

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-ISE-2025-43 and should be submitted on or before January 20, 2026.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.²¹

Sherry R. Haywood,
Assistant Secretary.

[FR Doc. 2025-23940 Filed 12-29-25; 8:45 am]

BILLING CODE 8011-01-P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-104492; File No. SR-FICC-2025-021]

Self-Regulatory Organizations; Fixed Income Clearing Corporation; Order Approving Proposed Rule Change To Modify the GSD Rulebook Relating to a New Service Offering Called the ACS Triparty Service

December 22, 2025.

I. Introduction

On September 19, 2025, Fixed Income Clearing Corporation ("FICC") filed with the Securities and Exchange Commission ("Commission") proposed rule change SR-FICC-2025-021, pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act")¹ and Rule 19b-4 thereunder.² The Proposed Rule Change would modify FICC's Government Securities Division ("GSD") Rule Book³ (the "Rules") to create a new service offering called the ACS Triparty Service. The Proposed Rule Change was published for comment in the **Federal Register** on

September 30, 2025.⁴ The Commission has received no comments on the changes proposed.

On November 3, 2025, pursuant to Section 19(b)(2) of the Act,⁵ the Commission designated a longer period within which to approve, disapprove, or institute proceedings to determine whether to approve or disapprove the Proposed Rule Change.⁶

For the reasons discussed below, the Commission is approving the Proposed Rule Change.

II. Background

FICC is a central counterparty ("CCP"), which means it interposes itself as the buyer to every seller and seller to every buyer for the financial transactions it clears. FICC's GSD provides trade comparison, netting, risk management, settlement and CCP services for the U.S. Government securities market.

A. FICC's Indirect Participant Access Models

In 2024, FICC consolidated its existing correspondent clearing and prime broker services into a single "Agent Clearing Service."⁷ The new service allows certain Netting Members, known as "Agent Clearing Members," to submit any transaction calling for the delivery of Eligible Securities with the exception of Netting Eligible Auction Purchases, GCF Repo Transactions, and CCIT Transactions (each, an "Agent Clearing Transaction") to FICC for comparison, novation, netting and settlement purposes.⁸ Each Agent Clearing Transaction is entered into by an Indirect Participant (known as an "Executing Firm Customer") with an Agent Clearing Member (a "done-with" transaction), or with a different Netting Member, or any Sponsored Member or Executing Firm Customer of any Netting Member ("done-away").⁹ While the Agent Clearing Member acts solely as the agent of the Executing Firm Customer, it remains fully liable to FICC for all obligations associated with the Agent Clearing Transactions.¹⁰

FICC states that the Agent Clearing Service is designed to provide an avenue of access to FICC's clearance and

settlement systems for indirect participants unable to onboard directly with FICC due to regulatory, cost, legal, operational or jurisdictional reasons.¹¹ Furthermore, Clearing Fund requirements for Agent Clearing Transactions are "calculated on a net basis across all Executing Firm Customers whose transactions are recorded within the same Account," which results in lower margin obligations than the GSD Sponsored Membership Service ("Sponsored Service").¹²

The Agent Clearing Service allows Members to perfect their security interests in an Agent Clearing Transactions without filing a financing statement. According to an industry opinion obtained by SIFMA, the level of intermediation present in the Service means a court would treat Agent Clearing Transactions as "financial assets" in a "securities account," with the Agent Clearing Member acting as the "securities intermediary" under New York's UCC Article 8. Under Articles 8 and 9, this automatically perfects the securities intermediary's interest and eliminates the need for the costly and time-consuming filing of a financing statement.¹³ The Agent Clearing Service and the Sponsored Service are the two principal Indirect Participant access models offered by FICC. Under the Sponsored Service, a Netting Member of FICC (the "Sponsoring Member") can sponsor its customer (the "Sponsored Member") into limited membership and submit certain transactions for comparison, novation, and netting conducted by the Sponsored Member ("Sponsored Member Trades").¹⁴ Both the Agent Clearing Member and the Sponsoring Member function as the processing agent for its Sponsored Members or Executing Firm Customers regarding their trades and remains fully liable for the Sponsored Member or Executing Firm Customer's obligations to FICC under these transactions.¹⁵

While the Agent Clearing Service and Sponsored Service share similarities including the ability of both to accommodate bilateral DVP repos, there are specific differences in the scope of transactions eligible for clearing, as discussed further in section II.B below, the treatment of haircuts, and the novation of Start Legs.¹⁶ Current Rules

¹¹ See Notice of Filing, *supra* note 4 at 47054.

