

(44 U.S.C. 3501 *et seq.*), the Securities and Exchange Commission (the “Commission”) has submitted to the Office of Management and Budget a request for extension of the previously approved collection of information discussed below.

Rule 11a-2 (17 CFR 270.11a-2) under the Investment Company Act of 1940 (15 U.S.C. 80a-1 *et seq.*) permits certain registered insurance company separate accounts, subject to certain conditions, to make exchange offers without prior approval by the Commission of the terms of those offers. Rule 11a-2 requires disclosure, in certain registration statements filed pursuant to the Securities Act of 1933 (15 U.S.C. 77a *et seq.*) of any administrative fee or sales load imposed in connection with an exchange offer.

The Commission staff estimates that 657 registrants are governed by Rule 11a-2. Based on this estimate, the total annual burden hours associated with the rule is estimated to be 657 hours. The estimated burden hours associated with rule 11a-2 has decreased by 19 hours from the current allocation of 676 hours. The decrease is due to a decrease in the number of registrants. The estimated external cost associated with this collection of information continues to be \$0. The Commission includes the estimated burden of complying with the information collection required by Rule 11a-2 in the total number of burden hours estimated for completing the relevant registration statements and reports the burden of Rule 11a-2 in the separate Paperwork Reduction Act (“PRA”) submissions for those registration statements (see the separate PRA submissions for Form N-3 (17 CFR 274.11b), Form N-4 (17 CFR 274.11c) and Form N-6 (17 CFR 274.11d). The Commission is requesting a burden of one hour for Rule 11a-2 for administrative purposes.

The estimate of average burden hours is made solely for the purposes of the PRA and is not derived from a comprehensive or even a representative survey or study of the costs of Commission rules or forms. The information collection requirements imposed by Rule 11a-2 are mandatory. Responses to the collection of information will not be kept confidential. 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 control number.

The public may view background documentation for this information collection at the following website: www.reginfo.gov. Find this particular information collection by selecting

“Currently under 30-day Review—Open for Public Comments” or by using the search function. Written comments and recommendations for the proposed information collection should be sent within 30 days of publication of this notice by February 21, 2024 to (i) MBX.OMB.OIRA.SEC_desk_officer@omb.eop.gov and (ii) David Bottom, Director/Chief Information Officer, Securities and Exchange Commission, c/o John Pezzullo, 100 F Street NE, Washington, DC 20549, or by sending an email to: PRA_Mailbox@sec.gov.

Dated: January 17, 2024.

Sherry R. Haywood,
Assistant Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[SEC File No. 270-236, OMB Control No. 3235-0222]

Submission for OMB Review; Comment Request; Extension: Rule 17f-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 (the “Commission”) has submitted to the Office of Management and Budget a request for extension of the previously approved collection of information discussed below.

Rule 17f-1 (17 CFR 270.17f-1) under the Investment Company Act of 1940 (the “Act”) (15 U.S.C. 80a) is entitled: “Custody of Securities with Members of National Securities Exchanges.” Rule 17f-1 provides that any registered management investment company (“fund”) that wishes to place its assets in the custody of a national securities exchange member may do so only under a written contract that must be ratified initially and approved annually by a majority of the fund’s board of directors. The written contract also must contain certain specified provisions. In addition, the rule requires an independent public accountant to examine the fund’s assets in the custody of the exchange member at least three times during the fund’s fiscal year. The rule requires the written contract and the certificate of each examination to be transmitted to the Commission. The purpose of the rule is to ensure the safekeeping of fund assets.

Commission staff estimates that each fund makes 1 response and spends an average of 3.5 hours annually in complying with the rule’s requirements. Commission staff estimates that on an annual basis it takes: (i) 0.5 hours for the board of directors¹ to review and ratify the custodial contracts; and (ii) 3 hours for the fund’s controller to assist the fund’s independent public auditors in verifying the fund’s assets.

