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 10:00 a.m. and 3:00 p.m. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change. Persons submitting comments are cautioned that we do not redact or edit personal identifying information from comment submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR–MIAX–2020–37, and should be submitted on or before January 7, 2021.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[16]

J. Matthew DeLesDernier,

Assistant Secretary.

[FR Doc. 2020–27719 Filed 12–16–20; 8:45 am]

BILLING CODE 8011–01–P

[16] 17 CFR 200.30–3(a)(12).

SECURITIES AND EXCHANGE COMMISSION

Sunshine Act Meetings

FEDERAL REGISTER CITATION OF PREVIOUS ANNOUNCEMENTS: 85 FR 80875, December 14, 2020.

PREVIOUSLY ANNOUNCED TIME AND DATE OF THE MEETINGS: Wednesday, December 16, 2020 at 10:00 a.m.

CHANGES IN THE MEETING: The following item will not be considered during the Open Meeting on Wednesday, December 16, 2020:

2. The Commission will consider whether to adopt amendments under the Investment Advisers Act of 1940 (the ''Advisers Act'') to update rules that govern investment adviser marketing to accommodate the continual evolution and interplay of technology and advice, while preserving investor protections. The Commission will also consider whether to adopt amendments to Form ADV to provide the Commission with additional information about advisers' marketing practices, and corresponding amendments to the books and records rule under the Advisers Act.

In addition, the following previously scheduled matter will be considered on December 21, 2020, during the Open Meeting:

3. The Commission will consider whether to approve a proposed rule change by New York Stock Exchange LLC to amend Chapter One of the Listed Company Manual to modify the provisions relating to direct listings.

CONTACT PERSON FOR MORE INFORMATION: For further information and to ascertain what, if any, matters have been added, deleted or postponed, please contact the Office of the Secretary at (202) 551–5400.

Dated: December 14, 2020.

Vanessa A. Countryman,

Secretary.

[FR Doc. 2020–27867 Filed 12–15–20; 11:15 am]

BILLING CODE 8011–01–P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–90650; File No. SR–NYSEAMER–2020–84]

Self-Regulatory Organizations; NYSE American LLC; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Amend the NYSE American Options Fee Schedule

December 11, 2020.

Pursuant to Section 19(b)(1)[1] of the Securities Exchange Act of 1934 (the ''Act'')[2] and Rule 19b–4 thereunder,[3] notice is hereby given that, on December 7, 2020, NYSE American LLC (''NYSE American'' or the ''Exchange'') 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 self-regulatory organization. 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 American Options Fee Schedule (''Fee Schedule'') regarding credits and incentives relating to Complex Customer Best Execution Auctions. The Exchange proposes to implement the fee changes effective December 7, 2020.[4] The proposed change is available on the Exchange's website at *www.nyse.com,* at the principal office of the Exchange, and at the Commission's Public Reference Room.

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

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

[3] 17 CFR 240.19b–4.

[4] The Exchange originally filed to amend the Fee Schedule on December 1, 2020 (SR–NYSEAMER–2020–82) and withdrew such filing on December 7, 2020.

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 purpose of this filing is to modify the Fee Schedule to (1) amend the criteria to qualify for a credit available to Initiating Participants in a Complex Customer Best Execution (''CUBE'') Auction,[5] and (2) eliminate an unused incentive that had been designed to encourage the use of Complex CUBE Auctions. The Exchange proposes to implement the rule changes on December 7, 2020.

Proposed Modifications to the Fee Schedule

Volume Qualification for Alternative Initiating Participant Rebate

Section I.G. of the Fee Schedule sets forth the rates for per contract fees and credits for executions associated with Single-Leg and Complex CUBE Auctions.[6] To encourage participants to utilize Complex CUBE Auctions, the Exchange offers rebates and credits on certain initiating Complex CUBE volume. Currently, the Exchange offers Initiating Participant Rebates for the first 1,000 contracts per leg of a Complex CUBE Order executed in a Complex CUBE Auction.[7] The Exchange offers an ACE Initiating Participant Rebate to ATP Holders that qualify for the American Customer Engagement

[5] *See generally* Rule 971.2NY (regarding Complex CUBE Auctions). Unless otherwise specified, capitalized terms have the same meaning as the defined terms in Rule 971.2NY.

