information so that employers can make fully informed employment decisions; and (iii) deter persons with criminal records from seeking employment or association with covered entities. The rule enables the Commission or other examining authority to ascertain whether all required persons are being fingerprinted and whether proper procedures regarding fingerprinting are being followed. Retention of these records for a period of not less than three years after termination of a covered person's employment or relationship with a covered entity ensures that law enforcement officials will have easy access to fingerprint cards on a timely basis. This in turn acts as an effective deterrent to employee misconduct.

Approximately 3,800 respondents are subject to the recordkeeping requirements of the rule. Each respondent maintains approximately 68 new records per year, each of which takes approximately 2 minutes per record to maintain, for an annual burden of approximately 2.2666667 hours (68 records times 2 minutes). The total annual time burden for all respondents is approximately 8,613 hours (3,800 respondents times 2.2666667 hours). As noted above, all records maintained subject to the rule must be retained for a period of not less than three years after termination of a covered person's employment or relationship with a covered entity. In addition, we estimate the total annual cost burden to respondents is approximately $38,000 in third party storage costs.

Written comments are invited on: (a) whether the proposed collection of information is necessary for the proper performance of the functions of the Commission, including whether the information shall have practical utility; (b) the accuracy of the Commission's estimates of the burden of the proposed 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. Consideration will be given to comments and suggestions submitted by September 23, 2024.

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

Please direct your written comments to: Austin Gerig, Director/Chief Data Officer, Securities and Exchange Commission, c/o Oluwaseun Ajayi, 100 F Street NE, Washington, DC 20549, or send an email to: *PRA_Mailbox@sec.gov.*

Dated: July 18, 2024.

J. Matthew DeLesDernier,

Deputy Secretary.

[FR Doc. 2024–16231 Filed 7–23–24; 8:45 am]

BILLING CODE 8011–01–P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–100551; File No. SR–CboeBZX–2024–065]

Self-Regulatory Organizations; Cboe BZX Exchange, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Modify the Fees the Exchange Charges Companies Seeking a Review of a Delisting Determination, Public Reprimand Letter, or Written Denial of an Initial Listing Application

July 18, 2024.

Pursuant to Section 19(b)(1) [1] of the Securities Exchange Act of 1934 (''Act'') and Rule 19b–4 thereunder,[2] notice is hereby given that on July 3, 2024, Cboe BZX Exchange, Inc. (the ''Exchange'' or ''BZX'') filed with the Securities and Exchange Commission (the ''Commission'') the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the Exchange. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

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

Cboe BZX Exchange, Inc. (''BZX'' or the ''Exchange'') is filing with the Securities and Exchange Commission (''Commission'' or ''SEC'') a proposed rule change to modify the fees the Exchange charges Companies seeking a review of a Delisting Determination, public reprimand letter, or written denial of an initial listing application. The text of the proposed rule change is provided in Exhibit 5.

The text of the proposed rule change is also available on the Exchange's website (*http://markets.cboe.com/us/equities/regulation/rule_filings/BZX/*), at the Exchange's Office of the Secretary, and at the Commission's Public Reference Room.

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

[2] 17 CFR 240.19b–4.

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

Pursuant to Exchange Rule 14.12(h), Companies [3] may seek review of a determination by the Exchange's Listing Qualifications Department [4] to deny initial or delisting a Company's securities or to issue a Public Reprimand Letter,[5] by requesting a hearing before an independent Hearings Panel (the ''Hearings Panel'').[6] Exchange Rule 14.12(h)(1)(C) provides that a Company requesting a hearing must, within 15 calendar days of the Staff Delisting Determination,[7] must submit a hearing fee. Hearing fees are currently charged as follows: (i) when the Company has requested a written hearing, $1,000; or (ii) when the Company has requested an oral hearing, whether in person or by telephone, $5,000. Companies may also appeal a Hearings Panel decision to the Exchange Listing Council.[8] Exchange Rule 14.12(i)(1) requires a Company seeking such an appeal to submit a fee of $4,000. The Exchange has not amended these fees since the Exchange listing rules were originally adopted in 2011.[9] The Exchange now proposes to (i) increase the hearing fee for both written and oral hearings to $20,000; and (ii) increase the fee to appeal a Hearings Panel decision

[3] *See* Exchange Rule 14.1(a)(3).