¹² See *supra*, note 13, at 97398–99.

¹³ See Notice of Filing, *supra* note 4, at 47045–46.

¹⁴ See Rule 3A, *supra* note 3.

¹⁵ See Rule 3A, Section 6, and Rule 8, Section 5, *supra* note 3.

¹⁶ The "Start Leg," means the initial settlement aspects of the Transaction, involving the transfer of

²¹ 17 CFR 200.30-3(a)(12).

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ The GSD Rules are available at https://www.dtcc.com/~media/Files/Downloads/legal/rules/ficc_gov_rules.pdf. Capitalized terms not otherwise defined herein are defined in the GSD Rules.

⁴ See Securities Exchange Act Release No. 104084 (Sept. 26, 2025), 90 FR 47045 (Sept. 30, 2025) (File No. SR-FICC-2025-021) ("Notice of Filing").

⁵ 15 U.S.C. 78s(b)(2).

⁶ See Securities Exchange Act Release No. 104173 (Nov. 3, 2025), 90 FR 51424 (Nov. 17, 2025) (File No. SR-FICC-2025-021).

⁷ Securities Exchange Act Release No. 101694 (Nov. 21, 2024), 89 FR 93784, 93798–99 (Nov. 27, 2024) (SR-FICC-2024-005).

⁸ See Rule 8, *supra* note 3.

⁹ See Notice of Filing, *supra* note 4 at 47045.

¹⁰ See Rule 8, *supra* note 3.

governing the Agent Clearing Service do not address the treatment of Initial Haircuts under Agent Clearing Transactions, whereas transactions with Initial Haircuts in the Sponsored Service are considered “Off-The-Market Transactions.” As for the novation of Start Legs on Same-Day Settling Trades, unlike in the Sponsored Service where FICC expressly does not novate the Start Leg of Sponsored Member Trades, the Rules provide for FICC to novate the Start Leg of done-with repo transactions submitted via the Agent Clearing Service.

B. FICC’s Agent Clearing Service and Indirect Participant Triparty Repos

The Agent Clearing Service does not currently support Repo Transactions on securities represented by Generic CUSIP Numbers that settle through a clearing agent bank’s triparty repo platform (“Triparty Trades”), whereas the Sponsored Service includes this type of transaction.¹⁷ FICC clears Triparty Trades between a Sponsored Member and its Sponsoring Member (“Sponsored GC Trades”) through its Sponsored GC Service.¹⁸

Under the Sponsored GC Service, the securities delivery and related payment obligations in a Sponsored GC Trade settle directly between the pre-novation counterparties through a Sponsored GC Clearing Agent Bank’s triparty repo platform, rather than through FICC.¹⁹ This can facilitate access for participants that are not operationally equipped to perform the collateral management and other functions associated with Repo Transactions that settle through FICC on a delivery-versus-payment basis (“DVP Repo Transactions”), or who generally prefer to use the triparty repo market because a clearing bank administers collateral management and other functions.²⁰

III. Description of the Proposed Rule Change

The Proposed Rule Change would: (A) amend the FICC Government Securities Division Rulebook to create the ACS Triparty Service as a new offering under the Agent Clearing Service; (B) align the treatment of Initial Haircuts within the

Rules for done-with Agent Clearing Transactions with those for done-with Sponsored Member Trades; (C) clarify that FICC does not novate the Start Legs of Same-Day Settling Done-With Agent Clearing Transactions; and (D) make certain conforming and clarifying changes.²¹