[6] *See* Fee Schedule, Section I.G., CUBE Auction Fees & Credits.

[7] *See id.,* Complex CUBE Auction, note 2 (setting forth both the ACE Initiating Participant Rebate and the Alternative Initiating Participant Rebate).

(''ACE'') Program [8] and an Alternative Initiating Participant Rebate (the ''Rebate'') for ATP Holders that execute a minimum of 5,000 contracts ADV in the Professional range, as defined in Section I.H., and also increase their Initiating CUBE Orders in Single-Leg CUBE Auctions by the greater of 40% over their August 2019 volume or 15,000 contracts ADV.[9]

The Exchange proposes to modify the Fee Schedule to amend the criteria for ATP Holders to qualify for the Rebate. Specifically, the Exchange proposes to require that ATP Holders execute both 5,000 contracts ADV in the Professional range, as defined in Section I.H., and a minimum of 15,000 contracts ADV from Initiating CUBE Orders in Single-Leg and/or Complex CUBE Auctions.[10] Because volume executed in Electronic auction mechanisms, such as the Complex CUBE, has increased across the industry, the Exchange believes that, with the proposed modification, the Rebate would encourage more ATP Holders to try to achieve this Rebate by directing more auction-eligible Single-Leg and Complex CUBE order flow to the Exchange.[11]

Elimination of the Complex CUBE Cap Incentive

Currently, the Exchange offers an incentive for ATP Holders that achieve an increase over their January 2019 Initiating Complex CUBE Volume of at least 0.15% of TCADV (the ''Incentive''). Specifically, Firms that meet that volume level may include Broker Dealer Manual transactions and Broker Dealer QCC transactions under the Firm Fee Monthly Cap.[12]

The Exchange adopted the Incentive as a voluntary program to encourage ATP Holders to use Complex CUBE Auctions. However, because the Incentive program is underutilized (and therefore did not achieve its intended effect), the Exchange proposes to eliminate the Incentive from the Fee Schedule. The Exchange also proposes to delete text in the Fee Schedule describing incremental service fees applicable to firms that qualify for the Incentive, as such fees would no longer be applicable following the elimination of the Incentive.

The Exchange believes that the elimination of the Incentive would impact some firms that occasionally qualified for the Incentive and would no longer receive this benefit; however, given that the Incentive was underutilized, the Exchange believes that most ATP Holders would not be impacted by its removal.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with Section 6(b) of the Act,[13] in general, and furthers the objectives of Sections 6(b)(4) and (5) of the Act,[14] in particular, because it provides for the equitable allocation of reasonable dues, fees, and other charges among its members, issuers, and other persons using its facilities and does not unfairly discriminate between customers, issuers, brokers, or dealers.

The Proposed Rule Change Is Reasonable

The Exchange operates in a highly competitive market. The Commission has repeatedly expressed its preference for competition over regulatory intervention in determining prices, products, and services in the securities markets. In Regulation NMS, the Commission highlighted the importance of market forces in determining prices and SRO revenues and also recognized that current regulation of the market system ''has been remarkably successful in promoting market competition in its broader forms that are most important to investors and listed companies.'' [15]

There are currently 16 registered options exchanges competing for order flow. Based on publicly-available information, and excluding index-based options, no single exchange has more than 16% of the market share of executed volume of multiply-listed equity and ETF options trades.[16] Therefore, no exchange currently possesses significant pricing power in the execution of multiply-listed equity and ETF options order flow. More specifically, in August 2020, the Exchange had less than 10% market share of executed volume of multiply-listed equity and ETF options trades.[17]

The Exchange's fees are constrained by intermarket competition, as ATP Holders may direct their order flow to any of the 16 options exchanges, including those with similarly structured incentive programs for auction participants.[18] Thus, ATP Holders have a choice of where they direct their order flow, including auction volume which, as noted above, has increased in the last year. The Exchange believes that the ever-shifting market share among the exchanges from month to month demonstrates that market participants can shift order flow, or discontinue or reduce use of certain categories of products, in response to fee changes. Accordingly, competitive forces constrain options exchange transaction fees. Stated otherwise, changes to exchange transaction fees and rebates can have a direct effect on the ability of an exchange to compete for order flow including auction volume which, as noted above, has increased in the last year.