Approximately 8 funds rely on the rule annually, with a total of 8 responses.² Thus, the total annual hour burden for Rule 17f-1 is approximately 28 hours.³

Funds that rely on Rule 17f-1 generally use outside counsel to prepare the custodial contract for the board’s review and to transmit the contract to the Commission. Commission staff estimates the cost of outside counsel to perform these tasks for a fund each year is \$1,130.⁴ Funds also must have an independent public accountant verify the fund’s assets three times each year and prepare the certificate of examination. Commission staff estimates the annual cost for an independent public accountant to perform this service is \$10,412.⁵ Therefore, the total annual cost burden for a fund that relies on Rule 17f-1 would be approximately \$11,542.⁶ As noted above, the staff estimates that 8 funds rely on Rule 17f-1 each year, for an estimated total annualized cost burden of \$92,336.⁷

The estimate of average burden hours is made solely for the purposes of the Paperwork Reduction Act, and is not derived from a comprehensive or even

¹ Estimates of the number of hours are based on conversations with representatives of mutual funds that comply with the rule; the actual number of hours may vary significantly depending on individual fund assets; the hour burden for Rule 17f-1 does not include preparing the custody contract because that would be part of customary and usual business practice.

² Based on a review of Form N-17f-1 filings over the last three years the Commission staff estimates that an average of 8 funds rely on Rule 17f-1 each year.

³ This estimate is based on the following calculation: (8 respondents × 3.5 hours = 28 hours); the annual burden for Rule 17f-1 does not include time spent preparing Form N-17f-1; the burden for Form N-17f-1 is included in a separate collection of information.

⁴ This estimate is based on the following calculation: (2 hours of outside counsel time × \$565 = \$1,130); the staff has estimated the average cost of outside counsel at \$565 per hour, based on information received from funds and their counsel.

⁵ This estimate is based on information received from fund representatives estimating the aggregate annual cost of an independent public accountant’s periodic verification of assets and preparation of the certificate of examination.

⁶ This estimate is based on the following calculation: \$1,130 + \$10,412 = \$11,542.

⁷ This estimate is based on the following calculation: (8 funds × \$11,542 = \$92,336).

a representative survey or study of the costs of Commission rules. Compliance with the collections of information required by Rule 17f-1 is mandatory for funds that place their assets in the custody of a national securities exchange member. Responses will not be kept confidential. 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 control number.

The public may view background documentation for this information collection at the following website: www.reginfo.gov. Find this particular information collection by selecting "Currently under 30-day Review—Open for Public Comments" or by using the search function. Written comments and recommendations for the proposed information collection should be sent within 30 days of publication of this notice by February 21, 2024 to (i) MBX.OMB.OIRA.SEC_desk_officer@omb.eop.gov and (ii) David Bottom, Director/Chief Information Officer, Securities and Exchange Commission, c/o John Pezzullo, 100 F Street NE, Washington, DC 20549, or by sending an email to: PRA_Mailbox@sec.gov.

Dated: January 17, 2024.

Sherry R. Haywood,
Assistant Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[SEC File No. 270-578, OMB Control No. 3235-0639]

Submission for OMB Review; Comment Request; Extension: Rule 12d1-4

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 (the "Commission") has submitted to the Office of Management and Budget ("OMB") a request for extension of the previously approved collection of information discussed below.

Rule 12d1-4 (17 CFR 270.12d1-4) under the Investment Company Act of 1940 (15 U.S.C. 80a-1 *et seq.*) ("Investment Company Act") permits certain registered funds and business development companies ("BDC") ("acquiring fund") that satisfy certain

conditions to acquire shares of other certain registered funds and BDCs ("acquired fund") in excess of the limits of section 12(d)(1) of the Act without obtaining an exemptive order from the Commission.¹ This collection of information is voluntary because rule 12d1-4 is an exemptive rule and, therefore, funds may choose not to rely on the proposed rule. 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. The purpose of the information collection requirement in rule 12d1-4 is to ensure both that the concerns that led Congress to adopt section 12(d)(1) are mitigated and that funds relying upon the rule as an exemption from that section comply with the rule's requirements. The following estimates of average internal burden hours are made solely for purposes of the Paperwork Reduction Act of 1995 (44 U.S.C. 3501 *et seq.*) and are not derived from a comprehensive or even representative survey or study of the cost of Commission rules and forms.

Voting Provisions. With respect to voting provisions, Commission staff estimates that 446 acquiring funds will be subject to the requirements in rule 12d1-4(b)(ii), 436 of which will be utilizing mirror voting and 10 of which will be utilizing pass-through voting.²

¹ See 17 CFR 270.12d1-4.

