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) of the Act [11] and paragraph (f) of Rule 19b–4 [12] 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 will institute proceedings to determine whether the proposed rule change should be approved or disapproved.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic Comments

- Use the Commission's internet comment form (*https://www.sec.gov/rules/sro.shtml*); or
- Send an email to *rule-comments@sec.gov*. Please include file number SR–CBOE–2025–089 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–CBOE–2025–089. 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 filing 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–CBOE–2025–089 and should be submitted on or before January 6, 2026.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[13]

Sherry R. Haywood,

Assistant Secretary.

[FR Doc. 2025–22859 Filed 12–15–25; 8:45 am]

BILLING CODE 8011–01–P

[11] 15 U.S.C. 78s(b)(3)(A).

[12] 17 CFR 240.19b–4(f).

[13] 17 CFR 200.30–3(a)(12).

SECURITIES AND EXCHANGE COMMISSION

[OMB Control No. 3235–0717]

Agency Information Collection Activities; Proposed Collection; Comment Request; Extension: Comment Request; Extension: Exchange Act Rule 3a71–3

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 (44 U.S.C. 3501 *et seq.*), the Securities and Exchange Commission (SEC or ''Commission'') is soliciting comments on the proposed collection of information.

The representations contemplated by Rule 3a71–3 will be relied upon by counterparties to determine whether such transaction is a ''transaction conducted through a foreign branch'' of a U.S. bank counterparty, as defined in Rule 3a71–3(a)(3)(i), as well as to verify whether a security-based swap counterparty is a ''U.S. person.'' Counterparties to security-based swap transactions may voluntarily give such representations to one another to reduce operational costs and allow each party to ascertain whether such transaction is subject to certain Title VII requirements. Because any representations provided to counterparties under Rule 3a71–3 will constitute voluntary third-party disclosures, the Commission will not typically receive these disclosures.

The Commission believes that the representations contemplated by Rule 3a71–3 will, in most cases, be made through representation letters or amendments to the parties' existing trading documentation (*e.g.,* the schedule to a master agreement). The Commission believes that, because trading relationship documentation is established between two counterparties, whether a counterparty is able to represent that it is entering into a ''transaction conducted through a foreign branch'' or that it does not meet the criteria of the ''U.S. person'' definition will not change with each transaction and, therefore, such representations generally need only be made once per relationship, as opposed to on a transaction-by-transaction basis.. The Commission anticipates that counterparties may elect to develop and incorporate these representations in trading documentation following the effective date of the Commission's security-based swap regulations or prior to entering into in-scope transactions. In either case, the regulatorily-compliant language would be incorporated on a relationship basis, as opposed to on a transactional basis. In 2022, the Commission anticipated that standardized language would be developed by individual respondents or through a combination of trade associations and industry working groups and that it would be applied across all of an entity's security-based swap trading relationships.[1]

a. Representations Regarding a ''Transaction Conducted Through a Foreign Branch''

Pursuant to Rule 3a71–3, parties to security-based swaps are permitted to rely on certain representations from their counterparties when determining whether a transaction falls within the definition of a ''transaction conducted through a foreign branch.'' Based on its understanding of the current state of the security-based swap market, the Commission staff estimates that nine entities will incur burdens under this collection of information, whether solely in connection with the business conduct requirements or also in connection with the application of the *de minimis* exception.

In 2022, the Commission estimated the one-time third-party disclosure burden associated with developing representations under this collection of information to be, for each U.S. bank counterparty that would make such representations, no more than five hours, and up to $2,000 for the services of outside professionals. Across the nine

[1] It is the Commission's understanding that the ISDA U.S. Self-Disclosure Letter is one such example of the anticipated standardized language that the industry has developed. However, the Commission lacks information regarding the scope of reliance upon this representation letter and thus hesitates to presume that standardization has been fully achieved.

respondents, this amounted to approximately 45 hours, or 15 hours per year when annualized over three years.

The number of U.S. banks that are registered as security-based swap dealers has not changed since 2022. The Commission believes that the majority of the burden associated with the new disclosure requirements was experienced during the first year as language was being developed and trading documentation was being amended.

For PRA purposes, in 2022, the Commission assumed that all nine respondents would seek outside counsel to assist in developing the representations contemplated by Rule 3a71–3 and that they would, on average, consult with outside counsel for up to five hours. The Commission further assumed that the services of outside counsel would be sought for the first year only and that none of the nine respondents would seek outside legal services for year two or year three. In 2022, the Commission estimated the cost for each respondent who incurred this initial burden to be up to $2,000. Over the three-year period, this amounted to $18,000, or $6,000 per year when annualized over three years.

