discount under the proposed incentive program, will be reasonable and appropriate for its business as the discounts take into account anticipated volumes, costs and expenses, and revenues under each contract type, and they consider current and past market activity as well as anticipated market activity with respect to clearing CDS contracts at ICC. The Client Volume Incentive Program is designed to encourage the clearing of contracts at ICC by clients while properly compensating ICC for the risks, costs and expenses of clearing CDS contracts.

Moreover, the proposed discount will be available to all clients clearing contracts at ICC, based on their clearing

activity. The Client Volume Incentive Program under the amended client fee schedule automatically, and without further action by clients or Clearing Participants, applies to all clients. ICC's fee schedules, including the proposed incentive program, will continue to be transparent and to apply equally to market participants clearing indexes, single names, and index option CDS contracts at ICC. Therefore, the proposed rule change provides for the equitable allocation of reasonable dues, fees and other charges among participants, within the meaning of Section 17A(b)(3)(D) of the Act.¹¹ ICC therefore believes that the proposed rule change is consistent with the requirements of Section 17A of the Act¹² and the regulations thereunder applicable to it and is appropriately filed pursuant to Section 19(b)(3)(A) of the Act¹³ and paragraph (f)(2) of Rule 19b-4¹⁴ thereunder.

(B) Clearing Agency's Statement on Burden on Competition

ICC does not believe the proposed rule change would have any impact, or impose any burden, on competition not necessary or appropriate in furtherance of the purpose of the Act. As discussed above, the proposed changes modify ICC's client fee schedule to introduce a Client Volume Incentive Program for clearing all categories of CDS contracts at ICC and will be available to all clients based on their clearing activity. The implementation of such changes does not preclude other market participants from offering similar incentive programs. Moreover, ICC does not believe that the amendments would adversely affect the cost of clearing for clients, the ability of market participants to access clearing services, or the market for cleared services generally. Accordingly, ICC does not believe the amendments impose any burden on competition not necessary or appropriate in furtherance of the purpose of the Act.

(C) Clearing Agency's Statement on Comments on the Proposed Rule Change From Members, Participants or Others

Written comments relating to the proposed rule change have not been solicited or received. ICE Clear Credit will notify the Commission of any written comments received by ICE Clear Credit.

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) of the Act¹⁵ and paragraph (f) of Rule 19b-4¹⁶ 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.

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/regulations/self-regulatory-organization-rulemaking>); or
- Send an email to rule-comments@sec.gov. Please include file number SR-ICC-2025-004 on the subject line.

Paper Comments

Send paper comments in triplicate to Vanessa Countryman, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549.

All submissions should refer to file number SR-ICC-2025-004. 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/regulations/self-regulatory-organization-rulemaking>). 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

⁷ 15 U.S.C. 78q-1.

⁸ 15 U.S.C. 78s(b)(3)(A)(ii).

⁹ 17 CFR 240.19b-4(f)(2).

¹⁰ 15 U.S.C. 78q-1(b)(3)(D).

¹¹ 15 U.S.C. 78q-1(b)(3)(D).

¹² 15 U.S.C. 78q-1.

¹³ 15 U.S.C. 78s(b)(3)(A).

¹⁴ 17 CFR 240.19b-4(f)(2).

¹⁵ 15 U.S.C. 78s(b)(3)(A).

¹⁶ 17 CFR 240.19b-4(f)(2).

a.m. and 3 p.m. Copies of such filings will also be available for inspection and copying at the principal office of ICE Clear Credit and on ICE Clear Credit's website at <https://www.ice.com/clear-credit/regulation>.

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-ICC-2025-004 and should be submitted on or before May 7, 2025.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹⁷

Sherry R. Haywood,

Assistant Secretary.

[FR Doc. 2025-06412 Filed 4-15-25; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-102811; File No. SR-PHLX-2025-16]

Self-Regulatory Organizations; Nasdaq PHLX LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Amend Phlx Options 7, Section 2

April 10, 2025.

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 April 1, 2025, Nasdaq PHLX LLC (“Phlx” or “Exchange”) filed with the Securities and Exchange Commission (“SEC” or “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.

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

The Exchange proposes to amend the Pricing Schedule at Options 7, Section 2, Customer Rebate Program, to provide that if a member or member organization qualifies for two rebate incentives offered by the Exchange in notes “*” and “#” in a given month, the Exchange will only pay the higher of the two rebates in that month.

The text of the proposed rule change is available on the Exchange's website at <https://listingcenter.nasdaq.com/rulebook/phlx/rulefilings>, 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 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 the Pricing Schedule at Options 7, Section 2, Customer Rebate Program, to provide that if a member or member organization qualifies for two rebate incentives offered by the Exchange in notes “*” and “#” in a given month, the Exchange will only pay the higher of the two rebates in that month.

Customer Rebate

The Exchange proposes to amend the Pricing Schedule at Options 7, Section 2, “Customer Rebate Program.” Today, the Exchange pays rebates on five Customer Rebate Tiers according to four categories. The Customer Rebate Tiers below are calculated by totaling Customer volume in Multiply Listed Options (including SPY) that are electronically-delivered and executed, except volume associated with electronic Qualified Contingent Cross Orders, as defined in Options 3, Section 12.³

Customer rebate tiers	Percentage thresholds of national customer volume in multiply-listed equity and ETF options classes, excluding SPY options (monthly)	Category A	Category B	Category C	Category D
Tier 1	0.00%–0.60%	\$0.00	\$0.00	\$0.00	\$0.00
Tier 2 ⁴	Above 0.60%–1.10%	* 0.10	* 0.10	* # 0.16	* # 0.21
Tier 3	Above 1.10%–1.60%	0.15	* 0.12	* # 0.18	* # 0.22
Tier 4	Above 1.60%–2.50%	0.20	0.16	# 0.22	# 0.26
Tier 5	Above 2.50%	0.21	0.17	# 0.22	# 0.27

The Exchange pays a Category A Rebate to members who execute electronically-delivered Customer Simple Orders in Penny Symbols and Customer Simple Orders in Non-Penny Symbols in Options 7, Section 4 symbols.⁴

The Exchange pays a Category B Rebate on Customer PIXL Orders⁵ in

Options 7, Section 4 symbols that execute against non-Initiating Order interest. In the instance where member organizations qualify for Tier 4 or higher in the Customer Rebate Program, Customer PIXL Orders that execute against a PIXL Initiating Order are paid a rebate of \$0.14 per contract. Rebates on Customer PIXL Orders are capped at

4,000 contracts per order for Simple PIXL Orders.

The Exchange pays a Category C Rebate to members executing electronically-delivered Customer Complex Orders⁶ in Penny Symbols in Options 7, Section 4 symbols. Rebates are paid on Customer PIXL Complex Orders in Options 7, Section 4 symbols

¹⁷ 17 CFR 200.30-3(a)(12).

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ Members and member organizations under Common Ownership may aggregate their Customer volume for purposes of calculating the Customer Rebate Tiers and receiving rebates. Affiliated

Entities may aggregate their Customer volume for purposes of calculating the Customer Rebate Tiers and receiving rebates. See Options 7, Section 2.

⁴ Options 7, Section 4 describes pricing for Multiply Listed Options Fees (Includes options overlying equities, ETFs, ETNs and indexes which are Multiply Listed) (Excludes SPY and broad-based

index options symbols listed within Options 7, Section 5.A).

⁵ PIXL Orders are entered into the Exchange's Price Improvement XL (“PIXL”) Mechanism as described in Options 3, Section 13.

⁶ Complex Orders are described in Options 3, Section 14.