''Commission'') is soliciting comments on the collections of information summarized below. The Commission plans to submit these existing collections of information to the Office of Management and Budget (''OMB'') for extension and approval.

Section 32(a)(2) of the Investment Company Act of 1940 (15 U.S.C. 80a–31(a)(2)) (''Act'') requires that the selection of a registered management investment company's or registered face-amount certificate company's (collectively, ''funds'') independent public accountant be submitted to shareholders for ratification or rejection. Rule 32a–4 under the Investment Company Act (17 CFR 270.32a–4) (''rule'') exempts a fund from this requirement if, among other things, the fund has an audit committee consisting entirely of independent directors. The rule permits continuing oversight of a fund's accounting and auditing processes by an independent audit committee in place of a shareholder vote.

Among other things, to rely on rule 32a–4, a fund's board of directors must adopt an audit committee charter and must preserve that charter, and any modifications to the charter, permanently in an easily accessible place. The purpose of these conditions is to ensure that Commission staff will be able to monitor the duties and responsibilities of an audit committee of a fund relying on the rule.

Commission staff estimates that on average the board of directors takes 15 minutes to adopt the audit committee charter. Commission staff has estimated that with an average of 9 directors on the board,[1] total director time to adopt the charter is 2.25 hours. Combined with an estimated ½ hour of paralegal time to prepare the charter for board review, the staff estimates a total one-time collection of information burden of 2.75 hours for each fund. Once a board adopts an audit committee charter, the charter is preserved as part of the fund's records. Commission staff estimates that there is no annual hourly burden associated with preserving the charter in accordance with this rule.[2]

Because virtually all existing funds have now adopted audit committee charters, the annual one-time collection of information burden associated with adopting audit committee charters is limited to the burden incurred by newly established funds. Commission staff estimates that fund sponsors establish approximately 88 new funds each year,[3] and that all of these funds will adopt an audit committee charter to rely on rule 32a–4. Thus, Commission staff estimates that the annual one-time hour burden associated with adopting an audit committee charter under rule 32a–4 is approximately 242 hours.[4]

When funds adopt an audit committee charter to rely on rule 32a–4, they also may incur one-time costs related to hiring outside counsel to prepare the charter. Commission staff estimates that those costs average approximately $2,086 per fund.[5] As noted above, Commission staff estimates that approximately 88 new funds each year will adopt an audit committee charter in order to rely on rule 32a–4. Thus, Commission staff estimates that the ongoing annual cost burden associated with rule 32a–4 in the future will be approximately $183,568.[6]

These estimates of average costs are made solely for the purposes of the Paperwork Reduction Act. The estimates are not derived from a comprehensive or even a representative survey or study of the costs of Commission rules. The collections of information required by rule 32a–4 are necessary to obtain the benefits of the rule.

An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid OMB Control Number.

Written comments are invited on: (a) whether this proposed collection of information is necessary for the proper performance of the functions of the SEC, including whether the information will have practical utility; (b) the accuracy of the SEC's estimate of the burden imposed by the proposed collection of information, including the validity of the methodology and the assumptions used; (c) ways to enhance the quality, utility, and clarity of the information to be collected; and (d) ways to minimize the burden of the collection of information on respondents, including through the use of automated, electronic collection techniques or other forms of information technology.

Please direct your written comments on this 60-Day Collection Notice to Austin Gerig, Director/Chief Data Officer, Securities and Exchange Commission, c/o Tanya Ruttenberg via email to *PaperworkReductionAct@sec.gov* by February 9, 2026. There will be a second opportunity to comment on this SEC request following the **Federal Register** publishing a 30-Day Submission Notice.

Dated: December 9, 2025.

Sherry R. Haywood,

Assistant Secretary.

[FR Doc. 2025–22535 Filed 12–10–25; 8:45 am]

BILLING CODE 8011–01–P

[1] This estimate is based on staff experience and on discussions with a representative of an entity that surveys funds and calculates fund board statistics based on responses to its surveys.

[2] This estimate is based on staff experience and discussions with funds regarding the hour burden related to maintenance of the charter.

[3] This estimate is based on the average annual number of notifications of registration on Form N–8A filed from 2022 to 2024.

[4] This estimate is based on the following calculation: (2.75 burden hours for establishing charter × 88 new funds = 242 burden hours).

[5] Costs may vary based on the individual needs of each fund; however, based on the staff's experience and conversations with outside counsel that prepare these charters, legal fees related to the preparation and adoption of an audit committee charter usually average $2,086 or less; the Commission also understands that model audit committee charters are available, which reduces the costs associated with drafting a charter.

[6] This estimate is based on the following calculations: ($2,086 cost of adopting charter × 88 newly established funds = $183,568).

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–104344; File No. SR–NASDAQ–2025–066]

Self-Regulatory Organizations; The Nasdaq Stock Market LLC; Notice of Filing of Amendment No. 1 and Order Granting Accelerated Approval of a Proposed Rule Change, as Modified by Amendment No. 1, To Amend Certain Initial Listing Requirements for de-SPAC Transactions

December 8, 2025.