The Commission believes that this initial burden is no longer applicable to these entities. However, the Commission believes that there is an ongoing third-party disclosure burden associated with these requirements. The Commission further believes that the ongoing burden associated with this requirement will be 10 hours per U.S. bank counterparty for verifying representations with existing counterparties, for a total of approximately 90 hours across the nine respondents.[2]

b. Representations Regarding U.S.-Person Status

Pursuant to Rule 3a71–3(a)(4)(iv), persons may rely on representations from a counterparty that the counterparty does not satisfy the criteria defining U.S. person set forth in Rule 3a71–3(a)(4)(i), unless such person knows or has reason to know that the representation is not accurate. Commission staff estimates, based on current security-based swap data repository (''SBSDR'') reporting[3] and its understanding of OTC derivatives markets, including the domiciles of counterparties that are active in the market, that approximately 4,200 entities will provide representations that they do not meet the criteria necessary to be U.S. persons.

In 2022, the Commission estimated that 3,000 non-U.S. persons were active in the security-based swap market. As with representations regarding whether a transaction is conducted through a foreign branch, the Commission estimated the maximum total third-party disclosure burden associated with developing new representations to be, for each counterparty that will make such representations, no more than five hours and up to $2,000 for the services of outside professionals. Across the 3,000 respondents, this amounted to a maximum of approximately 15,000 hours, or 5,000 hours per year when annualized over three years.

The Commission's current estimate of the number of persons who would be making non-U.S. person status disclosures is 4,200 persons, which is 1,200 more than the estimate in 2022. The Commission lacks visibility into exactly how many of the 4,200 persons are new entrant counterparties into the security-based swap market (and thus likely to incur the initial burden associated with compliance) versus counterparties who were present in the market in 2022 and already incurred the burden. Thus, the Commission will assume that all of the 4,200 non-U.S. persons will incur the initial disclosure burden.

The Commission continues to believe that the maximum total third-party disclosure burden will be no more than five hours. The current cost of employing the services of outside professionals is estimated to be approximately $2,715 (five hours at $543 per hour).[4] As the Commission's current estimate of non-U.S. persons who would be making such representations is 4,200 persons, the approximate number of hours would total approximately 21,000 hours (five hours for each) or 7,000 hours per year when annualized over three years. This estimate assumes little or no reliance on standardized disclosure language.

The Commission expects that most of the burden associated with the disclosure requirements will be experienced during the first year as language is developed and trading documentation is amended. After the new representations are developed and incorporated into trading documentation, the Commission believes that the annual third-party disclosure burden associated with this requirement will be no more than approximately 10 hours per counterparty for verifying representations with existing counterparties and onboarding new counterparties. In 2022, across the 3,000 respondents, this amounted to a maximum of approximately 30,000 hours. The Commission's current estimate, across 4,200 counterparties, is 42,000 hours.

The Commission believes that some of the entities that comply with Rule 3a71–3 will seek outside counsel to help them develop new representations. For PRA purposes, the Commission assumes that all 4,200 respondents will seek outside legal services for the first year only and will, on average, consult with outside counsel for up to five hours. The Commission also assumes that none of those 4,200 respondents will seek outside legal services for year two or year three. In 2022, the Commission estimated the aggregate cost for 3,000 respondents over the three-year period to be $6 million, or $2 million per year when annualized over three years; the total labor cost per respondent was estimated to be approximately $666.67 when annualized over three years. The Commission's current estimate of the annualized labor cost per respondent is $905 ($2,715 spread across three years). The Commission's current estimate for the 4,200 respondents is $11.4 million or $3.8 million per year when annualized over three years.

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

[2] The Commission staff estimates that this burden will consist of 10 hours of in-house counsel time for each security-based swap market participant that will make such representations. *See* Business Conduct Adopting Release, 81 FR 30097 n.1581.

[3] The estimate is as of December 31, 2024 and is based upon security-based swap position data derived by each SBSDR from the transaction reports made to the SBSDR.

[4] *See* Business Conduct Adopting Release, 81 FR 30096 n.1577 (estimating a cost of $400 per hour for outside legal services). The Commission's current estimated hourly rate for outside legal services, reflecting adjustments for inflation, is $543.

Austin Gerig, Director/Chief Data Officer, Securities and Exchange Commission, c/o Tanya Ruttenberg via email to *PaperworkReductionAct@sec.gov* by February 17, 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 12, 2025.

Sherry R. Haywood,

Assistant Secretary.

[FR Doc. 2025–22944 Filed 12–15–25; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–104362; File No. SR–NYSEARCA–2025–82]

Self-Regulatory Organizations; NYSE Arca, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Lower the Options Regulatory Fee (ORF)

December 11, 2025.

Pursuant to Section 19(b)(1) [1] of the Securities Exchange Act of 1934 (''Act''),[2] and Rule 19b–4 thereunder,[3] notice is hereby given that on December 1, 2025, NYSE Arca, Inc. (''NYSE Arca'' or the ''Exchange'') filed with the Securities and Exchange Commission (''Commission'') the proposed rule change as described in Items I and II 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 NYSE Arca Options Fee Schedule (''Fee Schedule'') regarding the Options Regulatory Fee (''ORF''). The proposed rule change is available on the Exchange's website at *www.nyse.com* 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 self-regulatory organization included statements concerning the purpose of, and basis for, the proposed rule change and discussed any comments it received on the proposed rule change. The text of those statements may be examined at the places specified in Item IV below. The Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant parts of such statements.