[4] *See* Exchange Rule 14.12(b)(7).

[5] *See* Exchange Rule 14.12(b)(9).

[6] *See* Exchange Rule 14.12(b)(5).

[7] *See* Exchange Rule 14.12(b)(11).

[8] *See* Exchange Rule 14.12(b)(6).

[9] *See* Securities Exchange Act Release Nos. 64546 (May 25, 2011) 76 FR 31660 (June 1, 2011) (SR–BATS–2011–018) (Notice of Filing of Proposed Rule Change To Adopt Rules for the Qualification, Listing and Delisting of Companies on the Exchange); 65225 (August 30, 2011) 76 FR 55148 (September 6, 2011) (Order Approving Proposed Rule Change To Adopt Rules for the Qualification, Listing and Delisting of Companies on the Exchange).

to the Exchange Listing Council to $15,000. The Exchange is increasing the fees because the anticipated costs incurred in preparing for and conducting hearings and appeals have increased since the fees were originally adopted.[10]

The Exchange recognizes that in the past, fees for a written hearing have been lower than fees for an oral one. The Exchange believes that the basis for this historical distinction is unclear, and upon review, found to be unwarranted. The cost to a company that elects a written hearing may be lower because the company's related expenses, such as travel and legal representation, may be avoided. However, the anticipated costs to the Exchange associated with a written hearing are similar to those associated with an oral hearing. The Exchange believes that the fees should reflect that Staff and Panels expend similar resources, time, and effort in ensuring a full and fair hearing for all hearing participants, and both processes afford the same benefit to the issuer. Therefore, while the proposed amendment preserves the availability of a written hearing to any company that requests one, the Exchange proposes to charge the same fee for a written hearing as for an oral one.[11]

While the Exchange has had no Company request a hearing by the Hearings Panel for Tier I or Tier II securities listed on the Exchange, the Exchange expects that the costs of the review process would include significant time and resources to maintain the infrastructure for the processes and to prepare for and conduct individual hearings and appeals.[12] For example, with respect to review by the Hearings Panels, the Exchange expects to incur expenses related to the Exchange staff that facilitates the hearings and provides legal counsel and support to the independent Hearings Panel members, the honorarium paid to the Hearings Panel members, the cost of maintaining a transcript of the hearing, and the cost of obtaining an advisor to the Hearing Panel. Listings Qualification Staff reviews each Company's submissions to the Hearings Panel and provides the Hearings Panel with its analysis of the Company's plans; Listings Qualification Staff also provides written submissions in support of the delisting, listing denial, or Public Reprimand determination. In addition, in some matters Listings Qualification Staff is expected to attend hearings to respond to presentations by the Company and answer questions from the Hearings Panel members. Listings Qualification Staff also must manage and coordinate the Hearings Panel dockets, maintain the systems that track hearing matters, draft initial decisions for review by the Hearings Panel members, and monitor post-hearing compliance efforts in matters where the Hearings Panel has granted the Company a period of time to cure a deficiency.[13]

The Exchange also expects additional costs associated with the Exchange Listing Council's review of every Hearings Panel decision, in determining whether to call that decision for review as described in Rule 14.12(j)(2). In that regard, the Exchange expects to incur expenses related to the Exchange staff that facilitates the call for review process and that provides legal counsel and support to the Exchange's Listing Council members, the cost of obtaining an advisor to the Listing Council, as well as the honorarium paid to the Exchange's Listing Council members. When a matter is called for review, the Exchange expects to incur costs related to the staff in the Listing Qualifications Department, which reviews the Company's submissions to the Exchange's Listing Council and provides the Exchange's Listing Council with Listing Qualification Staff's analysis of the Company's plans and any issues identified by the Exchange's Listing Council in its call for review. The Exchange staff also must manage and coordinate the Exchange's Listing Council docket, maintain the systems that track call for review matters, and draft initial decisions for review by Exchange's Listing Council members. The Exchange believes that these additional costs for the call for review process are appropriately considered as part of the cost of the Hearings Panel review, since every Hearings Panel decision is subject to review by the Exchange's Listing Council and the decision as to whether to call a matter for review rests with the Exchange's Listing Council.[14]