On August 22, 2025, The Nasdaq Stock Market LLC (''Nasdaq'' or ''Exchange'') filed with the Securities and Exchange Commission (''SEC'' or ''Commission''), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (''Act''),[1] and Rule 19b–4 thereunder,[2] a proposed rule change to modify the rules applicable to de-SPAC transactions (as defined below) to align the treatment of over-the-counter (''OTC'') trading SPACs (as defined below) with similarly situated exchange-listed SPACs. The proposed rule change was published for comment in the **Federal Register** on September 9, 2025.[3]

On September 25, 2025, pursuant to Section 19(b)(2) of the Act,[4] the Commission designated a longer period within which to approve the proposed rule change, disapprove the proposed rule change, or institute proceedings to determine whether to disapprove the

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

[2] 17 CFR 240.19b–4.

[3] *See* Securities Exchange Act Release No. 103864 (Sept. 4, 2025), 90 FR 43493 (''Notice'').

[4] 15 U.S.C. 78s(b)(2).

proposed rule change.[5] The Commission received comments on the proposal.[6] On December 4, 2025, the Exchange submitted Amendment No. 1 to the proposed rule change as described in Items I and II below, which Items have been prepared by the Exchange. Amendment No. 1 replaced and superseded the proposed rule change as originally filed.[7] The Commission is publishing this notice to solicit comments on Amendment No. 1 from interested persons, and is approving the proposed rule change, as modified by Amendment No. 1, on an accelerated basis.

I. Self-Regulator Organization's Description of the Proposed Rule Change, as Modified by Amendment No. 1

The Exchange proposes to modify the rules applicable to de-SPAC transactions to align the treatment of OTC trading SPACs with similarly situated exchange-listed SPACs.

The text of the proposed rule change is available on the Exchange's website at *https://listingcenter.nasdaq.com/rulebook/nasdaq/rulefilings,* and at the principal office of the Exchange.

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

Nasdaq is filing this amendment to SR–NASDAQ–2025–066 [8] in order to: (i) specify that the proposed changes will apply only to a de-SPAC transaction involving a SPAC, as defined below, which was previously listed on a national securities exchange and provides its public shareholders the opportunity to redeem or tender their shares in connection with the de-SPAC transaction in exchange for a pro rata share of the IPO proceeds and concurrent sale by the company of equity securities; (ii) address a commentor's technical concern regarding the proposed rule language for the timing of the effectiveness of a registration statement as it relates to the listing of a de-SPAC transaction, as defined below; [9] and (iii) make minor technical changes to improve the structure, clarity and readability of the proposed rules and this proposal. This amendment supersedes and replaces the Initial Proposal in its entirety.

Nasdaq is proposing to modify the definition of a ''Reverse Merger'' in Listing Rule 5005(a)(39) [10] to exclude the security of a special purpose acquisition company, as that term is defined in Item 1601(b) of Regulation S–K (''SPAC''),[11] which was previously listed on a national securities exchange, and is listing in connection with a de-SPAC transaction, as that term is defined in Item 1601(a) of Regulation S–K (''de-SPAC transaction''), in connection with an effective 1933 Securities Act registration statement (''Registration Statement''). Nasdaq also proposes to modify Listing Rules 5315(e)(4), 5405(a)(4), and 5505(a)(5) (the ''ADV Requirement'') to exclude the security of a company listing in connection with a de-SPAC transaction, involving a SPAC which was previously listed on a national securities exchange, in connection with an effective Registration Statement, from the minimum trading volume requirement applicable to newly listing companies that previously traded in the over-the-counter (''OTC'') market. The effect of these changes will be to treat a de-SPAC transaction by such SPAC trading in the OTC market in the same way as a de-SPAC transaction with a listed SPAC and, in each case, subject these transactions to the same rules applicable to an initial public offering.[12]

Reverse Merger Rule

Under Nasdaq Listing Rule 5110(c), a security issued by a Company formed by a Reverse Merger, as defined in Listing Rule 5005(a)(39), is eligible for initial listing only if it satisfies additional listing conditions, including, among other requirements, that immediately before the filing of the initial listing application, the combined entity traded for at least one year in the U.S. over-the-counter market, on another national securities exchange, or on a regulated

[5] *See* Securities Exchange Act Release No. 104046, 90 FR 47110 (Sept. 30, 2025) (designating Dec. 8, 2025 as the date by which the Commission shall either approve, disapprove, or institute proceedings to determine whether to disapprove the proposed rule change).

[6] Comments received on the proposed rule change are available at: *https://www.sec.gov/comments/sr-nasdaq-2025-066/srnasdaq2025066.htm.*

[7] Amendment No. 1 is available on the Commission's website at: *https://www.sec.gov/comments/sr-nasdaq-2025-066/srnasdaq2025066.htm.* Amendment No. 1: (i) specifies that the proposed changes will apply only to a de-SPAC transaction involving a SPAC, as defined below, which was previously listed on a national securities exchange and provides its public shareholders the opportunity to redeem or tender their shares in connection with the de-SPAC transaction in exchange for a pro rata share of the IPO proceeds and concurrent sale by the company of equity securities; (ii) address a commenter's suggestion for a technical revision regarding the proposed rule language for the timing of the effectiveness of a registration statement as it relates to the listing of a company in connection with a de-SPAC transaction, as defined below; and (iii) makes minor technical changes to improve the structure, clarity and readability of the proposed rules and this proposal.

[8] Securities Exchange Act Release No. 94592 (September 4, 2025), 90 FR 43493 (September 9, 2025) (the ''Initial Proposal'').