The proposed rule change to modify the qualifying criteria for the Rebate is designed to continue to incent ATP Holders to direct liquidity to the Exchange in Electronic executions, similar to other exchange programs with competitive pricing programs, thereby promoting market depth, price discovery and improvement, and enhancing order execution opportunities for market participants. In particular, the Exchange believes it is reasonable to adjust the qualification criteria for the Rebate for Complex CUBE orders, as the incentive structure underlying the Rebate remains similar to credits and rebates offered by competing options exchanges for initiating auction participants and account for the increase in auction volume since late 2019.[19]

The proposed change is also reasonably designed to continue to encourage ATP Holders to participate in Complex CUBE Auctions and to continue to incent their Professional volume and their initiating Single-Leg

[8] *See* Fee Schedule, Section I.E., American Customer Engagement (''ACE'') Program.

[9] *See* Fee Schedule, Section I.G., Complex CUBE Auction, note 2.

[10] *See* proposed Fee Schedule, Section I.G., CUBE Auction Fees & Credits, Complex CUBE Auction, note 2.

[11] A daily analysis of OPRA trade codes indicates that auction volume has increased from 19.2% of all options industry volume at the end of 2019 to 23.4% at the end of June 2020. *See, e.g., https://www.nyse.com/data-insights/q2-2020-options-review.*

[12] *See* Fee Schedule, Section I.I., Firm Monthly Fee Cap.

[13] 15 U.S.C. 78f(b).

[14] 15 U.S.C. 78f(b)(4) and (5).

[15] *See* Securities Exchange Act Release No. 51808 (June 9, 2005), 70 FR 37496, 37499 (June 29, 2005) (S7–10–04) (''Reg NMS Adopting Release'').

[16] The OCC publishes options and futures volume in a variety of formats, including daily and monthly volume by exchange, available at: *https://www.theocc.com/market-data/volume/default.jsp.*

[17] Based on OCC data, the Exchange's market share in equity and ETF-based options increased from 7.73% for the month of August 2019 to 8.18% for the month of August 2020. *See id.*

[18] *See e.g.,* Cboe Exchange Inc. (''Cboe''), Fee Schedule, Volume Incentive Program, available at: *https://cdn.cboe.com/resources/membership/Cboe_FeeSchedule.pdf* (providing per contract credits on orders executed electronically in AIM based on qualifying volume from simple and complex auctions).

[19] *See, e.g., supra* notes 10 [sic] and 17 [sic] (regarding increase in industry-wide auction volumes and Cboe's Volume Incentive Program, respectively).

and Complex CUBE Orders to qualify for the Rebate. The Exchange believes that modifying the qualification bases to achieve the Rebate will continue to encourage greater use of CUBE Auctions by all ATP Holders, which may lead to greater opportunities to trade—and for price improvement—for all participants. In addition, because ATP Holders would be required to execute a minimum volume of 5,000 contracts ADV in the Professional range and also 15,000 contracts from Initiating CUBE Orders in Single-Leg and/or Complex CUBE Auctions to qualify for the proposed Rebate, the Exchange believes the proposed change would continue to incent providers of order flow to direct that order flow to the Exchange to receive the Rebate, thereby enabling the Exchange to improve its overall competitiveness and strengthen its market quality for all market participants. To the extent that the proposed modification continues to encourage the submission of Complex CUBE Orders, all market participants stand to benefit from increased liquidity, opportunities for price improvement, and increased order flow, which promotes market depth, facilitates tighter spreads, and enhances price discovery.