A. The ACS Triparty Service

The ACS Triparty Service would allow an Agent Clearing Member to submit to FICC for comparison and novation triparty Repo Transactions entered by an Executing Firm Customer using securities represented by Generic CUSIP Numbers (each, an “ACS Triparty Trade”). As with other Agent Clearing Transactions, the Agent Clearing Member acts solely as agent of the Executing Firm Customer in connection with the clearing of Agent Clearing Transactions and remains fully liable to FICC for the performance of all obligations, financial or otherwise, arising in connection with these transactions. The Proposed Rule Change would accommodate transactions between an Executing Firm Customer and its Agent Clearing Member (done-with trades), as well as transactions between an Executing Firm Customer and another Netting Member or an Indirect Participant of any Netting Member (done-away trades).

FICC states that ACS Triparty Trades would be recorded in an Agent Clearing Member Omnibus Account along with other Agent Clearing Transactions, unless the Executing Firm Customer and Agent Clearing Member choose to record such trades in a Segregated Indirect Participants Account. If utilizing the Agent Clearing Member Omnibus Account, margin on the transaction would be calculated in a way that recognizes the risk offsets across all open positions within the Account at the time. ACS Triparty Trades recorded in both an Agent Clearing Member Omnibus Account or a Segregated Indirect Participants Account would be subject to all applicable charges according to the Margin Component Schedule of the

Rules as other Agent Clearing Transactions recorded in the same Account.²² ACS Triparty Trades would be treated as GCF Repo Transactions for the calculation of margin, therefore FICC does not propose any changes to the calculation of the Required Fund Deposit or Segregated Customer Margin. FICC further states that they would incorporate ACS Triparty Trades into their liquidity risk management calculations and into the calculation of Agent Clearing Members’ obligations with respect to the Capped Contingency Liquidity Facility (“CCLF”)²³ in the same respect as Sponsored GC Trades.²⁴

The ACS Triparty Service will incorporate features from the extant Sponsored GC Service resulting in similar terms across both the ACS Triparty and Sponsored GC Service. FICC states that this similarity is to align terms across both the ACS Triparty and Sponsored GC Services, facilitating Agent Clearing Members in offering access to money market funds and other cash providers dependent on securities transfers for margin maintenance and triparty repo clearing banks for collateral management to access FICC’s clearance and settlement services.²⁵

Both services will utilize identical schedules of eligible securities. The Start Leg of transactions within both services will settle on a gross basis between pre-novation counterparties via the triparty repo platform of a triparty clearing agent bank. Upon settling the Start Leg and satisfying other conditions, the End Leg becomes eligible for novation. Additionally, both services may apply, but are not required to apply, an initial haircut.

For purposes of calculating initial margin requirements, both services will treat triparty repos as GCF Repo Transactions. The only Funds-Only Settlement Amounts applicable will be the Forward Mark Adjustment Payment and Interest Rate Adjustment Payment. Daily accrued repo interest will be payable by or to FICC under both services. Furthermore, both allow the repo seller to substitute General

the underlying Securities by the funds borrower and the taking in of such Securities by the funds lender. See Rule 1 (definition of “Start Leg”), *supra* note 3.

¹⁷ See Notice of Filing, *supra* note 4, at 47046.

¹⁸ See Rule 1 (definition of “Sponsored GC Service”), and Rule 3A, *supra* note 3.

¹⁹ See Securities Exchange Act Release Nos. 92808 (Aug. 30, 2021), 86 FR 49580–81 (Sept. 3, 2021) (SR-FICC–2021–003); and 92799 (Aug. 27, 2021), 86 FR 49387–88 (Sept. 2, 2021) (SR-FICC–2021–801).

²⁰ *Id.*

²¹ The Proposed Rule Change edits the GSD Rulebook by adding new several new definitions in Rule 1 editing several other definitions in Rule 1, and making clarifying updates to Rules 3A and 5. The Proposed Rule Change also makes corresponding changes to Sections 4 and 7 of Rule 8, adding new sections 7(c), (g), and (h). The Proposed Rule Change also adds new Section 8 to Rule 8. In addition, the Proposed Rule Change adds a new Schedule of ACS Triparty Trade Timeframes to the Rulebook and adds corresponding changes to the Schedule for the Deletion of Trade Data, the Schedule of Required and Accepted Data Submission Items for a Substitution of Existing Securities Collateral, and the Schedule of GC Comparable Securities.