[9] See Letter from Penny Somer-Greif, Chair, and Gregory T. Lawrence, Co-Chair, Committee on Securities Law of the Business Law Section of the Maryland State Bar Association to Secretary, Securities and Exchange Commission (September 30, 2025), available at *https://www.sec.gov/comments/sr-nasdaq-2025-066/srnasdaq2025066-665487-1989414.pdf.* While the commentors expressed overall support for the proposed changes, they noted that ''the proposed changes to the Rules would apply with respect to 'a de-SPAC transaction . . . where the [issuer applying to list its securities on Nasdaq] is listing upon effectiveness of a 1933 Act registration statement.' Technically, though, such a company could *not* actually list upon the effectiveness of the applicable registration statement.''

[10] Rule 5005(a)(39) defines a ''Reverse Merger'' as ''any transaction whereby an operating company becomes an Exchange Act reporting company by combining, either directly or indirectly, with a shell company which is an Exchange Act reporting company, whether through a reverse merger, exchange offer, or otherwise.'' However, the definition currently excludes from being a Reverse Merger ''the acquisition of an operating company by a listed company satisfying the requirements of IM–5101–2 or a business combination described in Rule 5110(a).''

[11] The term special purpose acquisition company (SPAC) means a company that has: (1) Indicated that its business plan is to: (i) Conduct a primary offering of securities that is not subject to the requirements of § 230.419 of this chapter (Rule 419 under the Securities Act); (ii) Complete a business combination, such as a merger, consolidation, exchange of securities, acquisition of assets, reorganization, or similar transaction, with one or more target companies within a specified time frame; and (iii) Return proceeds from the offering and any concurrent offering (if such offering or concurrent offering intends to raise proceeds) to its security holders if the company does not complete a business combination, such as a merger, consolidation, exchange of securities, acquisition of assets, reorganization, or similar transaction, with one or more target companies within the specified time frame; or (2) Represented that it pursues or will pursue a special purpose acquisition company strategy. 17 CFR 229.1601

[12] An OTC SPAC can also structure its de-SPAC transaction such that the operating company, and not the SPAC, is the surviving entity. In a transaction structured in this manner, the de-SPAC transaction would not be subject to the Reverse Merger or ADV Requirements because the listing applicant is a new registrant and not the OTC traded entity. The proposed rule change will therefore also align the treatment of these various structures.

foreign exchange; and timely filed all required periodic financial reports with the SEC or other regulatory authority (Forms 10–Q, 10–K or 20–F) for the prior year, including at least one annual report (the ''Reverse Merger Requirement'').[13]

Listing Rule 5005(a)(39) defines a ''Reverse Merger'' as a transaction whereby an operating company becomes an Exchange Act reporting company by combining with a shell company. While a SPAC is a shell company, the rule specifically excludes from the definition of a Reverse Merger the acquisition of an operating company by a ''listed'' SPAC.[14] The Reverse Merger rule also provides an exception for a company that lists in connection with a firm commitment underwritten public offering where the gross proceeds to the company will be at least $40 million.[15]

The Reverse Merger Requirement was designed to prevent an operating company from becoming an Exchange Act reporting company in a so-called ''backdoor registration'' [16] and immediately accessing public markets without any of the vetting from investors and/or underwriters that companies typically undergo when they perform a traditional IPO. Moreover, in these transactions, the newly public company typically is not required to file a 1933 Act registration statement, which is subject to the SEC Staff review.

The Commission recently adopted new rules to align the legal obligations of companies in de-SPAC transactions with those in traditional IPOs and mandated additional disclosures for both SPAC IPOs and de-SPAC transactions (the ''SPAC Release'').[17] In the SPAC Release the Commission explained that ''[w]hile structured as an M&A transaction, the de-SPAC transaction also is the functional equivalent of the private target company's IPO, because it results in the target company becoming part of a combined company that is a reporting company and provides the private target company with access to cash proceeds that the SPAC had previously raised from the public.'' [18]

As described above, Listing Rule 5005(a)(39) already excludes a de-SPAC transaction by a currently listed SPAC from the definition of a Reverse Merger, as do the comparable rules of other exchanges.[19] This exception was premised on the fact that Nasdaq initially listed the SPAC knowing it would seek to conduct a de-SPAC transaction, and investors invested with that knowledge and with the benefit of the additional disclosure and redemption possibilities that come at the time of the de-SPAC transaction, and so it would be inconsistent to require the company to delist and trade in the OTC market at the time it completes the very transaction it was formed to pursue. Nasdaq believes that modifying this definition to also exclude other de-SPAC transactions, involving SPACs which were previously listed on a national securities exchange, from the rule is similarly reasonable where the de-SPAC is listing in connection with an effective Registration Statement. The Commission treats a de-SPAC transaction as the functional equivalent of an IPO;[20] and given the proposed requirement that a de-SPAC transaction occurs in connection with an effective Registration Statement, such transaction is subject to a level of investor protection, rigorous disclosure requirements, and SEC review similar to that of an IPO. Accordingly, prior to the closing of the de-SPAC transaction, SPAC shareholders will have an opportunity to review an effective Registration Statement which would allow them to make an informed decision whether to remain a shareholder of the surviving company after the business combination or redeem their shares prior to the de-SPAC transaction. Similarly, a company conducting a firm commitment underwritten offering is also currently excluded from the Reverse Merger rules, because such an offering involves an underwriter and requires a Registration Statement, which includes issuer disclosure and can be reviewed by the Commission. Thus, Nasdaq believes that regardless of where the SPAC is trading, a company listing on Nasdaq in connection with a de-SPAC transaction involving a SPAC, which was previously listed on a national securities exchange and provides its public shareholders the opportunity to redeem or tender their shares in connection with the de-SPAC transaction in exchange for a pro rata share of the IPO proceeds and concurrent sale by the company of equity securities; in connection with an effective Registration Statement should be excluded from the Reverse Merger Requirement.[21]