² 446 acquiring funds that will invest in open-end funds or UITs in reliance on rule 12d1-4 and beyond the 25% voting threshold = 4,061 series of management companies relying upon rule 12d1-4 or statutory exemption per Form N-CEN items C.7.1 and C.7.m (based on data as of December 2022, as derived from N-CEN filings through July 14, 2023) plus 37 acquiring BDCs (consistent with the prior renewal) and multiplied by 11% of acquiring funds that invest in at least one open-end fund or UIT beyond the 25% voting threshold of the rule (as estimated in the prior renewal); this estimate assumes that acquiring funds with current investments in other funds beyond the limits of section 12(d)(1) are subject to rule 12d1-4 at the same rate as the acquiring funds with current investments in other funds within the limits of section 12(d)(1); we lack structured data that would allow us to estimate the percentage of acquiring funds that are within the same group of investment companies as the acquired fund or the acquiring fund's investment sub-adviser or any person controlling, controlled by, or under common control with such investment sub-adviser acts as the acquired fund's investment adviser or depositor, and thus will be subject to the rule's voting condition; to avoid underestimating the costs associated with this aspect of rule 12d1-4, we assume that all the 446 acquiring funds will be subject to the rule's conditions; we estimate that of 10 funds will utilize pass-through voting in limited circumstances; in circumstances where all holders of the outstanding voting securities of the acquired fund are required by rule 12d1-4 or otherwise under section 12(d)(1) to mirror vote the securities of the acquired fund, the acquiring fund may use pass-through instead of mirror voting; it is estimated that (consistent with the prior renewal)

With respect to mirror voting, Commission staff estimates that, on average, internal counsel for such funds will spend 3 hours updating proxy voting policies and disclosures for such funds and 3 hours conducting voting procedures. Thus, the staff estimates that the annual hour burden of the collection of information imposed by the mirror voting provisions to be 6 hours per fund, resulting in a total burden of 2,616 hours.³

In addition to the mirror voting provisions of the rule, there are some circumstances in which the acquiring funds are the only shareholders of an acquired fund, and in such cases, pass-through voting may be used. Staff estimates that 10 funds will use pass-through voting. Staff estimates that internal counsel for such funds will spend 3 hours updating proxy voting policies and disclosures and 30 hours communicating with shareholders and voting accordingly. Thus, the staff estimates that the annual hour burden of the collection of information imposed by the pass-through provisions to be 33 hours per fund, resulting in a total burden of 330 hours.⁴

Combining the estimates for the mirror voting and pass-through voting calculations, staff estimates that 446 funds will spend a total of 2,946 hours complying with the voting provisions of the rule.⁵

Fund of Funds Investment

Agreements. With respect to the fund of funds investment agreement provisions, Commission staff estimates that 12,900 funds that do not have the same investment adviser are subject to the requirement to enter into an agreement prior to the purchase of acquired fund shares in excess of section 12(d)(1)'s limits.⁶ Commission staff estimates, however, that the majority of affected funds have already complied with this requirement and staff assumes that, absent structured data to further calculate, 645 funds (5% of affected

2.2% of acquiring funds that will invest in open-end funds or UITs in reliance on rule 12d1-4 and beyond the 25% voting threshold will use pass-through voting (*i.e.*, 2.2% of 446 acquiring funds equals 10 funds using pass-through voting).

³ This estimate is based on the following calculations: 2,616 = 6 hours × 436 funds.

⁴ This estimate is based on the following calculations: 330 hours (33 hours × 10 funds).

⁵ This estimate is based on the following calculations: 446 (436 + 10; combined total of funds using mirror voting and funds using pass-through voting); 2,946 (2,616 hours plus 330 hours).

⁶ This estimate is based on the number of acquiring-acquired fund pairs that do not share the same adviser as indicated in form N-PORT data between December 2022 and July 14, 2023 (18,695) and, consistent with the prior renewal, assumes that 69% of such acquiring-acquired fund pairs will be subject to rule 12d1-4 (*i.e.*, 12,900 = 18,695 × 0.69).