²² In a separate Rule Filing, FICC submitted a Default Management proposal which would amend Rule 8 to describe mechanisms that would permit ACM to liquidate the positions of an Executing Firm Customer. See Securities Exchange Act Release No. 103282 (June 17, 2025), 90 FR 26656 (June 23, 2025) (SR-FICC–2025–015). See also Amendment No. 1 available at <https://www.dtcc.com/-/media/Files/Downloads/legal/rule-filings/2025/FICC/SR-FICC-2025-015-Amendment-1.pdf>. FICC states that ACS Triparty Trades will be excluded from the provisions of the Default Management Proposal. See Notice of Filing, *supra* note 4, 90 FR 47045 at 47048.

²³ See Rule 22A, Section 2a(b), *supra* note 3.

²⁴ See Notice of Filing, *supra* note 4, at 47048.

²⁵ *Id.* at 47047–8.

Collateral Comparable Securities and/or cash for the purchased securities subject to the triparty trade.

In connection with the final settlement, daily repo interest and margin calls related to mark-to-market movements of the triparty repo securities, as well as the transfer of these securities, will occur directly between pre-novation counterparties through the triparty repo platform of the clearing agent bank.²⁶ FICC also proposes to explicitly state within the Rules that an Agent Clearing Transaction involving an Initial Haircut is considered an “Off-the-Market Transaction,” akin to a Sponsored Member Trade with an Initial Haircut.

B. The Treatment of Initial Haircuts for Done-With Agent Clearing Transactions

As an Agent Clearing Member might post a haircut to its Executing Firm Customers to address regulatory and/or investment guideline concerns similar to Sponsoring Members and their Sponsored Members under the Sponsored Service, or choose to collect a haircut from its Executing Firm Customer at the Start Leg to mitigate exposure from full liability for obligations to FICC in Agent Clearing Transactions. However, FICC’s current funds-only settlement process could frustrate this purpose by requiring the recipient of a haircut at the Start Leg to transfer an equivalent amount of cash the next Business Day after the Start Leg has settled.

To prevent Initial Haircuts from being returned before final settlement in done-with Agent Clearing Transactions, FICC proposes new Rules to align the treatment of Initial Haircuts under Agent Clearing Transactions with those under Sponsored Member Trades. Specifically, the Collateral Mark for these transactions will be based on the Initial Haircut rather than the Contract Price. For instance, if the Initial Haircut is \$2 and the value of Eligible Securities increases by \$1, FICC would calculate a Collateral Mark of \$1 instead of \$3. This ensures the Initial Haircut remains with the intended party until final settlement.

Additionally, FICC plans to clarify that ACS Triparty Trades, like Sponsored GC Trades, may but are not required to include an Initial Haircut. Changes in mark-to-market values of Purchased GC Repo Securities for these trades will be passed between pre-novation counterparties through the triparty repo platform rather than the Funds-Only Settlement Amount cycle, as in a Sponsored GC Trade.

Finally, FICC will specify that Agent Clearing Transactions with an Initial Haircut will be treated as Off-the-Market Transactions, similar to Sponsored Member Trades. The party posting the Initial Haircut bears the risk of loss if FICC ceases to act for the pre-novation counterparty.

C. Rule Change To Clarify That FICC Does Not Novate the Start Legs of Same-Day Settling Done-With Agent Clearing Transactions

FICC does not Novate the Start Legs of same-day starting Agent Clearing Transactions due to operational and legal complexities. Revisions to Rule 1 will make clear that only certain Agent Clearing Transactions qualify as Same-Day Settling Trades. The only Agent Clearing Transaction that constitutes a Same-Day Settling Trade is one that: (1) is not an ACS Triparty Trade; (2) is executed between an Executing Firm Customer and a Netting Member or Indirect Participant other than its Agent Clearing Member; and (3) meets the requirements of clause (i) and (ii) of that definition. This aligns the treatment of these transactions with the Sponsored Service. Section 7(f) (formerly 7(e)) will also be updated to state that Same-Day Settling Trades do not settle at FICC, eliminating the need for notices from Agent Clearing Members.

