

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 change is designed to enhance self-match prevention functionality provided to the Exchange's participants and will benefit participants that wish to protect their quotes and orders entered into the System directly as a Member against trading with quotes/orders submitted as a Sponsored Participant. The new functionality is also completely voluntary, and members that wish to use the current functionality (or opt out altogether) can also continue to do so. The Exchange does not believe that providing more flexibility to participants will have any significant impact on competition. In fact, the Exchange believes that the proposed rule change is evidence of the competitive environment where exchanges must continually improve their offerings to maintain competitive standing.

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. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

Because the foregoing proposed rule change does not: (i) significantly affect the protection of investors or the public interest; (ii) impose any significant burden on competition; and (iii) become operative for 30 days from the date on which it was filed, or such shorter time as the Commission may designate, it has become effective pursuant to Section 19(b)(3)(A)(iii) of the Act¹⁵ and subparagraph (f)(6) of Rule 19b-4 thereunder.¹⁶

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 shall institute proceedings to determine whether the proposed rule 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-NASDAQ-2024-064 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-2024-064. This file number should be included on the subject line if email is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's internet website (<https://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for website viewing and printing in the Commission's Public Reference Room, 100 F Street NE, Washington, DC 20549, on official business days between the hours of 10 a.m. and 3 p.m. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. Do not include personal identifiable information in submissions; you should submit only information that you wish to make available publicly. We may redact in part or withhold entirely from publication submitted material that is obscene or subject to copyright protection. All submissions should refer to file number SR-NASDAQ-2024-064 and should be

submitted on or before December 4, 2024.

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

Sherry R. Haywood,

Assistant Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Investment Company Act Release No. 35378; File No. 812-15564]

Franklin Lexington Private Markets Fund, et al.

AGENCY: Securities and Exchange Commission ("Commission" or "SEC").
ACTION: Notice.

Notice of application for an order ("Order") under sections 17(d) and 57(i) of the Investment Company Act of 1940 (the "Act") and rule 17d-1 under the Act to permit certain joint transactions otherwise prohibited by sections 17(d) and 57(a)(4) of the Act and rule 17d-1 under the Act.

SUMMARY OF APPLICATION: Applicants request an order to permit closed-end management investment companies and business development companies to co-invest in portfolio companies with each other and with certain affiliated investment entities.

APPLICANTS: Franklin Lexington Private Markets Fund, Franklin Templeton Fund Adviser, LLC, Franklin Advisers, Inc., Lexington Advisors LLC, Lexington Partners L.P., CIP V (Offshore), L.P., Irrevocable Trust Agreement CIB/3036 Account, Irrevocable Trust Agreement CIB/3299 Account, LCP Co-Invest Feeder—G, L.P., LCP Co-Invest Global Feeder—G, L.P., LCP IX (Offshore), L.P., LCP IX (Peru), L.P., LCP IX Co-Invest Partners A, L.P., Lexington Alpine Co-Invest, L.P., Lexington Kale Co-Invest, L.P., Lexington KC Co-Invest—G, L.P., Lexington Loki Co-Invest, L.P., Lexington Loki Feeder, L.P., Lexington Secretariat Co-Invest, L.P., Lexington Secretariat Feeder, L.P., LCP Offshore IX, L.P., LCP Offshore VI, L.P., LCP IX (Luxembourg) Master SCSp, LCP IX (Luxembourg) SCSp, Lexington Global Partners (Lux) Master SCSp, Lexington Global Partners (Lux) SCSp, LCP IX Co-Invest Partners B, L.P., LCP IX Leo, L.P., Lexington Capital Partners IX, L.P., Lexington Capital Partners (Ontario), L.P., Lexington Global Partners IX, L.P., Lexington Global Partners VI, L.P.,

¹⁷ 17 CFR 200.30-3(a)(12).

¹⁵ 15 U.S.C. 78s(b)(3)(A)(iii).

¹⁶ 17 CFR 240.19b-4(f)(6). In addition, Rule 19b-4(f)(6) requires a self-regulatory organization to give the Commission written notice of its intent to file the proposed rule change at least five business days prior to the date of filing of the proposed rule change, or such shorter time as designated by the Commission. The Exchange has satisfied this requirement.