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

1. Purpose

The Exchange proposes to amend the Fee Schedule to decrease the ORF from $0.0038 per contract to $0.0026 per contract, effective on January 1, 2026, and to provide for a temporary waiver of the ORF for the month leading up to such change, from December 1, through December 31, 2025 (the ''Waiver Period'').[4]

Background

As a general matter, the Exchange may only use regulatory funds such as the ORF ''to fund the legal, regulatory, and surveillance operations'' of the Exchange.[5] More specifically, the ORF is designed to recover a material portion, but not all, of the Exchange's costs for the supervision and regulation of OTP Holders and OTP Firms (collectively, ''OTP Holders''), including the Exchange's regulatory program and legal expenses associated with options regulation, such as the costs related to in-house staff, third-party service providers, and technology that facilitate regulatory functions such as surveillance, investigation, examinations, and enforcement (collectively, the ''ORF Costs''). ORF funds may also be used for indirect expenses such as human resources and other administrative costs. The Exchange monitors the amount of ORF collection to ensure that this amount, in combination with other regulatory fees and fines, does not exceed regulatory costs.

The ORF is assessed on OTP Holders for options transactions that are cleared by the OTP Holder through the OCC in the Customer range regardless of the exchange on which the transaction occurs and is collected from OTP Holder clearing firms by the OCC on behalf of NYSE Arca.[6] All options transactions must clear via a clearing firm, and such clearing firms can then choose to pass through all, a portion, or none of the cost of the ORF to its Customers, *i.e.,* the entering firms. The Exchange notes that the costs relating to monitoring OTP Holders with respect to Customer trading activity are generally higher than the costs associated with monitoring OTP Holders that do not engage in Customer trading activity, which tends to be more automated and less labor-intensive. By contrast, regulating OTP Holders that engage in Customer trading activity is generally more labor-intensive and requires a greater expenditure of human and technical resources as the Exchange needs to review not only the trading activity on behalf of Customers, but also the OTP Holder's relationship with its Customers via more labor-intensive exam-based programs.[7] As a result, the costs associated with administering the Customer component of the Exchange's overall regulatory program are materially higher than the costs associated with administering the non-Customer component (*e.g.,* OTP Holder proprietary transactions) of its regulatory program.

Because the ORF is based on options transactions volume, the amount of ORF collected is variable. For example, if options transactions reported to OCC in a given month increase, the ORF collected from OTP Holders will likely increase as well. Similarly, if options transactions reported to OCC in a given month decrease, the ORF collected from OTP Holders will likely decrease as well. Accordingly, the Exchange monitors the amount of ORF collected

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

[2] 15 U.S.C. 78a.

[3] 17 CFR 240.19b–4.

[4] *See* proposed Fee Schedule, NYSE Arca GENERAL OPTIONS and TRADING PERMIT (OTP) FEES, REGULATORY FEES, Options Regulatory Fee (''ORF''). The Exchange proposes to modify the Fee Schedule to provide for a waiver of ORF from December 1 through December 31, 2025, and to provide that the ORF rate would be $0.0026 when the Exchange resumes assessing ORF on January 1, 2026.

[5] The Exchange considers surveillance operations part of regulatory operations. The limitation on the use of regulatory funds also provides that they shall not be distributed. *See* Bylaws of NYSE Arca, Inc., Art. II, Sec. 2.03.

[6] *See* Fee Schedule, NYSE Arca GENERAL OPTIONS and TRADING PERMIT (OTP) FEES, Regulatory Fees, Options Regulatory Fee (''ORF''), *available here, https://www.nyse.com/publicdocs/nyse/markets/arca-options/NYSE_Arca_Options_Fee_Schedule.pdf.* The Exchange uses reports from OCC when assessing and collecting the ORF. The ORF is not assessed on outbound linkage trades. An OTP Holder is not assessed the fee until it has satisfied applicable technological requirements necessary to commence operations on NYSE Arca. *See id.*

[7] The Exchange notes that many of the Exchange's market surveillance programs require the Exchange to look at and evaluate activity across all options markets, such as surveillance for position limit violations, manipulation, front-running, and contrary exercise advice violations/expiring exercise declarations. The Exchange and other options SROs are parties to a 17d–2 agreement allocating among the SROs regulatory responsibilities relating to compliance by the common members with rules for expiring exercise declarations, position limits, OCC trade adjustments, and Large Option Position Report reviews. *See, e.g.,* Securities Exchange Act Release No. 85097 (February 11, 2019), 84 FR 4871 (February 19, 2019).