To effect this change, Nasdaq proposes to modify Listing Rule 5005(a)(39) to revise the existing de-SPAC exclusion from the definition of a Reverse Merger to exclude any de-SPAC transaction, as that term is defined in Item 1601(a) of Regulation S–K, involving a SPAC, which is listed or was previously listed on a national securities exchange and provides its public shareholders the opportunity to redeem or tender their shares in connection with the de-SPAC transaction in exchange for a pro rata share of the IPO proceeds and concurrent sale by the company of equity securities; where the company is listing in connection with an effective Registration Statement.

[13] *See* Listing Rule 5110(c).

[14] *See* Listing Rule 5005(a)(39).

[15] *See* Listing Rule 5110(c)(3).

[16] *See* former Commissioner Aguilar speech: Facilitating Real Capital Formation, citing release No. 33–8587, (July 15, 2005) [70 FR 42233] (stating that ''These transactions generally take one of two forms: In the most common type of transaction, a ''reverse merger,'' the private business merges into the shell company, with the shell company surviving and the former shareholders of the private business controlling the surviving entity. In another common type of transaction, a ''back door registration,'' the shell company merges into the formerly private company, with the formerly private company surviving and the shareholders of the shell company becoming shareholders of the surviving entity.'').

[17] Securities Exchange Act Release No. 99418 (January 24, 2024), 89 FR 14158 (February 26, 2024). In the SPAC Release the Commission also adopted a definition for a ''de-SPAC transaction'' that Nasdaq Staff proposes to utilize. *See* 17 CFR 229.1601 (Item 1601 of Regulation S–K): ''The term de-SPAC transaction means a business combination, such as a merger, consolidation, exchange of securities, acquisition of assets, reorganization, or similar transaction, involving a special purpose acquisition company and one or more target companies (contemporaneously, in the case of more than one target company).''

[18] SPAC Release at 14160.

[19] *See e.g.,* NYSE Listed Company Manual Section 102.01F (''However, a Reverse Merger does not include the acquisition of an operating company by a listed company which qualified for initial listing as an acquisition company under Section 102.06.'').

[20] *See* footnote 13, above.

[21] Following its IPO, a SPAC places all or substantially all of the IPO proceeds into a trust or escrow account. The SPAC typically registers its shares and warrants under Section 12(b) of the Securities Exchange Act of 1934 and lists the units (typically consisting of a common share and a fraction of a warrant) for trading on a national securities exchange. Next, the SPAC seeks to identify a target company for a de-SPAC transaction within the time frame specified in its governing documents. If the SPAC does not complete a de-SPAC transaction within that time frame, it may seek an extension (often requiring approval from its shareholders) or dissolve and liquidate. SPAC shareholders typically also have a redemption right in connection with any votes to extend the duration of the SPAC. Nasdaq generally expects that an OTC-trading SPAC, which was previously listed on a national securities exchange, will retain the investor protection features it had at the time of its IPO, including providing its public shareholders the opportunity to redeem or tender their shares in connection with the de-SPAC transaction in exchange for a pro rata share of the IPO proceeds and concurrent sale by the company of equity securities. *See e.g.,* Listing Rule IM–5101–2(a) (''At least 90% of the gross proceeds from the initial public offering and any concurrent sale by the company of equity securities must be deposited in a trust account . . .'').

Average Daily Trading Volume Requirement

In 2019, the Commission approved Nasdaq's proposed changes to enhance its initial listing standards related to liquidity (''Initial Liquidity Amendments'').[22] Under the revised standards, the ADV Requirement provides that securities that traded in the OTC market prior to the application to list such securities on Nasdaq, must have a minimum average daily trading volume over the 30 trading days prior to listing of at least 2,000 shares a day, with trading occurring on more than half of those 30 days. Nasdaq adopted the ADV Requirement to help ensure a liquid trading market, promote price discovery, and help establish an appropriate market price for the OTC securities listing on Nasdaq.

Since implementing the Initial Liquidity Amendments, Nasdaq has determined that the ADV Requirement is neither necessary nor appropriate for the listing of a Company in connection with a de-SPAC transaction, involving a SPAC, which was previously listed on a national securities exchange and provides its public shareholders the opportunity to redeem or tender their shares in connection with the de-SPAC transaction in exchange for a pro rata share of the IPO proceeds and concurrent sale by the company of equity securities; in connection with an effective Registration Statement.