Where a Company appeals a matter to the Exchange's Listing Council, the Exchange expects similar additional costs as well, which the Exchange believes should be borne by the Company through the appeal fee. Specifically, like where a decision is called for review, when a Company appeals a decision the Exchange would incur expenses related to the Exchange staff that facilitates the process and that provides legal counsel and support to the Exchange's Listing Council members, the honorarium paid to the Exchange's Listing Council members, Listings Qualification Staff review and analysis of the Company's submissions to the Exchange's Listing Council, management of the docket, maintaining the systems that track Exchange's Listing Council appellate matters and drafting the initial decisions for review by Exchange's Listing Council members.

Throughout the hearing and Exchange's Listing Council process, the Exchange expects to incur costs to maintain and upgrade its electronic systems for tracking Companies and maintaining a clear record, as required by Exchange and SEC rules.[15] The Exchange will also maintain lists on its website,[16] updated every business day, that reflect the status of all Companies in the deficiency process.[17]

All of these expenses have presumably increased in the 13 years since the fees were adopted in 2011. Accordingly, the Exchange proposes to increase the fee to request review by a Hearings Panel to $20,000 and the fee for an appeal to the Exchange's Listing Council to $15,000, which the Exchange believes will accurately reflect the Exchange's anticipated costs. The Exchange believes that this is an equitable allocation based on the expenses incurred in connection with

[10] The Exchange initially filed the proposed fee changes on June 13, 2024 (SR–CboeBZX–2024–056). On June 25, 2024, the Exchange withdrew that filing and submitted SR–CboeBZX–2024–060. On July 3, 2024, the Exchange withdrew that filing and submitted this filing.

[11] The Exchange notes that Nasdaq similarly eliminated the distinction in fees between a written and an oral hearing. *See* Securities Exchange Act Release No. 68676 (January 16, 2013) 78 FR 4914 (January 23, 2013) (SR–Nasdaq–2013–004) (Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Modify Fees for Review of Delisting Determinations and Appeal of Panel Decisions).

[12] The Exchange notes that issuers of two exchange-traded products (''ETPs'') listed on the Exchange have requested a hearing by the Hearings Panel under Rule 14.12(h) in prior years, which are listed under Exchange Rule 14.11 rather than Rules 14.8 or 14.9. The Exchange anticipates the costs for a Hearings Panel would generally be the same for ETPs as they would for Tier I or Tier II securities listed on the Exchange.

[13] The Exchange notes that Nasdaq similarly increased its fees to request review by a Hearings Panel to $20,000 and the fee for an appeal to the Exchange's Listing Council to $15,000. *See* Securities Exchange Act Release No. 96966 (February 22, 2023) 88 FR 12710 (February 28, 2023) (SR–Nasdaq–2023–004) (Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Modify the Fees the Exchange Charges Companies Seeking Review of a Delisting Determination, Public Reprimand Letter, or Written Denial of an Initial Listing Application).

[14] *Id.*

[15] *See* Exchange Rule 14.12(m)(1). *See also* Rule 420(e) of the SEC Rules of Practice, 17 CFR 201.420(e) which requires the Exchange to certify and file a copy of the record upon which a delisting or denial was based where the Company requests Commission review of the Exchange's action.

[16] *See https://www.cboe.com/us/equities/listings/listed_products/below_standard/.*

[17] *Supra* note 13.

each portion of the overall appellate process. The revised fees will allow the Exchange to recoup a portion of the expected expenses it incurs in the review and appeal processes that will more closely approximate its actual costs associated with those processes.[18] The proposed fee would be effective to any Company that was issued a Staff Delisting Determination with an issuance date on or after the date of this filing.[19]

2. Statutory Basis

The Exchange believes the proposed rule change is consistent with the Act and the rules and regulations thereunder applicable to the Exchange and, in particular, the requirements of Section 6(b) of the Act.[20] Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)[21] requirements that the rules of an exchange be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, 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. Additionally, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)[22] requirement that the rules of an exchange not be designed to permit unfair discrimination between customers, issuers, brokers, or dealers as well as Section 6(b)(4)[23] as it is designed to provide for the equitable allocation of reasonable dues, fees and other charges among its Members and other persons using its facilities.