D. Proposed Technical and Conforming Changes

Finally, FICC proposes several clarifying, conforming, and technical changes related to the Proposed Rule Changes.

FICC intends to revise the definitions of “Current Haircut,” “Haircut Deficit,” and “Haircut Surplus” to specify that these definitions only apply to done-with DVP Repo Transactions. This distinction is necessary because FICC does not support Initial Haircuts for done-away DVP Repo Transactions, but only in the context of done-with DVP Repo Transactions. Similarly, FICC aims to amend Section 9 of Rule 3A to clarify that it incorporates Initial Haircuts into its calculation of Funds-Only Settlement Amounts solely in relation to done-with Sponsored Member Trades.

Additionally, FICC would update Section 4 of Rule 5 to mandate that ACS Triparty Trades be submitted exactly as executed. Furthermore, Section 7(h) of Rule 8 would be relocated as a new sentence at the end of new Section 7(d).

FICC also proposes adding a new Section 7(c) to Rule 8, indicating that ACS Triparty Trades are not subject to the Schedule of Timeframes applicable to Agent Clearing Transactions in general, but rather to the Schedule of

ACS Triparty Trade Timeframes. Lastly, FICC proposes renumbering Section 7(e) of Rule 8 as Section 7(f).

IV. Discussion and Commission Findings

Section 19(b)(2)(C) of the Act²⁷ directs the Commission to approve a proposed rule change of a self-regulatory organization if it finds that such proposed rule change is consistent with the requirements of the Act and rules and regulations thereunder applicable to such organization. After carefully considering the Proposed Rule Change, the Commission finds that the Proposed Rule Change is consistent with the requirements of the Act and the rules and regulations thereunder applicable to FICC. In particular, the Commission finds that the Proposed Rule Change is consistent with Section 17A(b)(3)(F) of the Act²⁸ and Rules 17ad–22(e)(18)(iv)(C),²⁹ 17ad–22(e)(19),³⁰ and 17ad–22(e)(21),³¹ each promulgated under the Act.

A. Consistency With Section 17A(b)(3)(F) of the Act

Section 17A(b)(3)(F) of the Act³² requires the rules of a clearing agency to, among other things, (i) promote the prompt and accurate clearance and settlement of securities transactions; and (2) protect investors and the public interest.

As outlined in Section II.A, FICC’s current Agent Clearing Service supports trading in DVP repos but not triparty repos. The Commission understands that this restriction may disadvantage certain market participants due to regulatory, operational, legal, size, or other constraints that limit their ability to access clearance and settlement services for triparty repos.³³ As discussed in part III.A, FICC proposes to expand the Agent Clearing Service through the ACS Triparty Service to accommodate triparty repo trading, where a clearing bank administers collateral management and other functions. By allowing Executing Firm Customers to participate in triparty repo transactions through Agent Clearing Members on a done-with or done-away basis, the proposed ACS Triparty Service would facilitate more triparty repo trades being centrally cleared by FICC within the Agent Clearing Service. Increasing the volume of centrally cleared trades by FICC would promote

²⁷ 15 U.S.C. 78s(b)(2)(C).

²⁸ 15 U.S.C. 78q–1(b)(3)(F).

²⁹ 17 CFR 240.17ad–22(e)(18)(iv)(C).

³⁰ 17 CFR 240.17ad–22(e)(19).

³¹ 17 CFR 240.17ad–22(e)(21).

³² 15 U.S.C. 78q–1(b)(3)(F).

³³ See Notice of Filing, *supra* note 4, at 47054.

²⁶ *Id.* at 47047.

the prompt and accurate clearance and settlement of securities transactions, as those typically conducted outside central clearing would benefit from FICC's risk management and settlement guarantees.