Historically, SPACs listed and traded primarily, if not exclusively, on national securities exchanges while pursuing a business combination, and, at the time, the ADV Requirement was adopted SPACs were neither targeted nor immediately affected by the ADV Requirement. Recently, however, Nasdaq observed an increase in a number of SPACs that have been delisted from an exchange and then trade as SPACs in the OTC market. When an OTC-trading SPAC enters into a business combination and applies to list on Nasdaq in connection with the de-SPAC transaction the ADV Requirement applies because the primary equity security ''is trading in the U.S. over-the-counter market as of the date of application . . .'' [23]

For an operating company, investors determine a valuation of the company based on its revenues, future cash flow expectations, business activities, and peer valuations, among other metrics. Nasdaq believes that imposing the ADV Requirement on operating companies trading in the OTC market helps ensure that once listed these companies will have sufficient investor base and trading interest to provide the depth and liquidity necessary to promote fair and orderly markets. In contrast, in the Exchange's view, the value of a SPAC prior to a business combination typically is not based on investor interest in the operating company or analysis of its metrics, but instead is based primarily on the value of the cash held in the trust account and supported by the potential redemption ability at the time of the de-SPAC transaction. Nasdaq therefore believes that the ADV Requirement for OTC-trading SPACs is not relevant to help establish the legitimacy of the SPAC market price.

Further, Nasdaq believes that the investor base in the SPAC, typically, changes significantly at the time of the de-SPAC transaction and investors interested in the operating company will first purchase the securities following that transaction. As a result, trading in the SPAC prior to the de-SPAC transaction is not indicative of how the company will trade after the transaction and, therefore, the de-SPAC transaction more closely resembles an IPO of the target company than an OTC uplisting, thus rendering the ADV Requirement not meaningful in helping establish whether the new company will trade well once listed. Accordingly, Nasdaq proposes to modify Listing Rules 5315(e)(4), 5405(a)(4), and 5505(a)(5), on the Nasdaq Global Select, Global and Capital Markets, accordingly, to exclude from the ADV Requirement the security of a company listing in connection with a de-SPAC transaction, as that term is defined in Item 1601(a) of Regulation S–K, which was previously listed on a national securities exchange and provides its public shareholders the opportunity to redeem or tender their shares in connection with the de-SPAC transaction in exchange for a pro rata share of the IPO proceeds and concurrent sale by the company of equity securities; in connection with an effective Registration Statement.

Although OTC-trading SPACs [24] will be excluded from the ADV Requirement at the time of their application, the post business combination company will be required to satisfy all of Nasdaq's other initial listing standards, as would any IPO or other new listing. Nasdaq believes that this will continue to help ensure that securities of the post business combination companies have sufficient public float, investor base, and trading interest likely to generate depth and liquidity to support exchange listing and trading, which will help to protect investors and the public interest.

2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,[25] in general, and furthers the objectives of Section 6(b)(5) of the Act,[26] in particular, in that it is designed 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, by (1) excluding the security of certain OTC-trading SPACs listing in connection with a de-SPAC transaction in connection with an Registration Statement, as described above, from the definition of a Reverse Merger, and (2) removing a listing requirement applicable to certain OTC-trading SPACs, as described above, that is not an appropriate measure of investor base and trading interest. In both cases, based on the unique characteristics of a de-SPAC transaction, the changes will align the requirements for listing a de-SPAC transaction with those for listing an IPO, consistent with the treatment by the Commission in other contexts, eliminating an impediment to a free and open market, while ensuring adequate distribution, shareholder interest, a liquid trading market and investor protections through other listing standards.

Nasdaq believes that excluding a de-SPAC transaction by an OTC-trading SPAC, which is listed or was previously listed on a national securities exchange and provides its public shareholders the opportunity to redeem or tender their shares in connection with the de-SPAC transaction in exchange for a pro rata share of the IPO proceeds and concurrent sale by the company of equity securities; from the Reverse Merger definition avoids imposing an unnecessary impediment to the mechanism of a free and open market and is not unfairly discriminatory. Specifically, as noted above, the Reverse Merger Requirement was designed to prevent an operating company from becoming an Exchange Act reporting company and immediately accessing public markets without proper disclosure and vetting opportunities by the Commission and investors. Nasdaq

[22] *See* Securities Exchange Act Release No. 86314 (July 5, 2019), 84 FR 33102 (July 11, 2019) (approving SR–NASDAQ–2019–009).

[23] *See* Listing Rules 5315(e)(4), 5405(a)(4), and 5505(a)(5): ''[i]f the security is trading in the U.S. over-the-counter market as of the date of application, such security must have a minimum average daily trading volume of 2,000 shares over the 30 trading day period prior to listing . . .''

[24] *See* footnote 16, above.

[25] 15 U.S.C. 78f(b).

[26] 15 U.S.C. 78f(b)(5).

believes that a de-SPAC transaction with such OTC-trading SPAC where the post-transaction entity lists in connection with an effective Registration Statement does not present the same concerns as a typical Reverse Merger transaction. The Commission in the SPAC Release explained that ''[w]hile structured as an M&A transaction, the de-SPAC transaction also is the functional equivalent of the private target company's IPO, because it results in the target company becoming part of a combined company that is a reporting company and provides the private target company with access to cash proceeds that the SPAC had previously raised from the public.'' Unlike the historical ''backdoor registrations'' that the Reverse Merger rule was designed to capture, a de-SPAC transaction would be required to file a 1933 Act registration statement to avail itself of the proposed rule change.