Lexington Global Partners VII, L.P., Lexington ICON Co-Invest, L.P., LCP X (Luxembourg) Master SCSp, LCP X (Luxembourg) SCSp, LCP X (Offshore), L.P., LCP X Co-Invest Feeder A, L.P., LCP X Co-Invest Partners A, L.P., LCP X Co-Invest Partners G, L.P., LCP X Co-Invest Partners N, L.P., Lexington Blue Sky Co-Invest, L.P., Lexington Blue Sky Feeder, L.P., LGP Offshore VIII, L.P., LGP Offshore XI L.P., LCP X Co-Invest Partners P, L.P., LCP X Co-Invest Partners B, L.P., Lexington Capital Partners (Ontario) II, L.P., Lexington Capital Partners X, L.P., Lexington Global Partners VIII, L.P., Lexington Global Partners XI, L.P., LCP X Co-Invest Partners C, L.P., Lexington CIP V-A-O, L.P., Lexington CIP V-C-O, L.P., Lexington CIP V-F-O, L.P., Lexington CIP V-M-O, L.P., Lexington Co-Investment Partners V, L.P., Lexington Co-Investment Partners V-A, L.P., Lexington Co-Investment Partners V-B, L.P., Lexington Co-Investment Partners V-C, L.P., Lexington Co-Investment Partners V-F, L.P., Lexington Middle Market Investors IV, L.P., Lexington Middle Market Partners, L.P., LMMI IV Leo, L.P., LMMI (Offshore) IV, L.P., LMMP Offshore, L.P., Lexington Middle Market Investors V, L.P., Lexington Global Partners X, L.P., LGP Offshore X, L.P., LGP Intermediate X, L.P., Lexington Private Equity 25, L.P., Leo Lex Partners SCSp, Lexington Co-Investment Partners VI, L.P., Lexington Co-Investment Partners VI-A, L.P., Lexington Co-Investment Partners VI-J, L.P., Lexington Co-Investment Partners VI-F, L.P., Lexington CIP VI-F-O, L.P., Lexington Co-Investment Partners VI-B, L.P., Lexington Co-Investment Partners VI-C, L.P., Lexington Co-Investment Partners VI (Ontario), L.P., CIP VI-J (Offshore), L.P., CIP VI (Offshore), L.P., Lexington CIP VI-J-O, L.P., Lexington CIP VI (Lux) Master SCSp, Lexington CIP VI (Lux) SCSp, Lexington Beacon Feeder, L.P., Lexington Viking Co-Invest, L.P., LGP Offshore XII, L.P., Lexington Epikairos Co-Invest, L.P., Lexington Beacon Co-Invest, L.P., Lexington Global Partners XII, L.P., LCP X Co-Invest Partners H, L.P., Lexington Raptor Co-Invest, L.P., Lexington Private Equity Odin, L.P., LMMI (Offshore) V, L.P., LMMI V (Luxembourg) Master SCSp, LMMI V (Luxembourg) SCSp, Lexington Odin Co-Invest, L.P., LCP X Co-Invest Partners J, L.P., Lexington Continuation Vehicle Investors, L.P., LCVI (Offshore), L.P., LCVI (Luxembourg) Master SCSp, and LCVI (Luxembourg) SCSp.

FILING DATES: The application was filed on April 17, 2024 and amended on

August 7, 2024, October 24, 2024, and November 6, 2024.

HEARING OR NOTIFICATION OF HEARING: An order granting the requested relief will be issued unless the Commission orders a hearing. Interested persons may request a hearing on any application by emailing the SEC's Secretary at *Secretarys-Office@sec.gov* and serving the Applicants with a copy of the request by email, if an email address is listed for the relevant Applicant below, or personally or by mail, if a physical address is listed for the relevant Applicant below. Hearing requests should be received by the Commission by 5:30 p.m. on December 2, 2024, and should be accompanied by proof of service on applicants, in the form of an affidavit or, for lawyers, a certificate of service. Pursuant to rule 0-5 under the Act, hearing requests should state the nature of the writer's interest, any facts bearing upon the desirability of a hearing on the matter, the reason for the request, and the issues contested. Persons who wish to be notified of a hearing may request notification by emailing the Commission's Secretary at *Secretarys-Office@sec.gov*.

ADDRESSES: The Commission: *Secretarys-Office@sec.gov*. Applicants: Todd Lebo, Esq., *Todd.Lebo@franklintempleton.com*.

FOR FURTHER INFORMATION CONTACT: Kris Easter Guidroz, Senior Counsel, or Lisa Reid Ragen, Branch Chief, at (202) 551-6825 (Division of Investment Management, Chief Counsel's Office).