Furthermore, an ACS Triparty Trade would be risk managed through FICC's existing margin methodology and liquidity risk management methodology. Transactions are recorded in either an Agent Clearing Member Omnibus Account or Segregated Indirect Participant Account. When recorded in an Agent Clearing Member Omnibus Account, ACS Triparty trades would be netted with other Agent Clearing Transactions, resulting in a lower margin obligation.³⁴ Those recorded in Segregated Indirect Participant Accounts would not be netted against the Agent Clearing Member's positions and should allow FICC to better identify and measure the unique risk profiles of those indirect participants. Therefore, the introduction of the ACS Triparty Service aligns with the directive to promote the prompt and accurate clearance and settlement of securities transactions.

As discussed in section III.B, the Proposed Rule Change also aligns the treatment of Initial Haircuts with their treatment in Sponsored GC Trades. The change would base the Collateral Mark for the transaction with the Initial Haircut, and not the Contract Price. This change would ensure that the Initial Haircut remains with the intended party until final settlement. Furthermore, FICC specifies that Agent Clearing Transactions with an Initial Haircut will be treated as Off-The-Market Transactions, and that the party posting the Initial Haircut bears the loss of that haircut should FICC cease to act for the pre-novation counterparty. By aligning the treatment of Initial Haircuts in ACS Triparty Trades with their treatment in the Sponsored GC Service, FICC provides a consistent treatment for access to central clearing across both of their principle Indirect Participant triparty transaction models. This should ensure the prompt and accurate clearance and settlement of securities transactions. Furthermore, by basing the Collateral Mark of these transactions on the Initial Haircut, and not the Contract Price, FICC should ensure that the value of the Initial Haircut remains with the intended party, thus protecting investors and the public interest.

Moreover, as described in section III.C, the Proposed Rule Change clarifies which Agent Clearing Transactions qualify as Same-Day Settling Trades,

aligning treatment of the same with their treatment within the Sponsored GC Service. Additionally, as described in section II.B.4, FICC proposes technical and grammatical amendments throughout the Rules. Enhancing and clarifying the Rules ensures accuracy and comprehensibility for both Members and Indirect Participants. When participants have a clear understanding of their rights and obligations under the Rules, they are more likely to comply, thereby protecting investors and the public interest and fostering the prompt and accurate clearance and settlement of securities transactions.

For the foregoing reasons, the Proposed Rule Change is designed to promote the prompt and accurate clearance and settlement of securities transactions, consistent with Section 17A(b)(3)(F) of the Exchange Act.

B. Consistency With Rule 17ad-22(e)(18)(iv)(C)

Rule 17ad-22(e)(18)(iv)(C) under the Act requires a covered clearing agency to establish, implement, maintain, and enforce written policies and procedures reasonably designed to establish objective, risk-based, and publicly disclosed criteria for participation, which when the covered clearing agency provides central counterparty services for transactions in U.S. Treasury securities, ensure that it has appropriate means to facilitate access to clearance and settlement services of all eligible secondary market transactions in U.S. Treasury securities, including those of indirect participants.³⁵

As described in section III.A above, the Proposed Rule Change provides an additional avenue for Indirect Participants to clearance and settlement of done-with and done-away triparty repo transactions. The Commission understands that certain indirect participants who are limited in their ability to do so due to regulatory, operational, legal, size, or other challenges, and the creation of the ACS Triparty Service should allow such indirect participants the ability to use FICC to clear and settle triparty repos. In particular, the features of the ACS Triparty Service should make it easier for money market funds and other cash providers that depend on transfers of securities to maintain required margin, and typically rely on a triparty repo clearing bank to administer the collateral management to access FICC's clearance and settlement services and for clearing members to provide such

access.³⁶ Furthermore, the addition of the ACS Triparty Service to the Agent Clearing Service, as well as modeling the service off the existing Sponsored GC service, should help ensure that market participants are able to evaluate and, if they choose, use this service to access FICC, including for done-away transactions.