Nasdaq believes that excluding a de-SPAC transaction by such OTC-trading SPACs from the definition of a Reverse Merger is reasonable because it aligns the treatment of such transactions with the treatment of a de-SPAC transaction by a Nasdaq-listed SPAC because both cases represent the functional equivalent of an IPO, as the Commission explained in the SPAC Release, and, therefore, these cases differ from a typical Reverse Merger where a public shell merges into a private company, in a so-called ''backdoor registration'' [27] without a Registration Statement which is subject to review by Commission staff.[28]

The proposed requirement that a de-SPAC transaction by a previously listed OTC-trading SPAC, as described above, or a listed SPAC, is excluded from the definition of Reverse Merger only where the Company is listing in connection with an effective Registration Statement is designed to protect investors and the public interest, because it will ensure such companies satisfy the rigorous disclosure requirements under the Securities Act of 1933 and are subject to review by Commission staff. In addition, as noted above, SPACs that are listed or were previously listed [29] on a national securities exchange, generally have established certain investor protection safeguards.[30] Accordingly, prior to the closing of the de-SPAC transaction, SPAC shareholders will have an opportunity to review an effective Registration Statement allowing them to make an informed decision whether to remain a shareholder of the surviving company after the business combination or redeem their shares prior to the de-SPAC transaction.

Nasdaq also believes that excluding the security of a company listing in connection with a de-SPAC transaction, in connection with an effective Registration Statement, as described above, from the ADV Requirement applicable to newly listing companies that previously traded in the OTC market is designed to avoid imposing an unnecessary impediment to the mechanism of a free and open market and is not unfairly discriminatory.

Specifically, as noted above, the ADV Requirement was adopted to help ensure a liquid trading market, promote price discovery, and establish an appropriate market price for the OTC securities listing on Nasdaq. However, since implementing the Initial Liquidity Amendments, Nasdaq has determined that the ADV Requirement is neither necessary nor appropriate for the listing of de-SPAC transactions, involving a SPAC, which was previously listed on a national securities exchange and provides its public shareholders the opportunity to redeem or tender their shares in connection with the de-SPAC transaction in exchange for a pro rata share of the IPO proceeds and concurrent sale by the company of equity securities, because trading in the SPAC is not indicative of trading in the merged operating company because shareholders, typically, have the opportunity to redeem their shares in the SPAC for a pro rata portion of the trust at the time of the business combination.

For an operating company, investors determine a valuation of the company based on its revenues, future cash flow expectations, business activities, and peer valuations, among other metrics. Nasdaq believes that imposing the ADV Requirement on operating companies trading in the OTC market helps ensure that once listed these companies will have sufficient investor base and trading interest to provide the depth and liquidity necessary to promote fair and orderly markets. In contrast, in the Exchange's view, the value of a SPAC prior to a business combination is not based solely on investor demand for the security but is based primarily on the value of the cash held in the trust account. In that regard, the Exchange has observed that SPACs generally have historically traded close to the value in the trust during the period between its public offering and the consummation of a business combination. This suggests that the value of a SPAC's security derives from the value of the underlying trust. Nasdaq therefore believes that assessing the average daily trading volume of the SPAC before the transaction is not relevant to help establish the trading characteristics of the post transaction entity.

Further, Nasdaq believes that the investor base in the SPAC, typically, changes significantly at the time of the de-SPAC transaction and investors interested in the operating company will first purchase the securities following that transaction. As a result, trading in the SPAC prior to the de-SPAC transaction is not indicative of how the company will trade after the transaction and, therefore, the de-SPAC transaction more closely resembles an IPO of the target company than an OTC uplisting rendering the ADV Requirement not meaningful in helping establish whether the new company will trade well once listed.[31]

The Exchange believes that other listing standards will help it ensure adequate distribution, shareholder interest and a liquid trading market of a de-SPAC transaction security following a business combination. In all cases, a de-SPAC transaction must satisfy Nasdaq's initial listing standards which will continue to help ensure that securities of the post business combination entity have sufficient public float, investor base, and trading interest likely to generate depth and liquidity to support exchange listing and trading, which should help to protect investors and the public interest.

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 not necessary or appropriate in furtherance of the purposes of the Act. The proposed rule changes are designed to avoid imposing an unnecessary impediment to the mechanism of a free and open market and does not limit the ability of companies to list on any other national securities exchange. Furthermore, while the rule change may

[27] *See* footnote 11, above.

[28] Nasdaq notes that a de-SPAC transaction where the SPAC is not the surviving entity is not subject to the Reverse Merger Requirement because the entity to be listed is a new registrant, and, therefore a de-SPAC transaction can already be structured so as not to implicate the Reverse Merger Requirement.

[29] *See,* footnote 16, above.

[30] *See,* Listing Rule IM–5101–2. Listing of Companies Whose Business Plan is to Complete One or More Acquisitions. *See also,* Section 102.06 Minimum Numerical Standards—Acquisition Companies; of the NYSE Listed Company Manual.

[31] Nasdaq notes that a de-SPAC transaction where the SPAC is not the surviving entity is not subject to the ADV Requirement because the entity to be listed is a new registrant, and, therefore a de-SPAC transaction can already be structured not to implicate the ADV Requirement.

permit more companies to list on Nasdaq in connection with de-SPAC transactions, other exchanges could adopt similar rules to compete for such listings. In addition, the proposed rule change could help facilitate competition amongst OTC-trading SPACs with other SPACs.