Specifically, the proposed fee increase is reasonable because it will better reflect the Exchange's expected costs related to hearings and appeals. The Exchange has not increased these fees since adopted in 2011, but the expected costs have increased since that time.[24] The fees will help offset the anticipated costs of conducting hearings and appeals, which serve to ensure that the Exchange's listing standards are properly enforced for the protection of investors. The proposed changes are equitable and not unfairly discriminatory because they would apply equally to all Companies that choose to request a hearing for review of a Delisting Determination. In addition, aligning the fees for hearings with the underlying costs of the review process is equitable because doing so will help minimize the extent that Companies that are compliant with all listing standards may subsidize the costs of review for Companies that are non-compliant.

The Exchange also believes that the proposed fees are consistent with the investor protection objectives of Section 6(b)(5) of the Act[25] in that they are designed to promote just and equitable principles of trade, to remove impediments to a free and open market and national market systems, and in general to protect investors and the public interest. Specifically, the fees are designed to provide adequate resources for appropriate preparation to conduct reviews of the Exchange's Listing Qualifications' Staff determinations and appeals of Hearings Panel decisions, which help to assure that the Exchange's listing standards are properly enforced and investors are protected.

The Exchange also believes that the proposed changes are consistent with Section 6(b)(7) of the Act,[26] in that the proposed fees are consistent with the provision by the Exchange of a fair procedures for the prohibition or limitation by the Exchange of any person with respect to access to services offered by the Exchange. In particular, the Exchange believes that the proposed amended fees should not deter listed issuers from availing themselves of the right to appeal because the fees will still be set at a level that will be affordable for listed Companies. The Exchange does not believe that the proposed fee is unduly burdensome or would discourage any company from seeking a hearing or appeal. Furthermore, the proposed fees are in-line with similar fees on Nasdaq.

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 that is not necessary or appropriate in furtherance of the purposes of the Act. As discussed above, this proposed fee is based on the anticipated increase in costs to the Exchange to provide a delisting review process, which is in turn necessary to ensure investor protection as well as a transparent process for issuers.[27] Moreover, the market for listing services is extremely competitive and listed companies may freely choose alternative venues based on the aggregate fees assessed, and the value provided by each listing. This rule proposal does not burden competition with other listing venues, which are similarly free to align their fees on the costs incurred by the process they offer. For this reason, and the reasons discussed in connection with the statutory basis for the proposed rule change, the Exchange does not believe that the proposed rule change will result in any burden on competition for listings.

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[28] and paragraph (f) of Rule 19b–4[29] 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–CboeBZX–2024–065 on the subject line.

[18] *Supra* note 13.

[19] As noted above, this filing was originally filed June 13, 2024.

[20] 15 U.S.C. 78f(b).

[21] 15 U.S.C. 78f(b)(5).

[22] *Id.*

[23] 15 U.S.C. 78f(b)(4).

[24] *Supra* note 13.

[25] 15 U.S.C. 78f(b)(5).

[26] 15. U.S.C. 78f(b)(7).

[27] *Supra* note 13.

[28] 15 U.S.C. 78s(b)(3)(A).

[29] 17 CFR 240.19b–4(f).

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–CboeBZX–2024–065. This file number should be included on the subject line if email is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's internet website (*https://www.sec.gov/rules/sro.shtml*). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for website viewing and printing in the Commission's Public Reference Room, 100 F Street NE, Washington, DC 20549, on official business days between the hours of 10 a.m. and 3 p.m. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. Do not include personal identifiable information in submissions; you should submit only information that you wish to make available publicly. We may redact in part or withhold entirely from publication submitted material that is obscene or subject to copyright protection. All submissions should refer to file number SR–CboeBZX–2024–065 and should be submitted on or before August 14, 2024.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[30]

J. Matthew DeLesDernier,

Deputy Secretary.