The Exchange believes that the proposed rule change to eliminate the Incentive is reasonable because this program is underutilized and has generally not served to encourage ATP Holders to bring liquidity or increase Broker-Dealer Manual and QCC order executions on the Exchange.

Against the backdrop of the competitive environment in which the Exchange operates, the Exchange believes that the proposed rule changes are a reasonable attempt by the Exchange to maintain its market share relative to its competitors.

The Proposed Rule Change Is an Equitable Allocation of Fees and Rebates

The Exchange believes the proposed rule change is an equitable allocation of its fees and credits. The proposed modification of the requirements to qualify for the Rebate is based on the amount and type of business transacted on the Exchange, and ATP Holders can opt to avail themselves of these incentives or not. Moreover, the proposal is designed to encourage ATP Holders to aggregate their executions at the Exchange as a primary execution venue. To the extent that the proposed change continues to attract more Complex CUBE (and Professional) volume to the Exchange, this increased order flow would continue to make the Exchange a more competitive venue for order execution. The proposed elimination of the Incentive is based on the underutilization of the Incentive to date. Accordingly, the Exchange believes that most ATP Holders would not be impacted, and the elimination of the Incentive program would make it unavailable to all ATP Holders alike. Thus, the Exchange believes the proposed rule change would improve market quality for all market participants on the Exchange and, as a consequence, continue to attract more order flow to the Exchange, thereby improving market-wide quality and price discovery.

The Proposed Rule Change Is Not Unfairly Discriminatory

The Exchange believes that the proposal is not unfairly discriminatory because the proposed modifications would be available to and impact all similarly situated market participants on an equal and non-discriminatory basis.

The Exchange's proposed modification to the Rebate is designed to continue to encourage greater use of the Complex CUBE Auctions, which may lead to greater opportunities to trade—and for price improvement—for all participants. The Exchange believes that the proposal is not unfairly discriminatory because it is based on the amount and type of business transacted by ATP Holders on the Exchange, and all ATP Holders are eligible for the Rebate if they meet the qualifying criteria but are under no obligation to achieve the Rebate. Rather, the proposal is designed to continue to encourage participants to utilize the Exchange as a primary trading venue (if they have not done so previously) or increase Electronic volume sent to the Exchange. To the extent that the proposed change continues to attract more executions to the Exchange, this increased order flow would continue to make the Exchange a more competitive venue for order execution. Thus, the Exchange believes the proposed rule change would continue to improve market quality for all market participants on the Exchange and, as a consequence, attract more order flow to the Exchange, thereby improving market-wide quality and price discovery. The resulting volume and liquidity would continue to provide more trading opportunities and tighter spreads to all market participants and thus would promote just and equitable principles of trade, remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, protect investors and the public interest.

The Exchange also believes that eliminating the Incentive program from the Fee Schedule is equitable and not unfairly discriminatory because the program would be eliminated in its entirety and would no longer be available to any ATP Holders.

Finally, the Exchange believes that it is subject to significant competitive forces, as described below in the Exchange's statement regarding the burden on competition.

B. Self-Regulatory Organization's Statement on Burden on Competition

In accordance with Section 6(b)(8) of the Act, the Exchange does not believe that the proposed rule change would impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. Instead, as discussed above, the Exchange believes that the proposed changes would continue to encourage the submission of additional liquidity to a public exchange, thereby promoting market depth, price discovery, and transparency and enhancing order execution opportunities for all market participants. As a result, the Exchange believes that the proposed changes further the Commission's goal in adopting Regulation NMS of fostering integrated competition among orders, which promotes ''more efficient pricing of individual stocks for all types of orders, large and small.'' [20]

Intramarket Competition. The proposed change to modify the criteria to qualify for the Rebate is designed to continue to attract order flow to the Exchange by offering competitive rates and credits based on increased volumes on the Exchange, which would enhance the quality of quoting and may increase the volumes of contracts traded on the Exchange. To the extent that this purpose is achieved, all of the Exchange's market participants should benefit from the continued market liquidity. Enhanced market quality and increased transaction volume that results from the increase in order flow directed to the Exchange will benefit all market participants and improve competition on the Exchange.