Accordingly, for the reasons discussed above, the Commission finds that the Proposed Rule Change is consistent with Rule 17ad-22(e)(18)(iv)(C).

C. Consistency With Rule 17ad-22(e)(19)

Rule 17ad-22(e)(19) requires that FICC establish, implement, maintain and enforce written policies and procedures reasonably designed to identify, monitor, and manage the material risks to the covered clearing agency arising from arrangements in which firms that are indirect participants in FICC rely on the services provided by direct participants to access FICC's clearance and settlement facilities.³⁷ The Agent Clearing Service allows Agent Clearing Members to submit to FICC for comparison, novation, and netting, the securities transactions of Executing Firm Customers. Executing Firm Customers are indirect FICC participants that rely on the services provided by direct FICC participants (*i.e.*, Agent Clearing Members) to access FICC's clearance and settlement facilities.

As outlined above in Sections II and III.A, the proposed ACS Triparty Service would be an additional part of FICC's Agent Clearing Service and leverage certain properties of the Sponsored GC Service, the two current Indirect Participant access models. As a result, FICC's practices of requiring Agent Clearing Members to identify their Executing Firm Customers while providing current Legal Entity Identifiers ("LEIs") for these customers and confirming their agent clearing relationships before submitting trades on their behalf will apply to ACS Triparty Trades as with other Agent Clearing Transactions. Additionally, Agent Clearing Members serve at the processing agent for all Executing Firm Customer transactions and are responsible for posting margin and satisfying any losses arising from these transactions. Furthermore, FICC will maintain its authority to request reports and other information from Agent Clearing Members, helping FICC to

³⁶ Securities Exchange Act Release No. 92014 (May 25, 2021), 86 FR 29334, 29336 (June 1, 2021) (SR-FICC-2021-003).

³⁷ 17 CFR 240.17ad-22(e)(19).

³⁴ See *supra* note 13, at 97398-99.

³⁵ 17 CFR 240.17ad-22(e)(18)(iv)(C).

identify and monitor risks associated with the ACS Triparty Service. The proposed changes should ensure that Agent Clearing Members would be responsible for Executing Firm Customer transactions.

Accordingly, for the reasons discussed above, the Proposed Rule Change is consistent with Rule 17ad-22(e)(19).³⁸

D. Consistency With Rule 17ad-22(e)(21)

Rule 17ad-22(e)(21) under the Act requires a CCA to establish, implement, maintain and enforce written policies and procedures reasonably designed to be efficient and effective in meeting the requirements of its participants and the markets it serves, including the clearing agency's clearing and settlement arrangements and the scope of the products cleared or settled.³⁹ As described in Section II.B above, the current Agent Clearing Service does not allow Executing Firm Customers to transact triparty repos. The Proposed Rule Change seeks to expand the Agent Clearing Service to allow triparty repo trading to meet the needs of market participants that currently utilize triparty repo transactions outside of central clearing because they are not equipped to perform certain functions associated with such repos. By expanding the Agent Clearing Service to allow for triparty repo trading, FICC seeks to provide a feasible option for indirect participants to transact triparty repos in central clearing. Utilizing certain features present in the Sponsored GC Service including the limited Funds-Only Settlement Amounts and the settlement of securities delivery and related payment obligations through the ACS Triparty Clearing Agent Bank's triparty repo platform, the Proposed Rule Change should facilitate access to those indirect participants who participate in triparty repo transactions. These changes should make it more operationally efficient for indirect participant parties to transact triparty repo transactions using FICC as the CCP.

Accordingly, for the reasons discussed above, the Proposed Rule Change is consistent with Rule 17ad-22(e)(21).

V. Conclusion

On the basis of the foregoing, the Commission finds that the Proposed Rule Change is consistent with the requirements of the Act and, in particular, Section 17A(b)(3)(F), and

Rules 17ad-22(e)(18)(iv)(C),⁴⁰ 17ad-22(e)(19),⁴¹ and 17ad-22(e)(21).⁴² thereunder.

