

Rule 9b-1 (17 CFR 240.9b-1) sets forth the categories of information required to be disclosed in an options disclosure document (“ODD”) and requires the options markets to file an ODD with the Commission 60 days prior to the date it is distributed to investors. In addition, Rule 9b-1 provides that the ODD must be amended if the information in the document becomes materially inaccurate or incomplete and that amendments must be filed with the Commission 30 days prior to the distribution to customers. Finally, Rule 9b-1 requires a broker-dealer to furnish to each customer an ODD and any amendments prior to accepting an order to purchase or sell an option on behalf of that customer or when approving a customer’s account for options trading.

There are 16 options markets¹ that must comply with Rule 9b-1. These respondents work together to prepare a single ODD covering options traded on each market, as well as amendments to the ODD. These respondents file approximately 3 amendments per year. The staff calculates that the preparation and filing of amendments should take no more than eight hours per options market. Thus, the total time burden for options markets per year is approximately 384 hours (16 options markets × 8 hours per amendment × 3 amendments). The estimated cost for an in-house attorney is \$420 per hour,² resulting in a total internal cost of compliance for these respondents of approximately \$161,280 per year (384 hours at \$420 per hour).

In addition, approximately 1,020 broker-dealers³ must comply with Rule 9b-1. Each of these respondents will process an average of 3 new customers for options each week and, therefore, will have to furnish approximately 156

ODDs per year. The postal mailing or electronic delivery of the ODD takes respondents no more than 30 seconds to complete for an annual compliance burden for each of these respondents of approximately 78 minutes or 1.3 hours. Thus, the total time burden per year for broker-dealers is approximately 1,326 hours (1,020 broker-dealers × 1.3 hours). The estimated cost for a general clerk of a broker-dealer is \$63 per hour,⁴ resulting in a total internal cost of compliance for these respondents of approximately \$83,538 per year (1,326 hours at \$63 per hour).

The total time burden for all respondents under this rule (both options markets and broker-dealers) is approximately 1,710 hours per year (384 + 1,326), and the total internal cost of compliance is approximately \$244,818 per year (\$161,280 + \$83,538).

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.

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 to (i) www.reginfo.gov/public/do/PRAMain and (ii) David Bottom, Director/Chief Information Officer, Securities and Exchange Commission, c/o Cynthia Roscoe, 100 F Street, NE, Washington, DC 20549, or by sending an email to: PRA_Mailbox@sec.gov.

Dated: May 12, 2021.

J. Matthew DeLesDernier,

Assistant Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-91834; File No. SR-ICC-2021-006]

Self-Regulatory Organizations; ICE Clear Credit LLC; Order Approving Proposed Rule Change Relating to the ICC Clearing Rules and ICC Exercise Procedures

May 11, 2021.

I. Introduction

On March 25, 2021, ICE Clear Credit LLC (“ICC”) filed with the Securities and Exchange Commission, pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Act”)¹ and Rule 19b-4 thereunder,² a proposed rule change to revise the ICC Clearing Rules (the “Rules”) and the ICC Exercise Procedures (“Exercise Procedures”) in connection with the clearing of credit default index Swaptions (“Index Swaptions”).³ The proposed rule change was published for comment in the **Federal Register** on April 7, 2021.⁴ The Commission did not receive comments regarding the proposed rule change. For the reasons discussed below, the Commission is approving the proposed rule change.

II. Description of the Proposed Rule Change

ICC proposes revising its Rules and Exercise Procedures related to the clearing of Index Swaptions.⁵ In the case of Index Swaptions cleared by ICC, the underlying index credit default swap is limited to certain CDX and iTraxx index credit default swaps that are accepted for clearing by ICC and which would be automatically cleared by ICC upon exercise of the Index Swaption. ICC proposes minor revisions to support the clearing of Index Swaptions, including updates related to iTraxx Index Swaptions, an enhancement to the exercise and assignment process, and other clarifications.

A. Rule Amendments

The proposed amendments consist of minor revisions to Rule 26R-319, which addresses procedures for settlement of an exercised Index Swaption.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ Capitalized terms used but not defined herein have the meanings specified in the Rules.