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

No written comments were either solicited or received.

III. Discussion and Commission Findings

After careful review of the proposed rule change, as modified by Amendment No. 1 (''Amended Proposal''), and the comments received, the Commission finds that the Amended Proposal is consistent with the requirements of the Act and the rules and regulations thereunder applicable to a national securities exchange.[32] In particular, the Commission finds that the Amended Proposal is consistent with Section 6(b)(5) of the Act,[33] which requires, among other things, that the rules of a national securities exchange be designed 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, protect investors and the public interest, and not designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

Nasdaq proposes to enable a previously listed OTC SPAC to re-list on the Exchange upon a de-SPAC transaction by treating the de-SPAC transaction in the same way as a de-SPAC transaction with a listed SPAC and, in each case, applying the Exchange rules that are applicable to an initial public offering as opposed to the Reverse Merger process. Two commenters expressed support for the proposal. One commenter stated its full agreement with the Exchange's rationale for the proposal and specifically stated that the Reverse Merger rule makes no exception for de-SPAC transactions where an OTC-traded SPAC is applying to list on Nasdaq as the continuing publicly listed entity following the closing.[34] The commenter stated that the Reverse Merger rule imposes an unnecessary regulatory burden on OTC-traded SPACs whereby the SPAC remains the continuing publicly listed entity following the closing of the de-SPAC transaction [35] and that the proposed rule change would eliminate an obstacle to capital formation for OTC-traded SPACs.[36] This commenter also stated that the proposed rule change would not compromise investor protection because the OTC-traded SPACs would be required to file a Registration Statement that would be reviewed by the Commission and to satisfy all applicable Nasdaq initial listing requirements.[37] The commenter further stated that the one-year seasoning requirement forces OTC-traded SPACs to delay their Nasdaq listing for an entire year even if they have satisfied every other Nasdaq initial listing requirement.[38] The other commenter supported the proposal but suggested a technical revision to the proposed rule's language that a company lists ''upon effectiveness'' of the registration statement, stating that such a company could not actually list ''upon'' the effectiveness of the applicable registration statement.[39]

The Amended Proposal will enable SPACs previously listed on a national securities exchange but trading in the OTC market to re-list on Nasdaq following a de-SPAC transaction, if they meet certain conditions. In particular, these conditions require a previously listed SPAC to (1) provide its public shareholders the opportunity to redeem or tender their shares in connection with the de-SPAC transaction in exchange for a pro rata share of the IPO proceeds and concurrent sale by the company of equity securities; and (2) list in connection with an effective Registration Statement. These conditions require the previously listed SPAC that is engaging in a de-SPAC transaction to provide substantially similar investor protections in connection with the de-SPAC transaction that a listed SPAC engaging in a de-SPAC transaction provides pursuant to Nasdaq IM–5101–2(a), (d), and (e). Furthermore, an OTC SPAC that was previously listed on a national securities exchange was subject to listing standards tailored to this type of listing and the Exchange notes that an OTC SPAC generally is expected to retain the investor protection features established at the time of its IPO. Moreover, a re-listing following a de-SPAC transaction must meet Nasdaq's initial listing standards. Once re-listed on Nasdaq, the company will be subject to Nasdaq's continued listing standards and will be subject to delisting procedures if it fails to meet those standards.

IV. Solicitation of Comments on Amendment No. 1 to the Proposed Rule Change

Interested persons are invited to submit written data, views and arguments concerning whether Amendment No. 1 is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic Comments

- Use the Commission's internet comment form (*http://www.sec.gov/rules/sro.shtml*); or
- Send an email to *rule-comments@sec.gov.* Please include File Number SR–NASDAQ–2025–066 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–2025–066. 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 filing will be available for inspection and copying at the principal office of Nasdaq. 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–2025–066 and should be submitted on or before January 2, 2026.

V. Accelerated Approval of Proposed Change, as Modified by Amendment No. 1

The Commission finds good cause to approve the Amended Proposal prior to

[32] 15 U.S.C. 78f. In approving this proposed rule change, the Commission has considered the proposed rule's impact on efficiency, competition, and capital formation. *See* 15 U.S.C. 78c(f).

[33] 15 U.S.C. 78f(b)(5).

[34] *See* letter from Christopher Clower, Chief Operating Officer, Welsbach Technology Metals Acquisition Corp., dated Oct. 9, 2025 (''Welsbach Letter''), at 2.

[35] *See* Welsbach Letter at 2.

[36] *See* Welsbach Letter at 2.

[37] *See* Welsbach Letter at 1–2.

[38] *See* Welsbach Letter at 2.

[39] *See* letter from Penny Somer-Greif, Chair, and Gregory T. Lawrence, Co-Chair, Committee on Securities Law of the Business Law Section of the Maryland State Bar Association, dated Sept. 30, 2025, at 3. In response to this commenter, the Exchange modified the language to state, ''where the Company is listing in connection with an effective 1933 Securities Act registration statement.''

the 30th day after the date of publication of notice of the filing of Amendment No. 1 in the **Federal Register**. Amendment No. 1, without altering the purpose of the original proposal, provides additional investor protection, and clarity and justification for the proposal's consistency with the Act. Specifically, Amendment No. 1: (i) specifies that the proposed changes will apply only to a de-SPAC transaction involving a SPAC that was previously listed on an exchange and provides its public shareholders the opportunity to redeem or tender their shares in connection with the de-SPAC transaction in exchange for a pro rata share of the IPO proceeds and concurrent sale by the company of equity securities; (ii) address a commenter's suggestion for a technical revision regarding the proposed rule language for the timing of the effectiveness of a registration statement as it relates to the listing of a company in connection with a de-SPAC transaction; and (iii) makes minor technical changes to improve the structure, clarity and readability of the proposed rules and this proposal.