It is therefore ordered, pursuant to Section 19(b)(2) of the Exchange Act⁴³ that proposed rule change SR-FICC-2025-021 be, and hereby is, *approved*.⁴⁴

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.⁴⁵

Sherry R. Haywood,
Assistant Secretary.

[FR Doc. 2025-23938 Filed 12-29-25; 8:45 am]

BILLING CODE 8011-01-P

SECURITIES AND EXCHANGE COMMISSION

[OMB Control No. 3235-0305]

Agency Information Collection Activities; Proposed Collection; Comment Request; Extension: Rule 13e-1

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

Notice is hereby given that, pursuant to the Paperwork Reduction Act of 1995 (44 U.S.C. 3501 *et seq.*), the Securities and Exchange Commission ("Commission") is soliciting comments on the collection of information summarized below. The Commission plans to submit this existing collection of information to the Office of Management and Budget for extension and approval. The Commission also is requesting approval from OMB to designate this existing collection of information (OMB Control No. 3235-0305) as a "common form" for purposes of PRA submissions¹ because the Board

⁴⁰ 17 CFR 240.17ad-22(e)(18)(iv)(C).

⁴¹ 17 CFR 240.17ad-22(e)(19).

⁴² 17 CFR 240.17ad-22(e)(21).

⁴³ 15 U.S.C. 78s(b)(2).

⁴⁴ In approving the proposed rule change, the Commission considered the proposals' impact on efficiency, competition, and capital formation. 15 U.S.C. 78c(f).

⁴⁵ 17 CFR 200.30-3(a)(12).

¹ See ROCIS PRA Module User Guide v.8.2, at 110-111 (Mar. 2024), available at <https://www.rocis.gov/rocis/viewResources.do> ("A 'common form' is an information collection that can be used by two or more agencies, or government-wide, for the same purpose. The Common Forms Module [in ROCIS] allows a 'host' agency to obtain [OMB] approval of an information collection for use by one or more 'using' agencies. After OMB grants approval, any prospective using agency that seeks to collect identical information for the same purpose can obtain approval to use the 'common form' by providing its agency-specific information to OMB (e.g., burden estimates and number of respondents). . . . The host agency will indicate in the **Federal Register** notices that it is requesting

of Governors of the Federal Reserve System uses this information collection (under OMB Control No. 7100-0091).

Rule 13e-1 (17 CFR 240.13e-1) under the Securities Exchange Act of 1934 (15 U.S.C. 78 *et seq.*) ("Exchange Act") makes it unlawful for an issuer who has received notice that it is the subject of a tender offer made under Section 14(d)(1) of the Exchange Act to purchase any of its equity securities during the tender offer, unless it first files a statement with the Commission containing information required by the rule. This rule is in keeping with the Commission's statutory responsibility to prescribe rules and regulations that are necessary for the protection of investors. We estimate that it takes approximately 11.25 burden hours per response to provide the information required under Rule 13e-1 and that the information is filed once per year by approximately 1 respondent. We estimate that 25% of the 11.25 hours per response is carried internally by the company for a total annual reporting burden of approximately 3 hours (11.25 hours per response × 25% × 1 response annually). We estimate that 75% of the 11.25 hours per response is carried externally by outside professionals retained by the company at a rate of \$600 per hour for a total annual cost burden of approximately \$5,063 (\$600 per hour × 11.25 hours per response × 75% × 1 response annually).

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 agency, including whether the information will have practical utility; (b) the accuracy of the agency's estimate of the burden imposed by the collection of information; (c) ways to enhance the quality, utility, and clarity of the information collected; and (d) ways to minimize the burden of the collection of information on respondents, including through the use of automated collection techniques or other forms of information technology.

approval of a common form and, if known, identify other agencies that may use the information collection. Both the **Federal Register** notices and the ICR should account only for the burden imposed by the host agency's use of the common form. Once the host agency has received approval from OMB, any agency will be able to request OMB approval for its use of the common form in ROCIS by providing its agency specific information to OMB (e.g., burden estimates and number of respondents). Additional public notice by those agencies will not be required.").

³⁸ *Id.*

³⁹ 17 CFR 240.17ad-22(e)(21).