SUPPLEMENTARY INFORMATION: For Applicants' representations, legal analysis, and conditions, please refer to Applicants' third amended and restated application, dated November 6, 2024, which may be obtained via the Commission's website by searching for the file number at the top of this document, or for an Applicant using the Company name search field, on the SEC's EDGAR system. The SEC's EDGAR system may be searched at, at <http://www.sec.gov/edgar/searchedgar/legacy/companysearch.html>. You may also call the SEC's Public Reference Room at (202) 551-8090.

For the Commission, by the Division of Investment Management, under delegated authority.

Dated: November 7, 2024.

Sherry R. Haywood,
Assistant Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-101524; File No. 4-443]

Joint Industry Plan; Notice of Filing and Immediate Effectiveness of Amendment to the Plan for the Purpose of Developing and Implementing Procedures Designed To Facilitate the Listing and Trading of Standardized Options To Make Technical Conforming Changes

November 6, 2024.

Pursuant to Section 11A(a)(3) of the Securities Exchange Act of 1934 ("Act")¹ and Rule 608 thereunder,² notice is hereby given that on October 17, 2024, MIAAX Sapphire, LLC ("MIAAX Sapphire"), Miami International Securities Exchange, LLC, MIAAX PEARL, LLC, and MIAAX Emerald, LLC filed with the Securities and Exchange Commission ("Commission") an amendment to the Plan for the Purpose of Developing and Implementing Procedures Designed to Facilitate the Listing and Trading of Standardized Options ("OLPP" or "Plan").³ The

¹ 15 U.S.C. 78k-1(a)(3).

² 17 CFR 242.608.

³ See Letter from Gregory P. Ziegler, Vice President, Senior Counsel, MIAAX Sapphire, to Vanessa Countryman, Secretary, Commission, dated Oct 17, 2024. On July 6, 2001, the Commission approved the OLPP, which was proposed by the American Stock Exchange LLC ("Amex") (n/k/a NYSE American, LLC ("NYSE American")), Chicago Board Options Exchange, Incorporated ("Cboe"), International Securities Exchange LLC ("ISE") (n/k/a Nasdaq ISE, LLC ("Nasdaq ISE")), Options Clearing Corporation ("OCC"), Philadelphia Stock Exchange, Inc. ("Phlx") (n/k/a Nasdaq Phlx LLC (Nasdaq Phlx)), and Pacific Exchange, Inc. ("PCX") (n/k/a NYSE Arca, Inc. ("NYSE Arca")). See Securities Exchange Act Release No. 44521, 66 FR 36809 (July 13, 2001). See also Securities Exchange Act Release Nos. 49199 (Feb. 5, 2004), 69 FR 7030 (Feb. 12, 2004) (adding Boston Stock Exchange, Inc. as a Sponsor to the OLPP); 57546 (Mar. 21, 2008), 73 FR 16393 (Mar. 27, 2008) (adding Nasdaq Stock Market, LLC ("Nasdaq") as a Sponsor to the OLPP); 61528 (Feb. 17, 2010), 75 FR 8415 (Feb. 24, 2010) (adding BATS Exchange, Inc. ("BATS") (n/k/a Cboe BZX Exchange, Inc. ("Cboe BZX")) as a Sponsor to the OLPP); 63162 (Oct. 22, 2010), 75 FR 66401 (Oct. 28, 2010) (adding C2 Options Exchange Incorporated ("C2") (n/k/a Cboe C2 Exchange, Inc. ("Cboe C2")) as a sponsor to the OLPP); 66952 (May 9, 2012), 77 FR 28641 (May 15, 2012) (adding BOX Options Exchange LLC ("BOX") as a Sponsor to the OLPP); 67327 (June 29, 2012), 77 FR 40125 (July 6, 2012) (adding Nasdaq OMX BX, Inc. ("BX") (n/k/a Nasdaq BX, Inc. ("Nasdaq BX")) as a Sponsor to the OLPP); 70765 (Oct. 28, 2013), 78 FR 65739 (Nov. 1, 2013) (adding Topaz Exchange, LLC as a Sponsor to the OLPP ("Topaz") (n/k/a Nasdaq GEMX, LLC ("Nasdaq GEMX")); 70764 (Oct. 28, 2013), 78 FR 65733 (Nov. 1, 2013) (adding Miami International Securities Exchange, LLC ("MIAAX") as a Sponsor to the OLPP); 76822 (Jan. 1, 2016), 81 FR 1251 (Jan. 11, 2016) (adding EDGX Exchange, Inc. ("EDGX") (n/k/a Cboe EDGX Exchange, Inc. ("Cboe EDGX")) as a Sponsor to the OLPP); 77323 (Mar. 8, 2016), 81 FR 13433 (Mar. 14, 2016) (adding ISE Mercury,

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