The Commission therefore finds that Amendment No. 1 raises no novel regulatory issues and is reasonably designed 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, protect investors and the public interest. Accordingly, pursuant to Section 19(b)(2) of the Act,[40] the Commission finds good cause to approve the Amended Proposal on an accelerated basis prior to the 30th day after publication of notice of the filing of Amendment No. 1 in the **Federal Register**.

VI. Conclusion

It is therefore ordered, pursuant to Section 19(b)(2) of the Act,[41] that the proposed rule change (SR–NASDAQ–2025–066), as modified by Amendment No. 1, be, and hereby is, approved on an accelerated basis.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[42]

Sherry R. Haywood,

Assistant Secretary.

[FR Doc. 2025–22469 Filed 12–10–25; 8:45 am]

BILLING CODE 8011–01–P

[40] 15 U.S.C. 78s(b)(2).

[41] *Id.*

[42] 17 CFR 200.30–3(a)(12).

SMALL BUSINESS ADMINISTRATION

Reporting and Recordkeeping Requirements Under OMB Review

AGENCY: Small Business Administration.

ACTION: 30-Day notice.

SUMMARY: The Small Business Administration (SBA) is seeking approval from the Office of Management and Budget (OMB) for the information collection described below. In accordance with the Paperwork Reduction Act and OMB procedures, SBA is publishing this notice to allow all interested member of the public an additional 30 days to provide comments on the proposed collection of information.

DATES: Submit comments on or before January 12, 2026.

ADDRESSES: Written comments and recommendations for this information collection request should be sent within 30 days of publication of this notice to *www.reginfo.gov/public/do/PRAMain.* Find this particular information collection request by selecting ''Small Business Administration''; ''Currently Under Review,'' then select the ''Only Show ICR for Public Comment'' checkbox. This information collection can be identified by title and/or OMB Control Number.

FOR FURTHER INFORMATION CONTACT: You may obtain a copy of the information collection and supporting documents from the Agency Clearance Office at *Shauniece.carter@sba.gov*; (202) 205–6536, or from *www.reginfo.gov/public/do/PRAMain.*

SUPPLEMENTARY INFORMATION: SBA Form 912 is used to collect basic identifying information needed to make character and eligibility determinations with respect to applicants and borrowers for monetary loan assistance or for participation in SBA loan programs during servicing of the disaster loan program. The form is being revised to streamline and align with current SBA regulations.

Solicitation of Public Comments: Comments may be submitted on (a) whether the collection of information is necessary for the agency to properly perform its functions; (b) whether the burden estimates are accurate; (c) whether there are ways to minimize the burden, including through the use of automated techniques or other forms of information technology; and (d) whether there are ways to enhance the quality, utility, and clarity of the information.

OMB Control No: 3245–0178.

Title: Statement of Personal History.

Description of Respondents: Applicants/Principals/Borrowers participating in SBA programs.

Estimated Annual Responses: 10,000.

Estimated Annual Hour Burden: 2,500.

Shauniece Carter,

Interim Agency Clearance Officer.

[FR Doc. 2025–22498 Filed 12–10–25; 8:45 am]

BILLING CODE 8026–09–P

SOCIAL SECURITY ADMINISTRATION

[Docket No. SSA–2025–0618]

Rate for Assessment on Direct Payment of Fees to Representatives in 2026

AGENCY: Social Security Administration (SSA).

ACTION: Notice.

SUMMARY: We are announcing the assessment percentage rate under the Social Security Act (Act) is 6.3 percent for 2026.

FOR FURTHER INFORMATION CONTACT: Mona B. Ahmed, Head of Program, Fiscal, & Disclosure Law, Law and Policy, Social Security Administration, 1961 Stout Street 4th Floor, Suite 4169, Denver, CO 80294. Phone: (303) 844–7108, email *Mona.Ahmed@ssa.gov.*

SUPPLEMENTARY INFORMATION: A claimant may appoint a qualified individual as a representative to act on their behalf in matters before the Social Security Administration (SSA). If the claimant is entitled to past-due benefits and was represented either by an attorney or by a non-attorney representative who has met certain prerequisites, the Act provides that we shall withhold up to 25 percent of the past-due benefits and use that money to pay the representative's approved fee directly to the representative.

When we pay the representative's authorized fee directly to the representative, we must collect from that fee payment an assessment to recover the costs we incur in determining and paying representatives' fees. The Act provides that the assessment we collect will be the lesser of two amounts: a specified dollar limit; or the amount determined by multiplying the fee we are paying by the assessment percentage rate. (Sections 206(d), 206(e), and 1631(d)(2) of the Act, 42 U.S.C. 406(d), 406(e), and 1383(d)(2).)

The Act initially set the dollar limit at $75 in 2004 and provides that the limit will be adjusted annually based on changes in the cost-of-living. (Sections