The Exchange believes that the proposed change to eliminate the Incentive would not affect intramarket competition because it has been underutilized, and thus most ATP Holders would not be impacted by its removal. Moreover, because only Firms that achieved a certain volume increase

[20] *See* Reg NMS Adopting Release, *supra* note 14 [sic], at 37499.

were eligible for the Incentive, the proposed elimination of the Incentive would remove a potential burden on competition in that it would level the playing field for all Firms operating on the Exchange.

Intermarket Competition. The Exchange operates in a highly competitive market in which market participants can readily favor one of the 16 competing option exchanges if they deem fee levels at a particular venue to be excessive. In such an environment, the Exchange must continually adjust its fees to remain competitive with other exchanges and to attract order flow to the Exchange. Based on publicly-available information, and excluding index-based options, no single exchange currently has more than 16% of the market share of executed volume of multiply-listed equity and ETF options trades.[21] Therefore, no exchange currently possesses significant pricing power in the execution of multiply-listed equity and ETF options order flow. More specifically, in August 2020, the Exchange had less than 10% market share of executed volume of multiply-listed equity and ETF options trades.[22]

The Exchange believes that the proposed rule change reflects this competitive environment because it modifies the Exchange's fees and rebates in a manner designed to encourage ATP Holders to direct trading interest to the Exchange, to provide liquidity and to attract order flow. To the extent that this purpose is achieved, all the Exchange's market participants should benefit from the improved market quality and increased opportunities for price improvement. The Exchange also believes that the proposed rule change reflects this competitive environment because it removes an underutilized Incentive that did not achieve its intended purpose of attracting order flow.

The Exchange believes that the proposed changes could promote competition between the Exchange and other execution venues, including those that currently offer similar pricing incentives, by encouraging additional orders to be sent to the Exchange for execution.[23]

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

No written comments were solicited or received with respect to the proposed rule change.

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

The foregoing rule change is effective upon filing pursuant to Section 19(b)(3)(A)[24] of the Act and subparagraph (f)(2) of Rule 19b–4[25] thereunder, because it establishes a due, fee, or other charge imposed by the Exchange.

At any time within 60 days of the filing of such 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 under Section 19(b)(2)(B)[26] of the Act 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 (*http://www.sec.gov/rules/sro.shtml*); or
- Send an email to *rule-comments@sec.gov.* Please include File Number SR–NYSEAMER–2020–84 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–NYSEAMER–2020–84. This file number should be included on the subject line if email is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's internet website (*http://www.sec.gov/rules/sro.shtml*). Copies of the 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 10:00 a.m. and 3:00 p.m. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change. Persons submitting comments are cautioned that we do not redact or edit personal identifying information from comment submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR–NYSEAMER–2020–84, and should be submitted on or before January 7, 2021.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[27]

J. Matthew DeLesDernier,

Assistant Secretary.

[FR Doc. 2020–27729 Filed 12–16–20; 8:45 am]

BILLING CODE 8011–01–P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–90646; File No. SR–FINRA–2020–034]

Self-Regulatory Organizations; Financial Industry Regulatory Authority, Inc.; Order Approving Proposed Rule Change To Modify TRACE Dissemination Protocols for Agency Pass-Through MBS or SBA-Backed ABS Traded in Specified Pool Transactions

December 11, 2020.

I. Introduction

On October 15, 2020, the Financial Industry Regulatory Authority, Inc. (''FINRA'') filed with the Securities and Exchange Commission (''Commission''), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934

[21] *See supra* note 15 [sic].

[22] Based on OCC data, the Exchange's market share in equity-based options increased from 7.73% for the month of August 2019 to 8.18% for the month of August 2020. *See supra* note 16 [sic].

[23] *See, e.g., supra* note 17 [sic].

[24] 15 U.S.C. 78s(b)(3)(A).

[25] 17 CFR 240.19b–4(f)(2).

[26] 15 U.S.C. 78s(b)(2)(B).

[27] 17 CFR 200.30–3(a)(12).