[FR Doc. 2024–16222 Filed 7–23–24; 8:45 am]

BILLING CODE 8011–01–P

SECURITIES AND EXCHANGE COMMISSION

[SEC File No. 270–562, OMB Control No. 3235–0624]

Proposed Collection; Comment Request; Extension: Regulation R, Rule 701

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

Notice is hereby given that, pursuant to the Paperwork Reduction Act of 1995 (''PRA'') (44 U.S.C. 3501 *et seq.*), the Securities and Exchange Commission (''Commission'') is soliciting comments on the existing collection of information provided for in Regulation R, Rule 701 (17 CFR 247.701) under the Securities Exchange Act of 1934 (15 U.S.C. 78a *et seq.*). The Commission plans to submit this existing collection of information to the Office of Management and Budget (''OMB'') for extension and approval.

Regulation R, Rule 701 requires a broker or dealer (as part of a written agreement between the bank and the broker or dealer) to notify the bank if the broker or dealer makes certain determinations regarding the financial status of the customer, a bank employee's statutory disqualification status, and compliance with suitability or sophistication standards.

The Commission estimates there are 3,402 registered brokers or dealers that would, on average, notify 1,000 banks approximately two times annually about a determination regarding a customer's high net worth or institutional status or suitability or sophistication standing as well as a bank employee's statutory disqualification status. Based on these estimates, the Commission anticipates that Regulation R, Rule 701 would result in brokers or dealers making approximately 2,000 notifications to banks per year. The Commission further estimates (based on the level of difficulty and complexity of the applicable activities) that a broker or dealer would spend approximately 15 minutes per notice to a bank. Therefore, the estimated total annual third-party disclosure burden for the requirements in Regulation R, Rule 701 is 500[1] hours for brokers or dealers.

Written comments are invited on: (a) whether the proposed collection of information is necessary for the proper performance of the functions of the Commission, including whether the information shall have practical utility; (b) the accuracy of the Commission's estimates of the burden of the proposed 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. Consideration will be given to comments and suggestions submitted by September 23, 2024.

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

Please direct your written comments to: Austin Gerig, Director/Chief Data Officer, Securities and Exchange Commission, c/o Oluwaseun Ajayi, 100 F Street NE, Washington, DC 20549, or send an email to: *PRA_Mailbox@sec.gov*.

Dated: July 18, 2024.

J. Matthew DeLesDernier,

Deputy Secretary.

[FR Doc. 2024–16234 Filed 7–23–24; 8:45 am]

BILLING CODE 8011–01–P

SECURITIES AND EXCHANGE COMMISSION

[SEC File No. 270–263, OMB Control No. 3235–0275]

Proposed Collection; Comment Request; Extension: Rule 17Ad–13

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

Notice is hereby given that pursuant to the Paperwork Reduction Act of 1995 (''PRA'') (44 U.S.C. 3501 *et seq.*), the Securities and Exchange Commission (''Commission'') is soliciting comments on the existing collection of information provided for in Rule 17Ad–13 (17 CFR 240.17Ad–13), under the Securities Exchange Act of 1934 (15 U.S.C. 78a *et seq.*). The Commission plans to submit this existing collection of information to the Office of Management and Budget (''OMB'') for extension and approval.

Rule 17Ad–13 requires certain registered transfer agents to file annually with the Commission and the transfer agent's appropriate regulatory authority a report prepared by an independent accountant on the basis of a study and evaluation of the transfer agent's system of internal accounting controls for the transfer of record ownership and the safeguarding of related securities and funds. If the independent accountant's report specifies any material inadequacy in a transfer agent's system, the rule requires the transfer agent to notify the Commission and its appropriate regulatory agency in writing, within sixty calendar days after the transfer agent receives the independent accountant's report, of any corrective action taken or proposed to be taken by

[30] 17 CFR 200.30–3(a)(12).

[1] 1,000 banks × 2 notices = 2,000 notices; (2,000 notices × 15 minutes) = 30,000 minutes/60 minutes = 500 hours.