

disclosure of all the material terms of the CVR before listing the CVR; (2) under the CVR Continued Listing Standards of Proposed Rule 5732(d)(3), the \$1 million market value threshold requirement refers to Publicly Held Shares; (3) to initially list a CVR under Proposed Rule 5732(a)(4), the issuer's common stock must be compliant with the listing standards of the national securities exchange upon which the common stock is listed, irrespective of whether listing a Price-Based or Event-Based CVR; and (4) in Proposed Rule 5732(d)(4), for Event-Based CVRs, the primary equity security to which the Event-Based CVR is linked and the issuer's common stock must remain listed.

The Commission believes that Amendment No. 1 does not raise any novel regulatory issues from the original proposal, which was subject to a full notice and comment period during which no comments were received. Rather, Amendment No. 1 strengthens the original proposal by requiring the material terms of the CVR to be publicly disclosed prior to the Exchange listing of a CVR which will increase transparency to investors in CVRs and potential investors seeking to make an informed investment decision. In addition, the change to the continued listing standards to require the market value standard to include only Publicly Held Shares strengthens the requirements for continued listing in the original proposal and can help in ensuring adequate liquidity for continued listing of CVRs. Finally, the changes in Amendment No. 1 applicable to Nasdaq Proposed Rules 5732(a)(4) and (d)(4) provide additional specificity and clarity regarding the circumstances in which the Exchange would list and delist a CVR, which will provide additional protections for potential investors and current investors in CVRs. Accordingly, the Commission finds good cause, pursuant to Section 19(b)(2) of the Act,⁵³ to approve the proposed rule change, as modified by Amendment No. 1, on an accelerated basis.

VI. Conclusion

For the foregoing reasons, the Commission finds that the proposed rule change, as modified by Amendment No. 1, is consistent with the Act and the rules and regulations thereunder applicable to a national securities exchange.

It is therefore ordered, pursuant to Section 19(b)(2) of the Act,⁵⁴ that the proposed rule change (SR-NASDAQ-

2022-57), as modified by Amendment No. 1, be, and hereby is, approved.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.⁵⁵

Sherry R. Haywood,
Assistant Secretary.

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SECURITIES AND EXCHANGE COMMISSION

Sunshine Act Meetings

TIME AND DATE: 2:00 p.m. on Thursday, February 9, 2023.

PLACE: The meeting will be held via remote means and/or at the Commission's headquarters, 100 F Street NE, Washington, DC 20549.

STATUS: This meeting will be closed to the public.

MATTERS TO BE CONSIDERED:

Commissioners, Counsel to the Commissioners, the Secretary to the Commission, and recording secretaries will attend the closed meeting. Certain staff members who have an interest in the matters also may be present.

In the event that the time, date, or location of this meeting changes, an announcement of the change, along with the new time, date, and/or place of the meeting will be posted on the Commission's website at <https://www.sec.gov>.

The General Counsel of the Commission, or his designee, has certified that, in his opinion, one or more of the exemptions set forth in 5 U.S.C. 552b(c)(3), (5), (6), (7), (8), 9(B) and (10) and 17 CFR 200.402(a)(3), (a)(5), (a)(6), (a)(7), (a)(8), (a)(9)(ii) and (a)(10), permit consideration of the scheduled matters at the closed meeting.

The subject matter of the closed meeting will consist of the following topics:

- Institution and settlement of injunctive actions;
- Institution and settlement of administrative proceedings;
- Resolution of litigation claims; and
- Other matters relating to examinations and enforcement proceedings.

At times, changes in Commission priorities require alterations in the scheduling of meeting agenda items that may consist of adjudicatory, examination, litigation, or regulatory matters.

CONTACT PERSON FOR MORE INFORMATION: For further information, please contact Vanessa A. Countryman for the Office of the Secretary at (202) 551-5400.

Authority: 5 U.S.C. 552b.

Dated: February 2, 2023.

Vanessa A. Countryman,
Secretary.

[FR Doc. 2023-02576 Filed 2-2-23; 4:15 pm]

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DEPARTMENT OF TRANSPORTATION

Federal Aviation Administration

Notice of Request To Release Airport Property for Land Disposal at the Liberal Mid-America Regional Airport (LBL), Liberal, Kansas

AGENCY: Federal Aviation Administration (FAA), DOT.

ACTION: Notice of intent to rule on request to release airport property.

SUMMARY: The FAA proposes to rule and invites public comment on the release and sale of one parcel of land at the Liberal Mid-America Regional Airport (LBL), Liberal, Kansas.

DATES: Comments must be received on or before March 8, 2023.

ADDRESSES: Comments on this application may be mailed or delivered to the FAA at the following address: Amy J. Walter, Airports Land Specialist, Federal Aviation Administration, Airports Division, ACE-620G, 901 Locust Room 364, Kansas City, MO 64106.

In addition, one copy of any comments submitted to the FAA must be mailed or delivered to: Brian Fornwalt, Airport Manager, Liberal Mid-America Regional Airport, 302 Terminal Road, P.O. Box 2199, Liberal, KS 67901, (620) 626-0188.

FOR FURTHER INFORMATION CONTACT:

Amy J. Walter, Airports Land Specialist, Federal Aviation Administration, Airports Division, ACE-620G, 901 Locust Room 364, Kansas City, MO 64106, (816) 329-2603, amy.walter@faa.gov.

The request to release property may be reviewed, by appointment, in person at this same location.

SUPPLEMENTARY INFORMATION: The FAA invites public comment on the request to release approximately 0.87 acres of airport property at the Liberal Mid-America Regional Airport (LBL) under the provisions of 49 U.S.C. 47107(h)(2). The Airport Manager has requested from the FAA the release of a 0.87 acre parcel of airport property be released for sale for commercial development. The FAA determined the request to release and sell property at Liberal Mid-America Regional Airport (LBL) submitted by the Sponsor meets the procedural

⁵³ 15 U.S.C. 78s(b)(2).

⁵⁴ 15 U.S.C. 78s(b)(2).

⁵⁵ 17 CFR 200.30-3(a)(12).