⁴ Self-Regulatory Organizations; ICE Clear Credit LLC; Notice of Proposed Rule Change Relating to the ICC Clearing Rules and ICC Exercise Procedures, Exchange Act Release No. 91450 (April 1, 2021), 86 FR 18087 (April 7, 2021) (“Notice”).

⁵ The description of the proposed rule change is excerpted from the Notice.

¹ The sixteen options markets are as follows: BOX Exchange LLC, Cboe BZX Exchange, Inc., Cboe C2 Exchange, Inc., Cboe EDGX Exchange, Inc., Cboe Exchange, Inc., Miami International Securities Exchange LLC, MIAX Emerald, LLC, MIAX PEARL, LLC, Nasdaq BX, Inc., Nasdaq GEMX, LLC, Nasdaq ISE, LLC, Nasdaq MRX, LLC, Nasdaq PHLX LLC, Nasdaq Options Market (NOM), NYSE Arca, Inc., and NYSE American LLC.

² SIFMA did its last annual survey in 2013 and will not resume the survey process. Accordingly, the \$420 figure is based on the 2013 figure (\$380) adjusted by the inflation rate calculated using the Bureau of Labor Statistics’ CPI Inflation Calculator. The \$380 per hour figure for an Attorney is from SIFMA’s *Management & Professional Earnings in the Securities Industry 2013*, modified by Commission staff to account for an 1,800-hour work-year and multiplied by 5.35 to account for bonuses, firm size, employee benefits and overhead.

³ The estimate of 1,020 broker-dealers required to comply with Rule 9b-1 is derived from Item 12 of the Form BD (OMB Control No. 3235-0012). This estimate may be high as it includes broker-dealers that engage in only a proprietary business, and as a result are not required to deliver an ODD, as well as those broker-dealers subject to Rule 9b-1.

⁴ The \$63 figure is based on the 2013 figure (\$57) adjusted for inflation. See *supra* note 2. As noted above, SIFMA did its last annual survey in 2013 and will not resume the survey process.

Accordingly, the \$63 figure is based on the 2013 figure (\$57) adjusted for inflation. The \$57 per hour figure for a General Clerk is from SIFMA’s *Office Salaries in the Securities Industry 2013*, modified by Commission staff to account for an 1,800-hour work-year and multiplied by 2.93 to account for bonuses, firm size, employee benefits and overhead. The staff believes that the ODD would be mailed or electronically delivered to customers by a general clerk of the broker-dealer or some other equivalent position.

Additional settlements may be required under Rule 26R–319(b) if one or more Credit Events has occurred with respect to the underlying index at or prior to the expiration date of the Index Swaption. Regarding the determination of Index Swaption settlement amounts, Rule 26R–319(b)(ii) currently contemplates the inclusion of an additional accrual-related component (“Additional Accrual”). However, ICC Circular 2020/070 describes how ICC determines settlement amounts for cleared Index Swaptions and states that, in light of industry discussions, the Additional Accrual for such transactions will be zero. Amended Rule 26R–319(b)(ii) would omit the description of the Additional Accrual, which would be zero for settlement of Index Swaptions. The circular and presentation on the determination of Index Swaption settlement amounts would remain on ICC’s website.

Regarding iTraxx Index Swaptions, ICC proposes to amend Rule 26R–319(c), which applies in the case of a relevant M(M)R Restructuring Credit Event, which is when the restructuring of debt constitutes a credit event that triggers a CDS contract. Minor streamlining revisions to the exercise process rules include the proposed omission of paragraph (i) related to the delivery of MP Notices by Swaption Buyer and Swaption Sellers. Further, ICC does not propose any changes to paragraph (ii), which details how an Underlying New Trade comes into effect. An Underlying New Trade remains defined in Rule 26R–102 as a new single name CDS trade that would arise upon exercise of an Index Swaption where a relevant Restructuring Credit Event, if applicable, has occurred with respect to a reference entity in the relevant index. ICC also proposes to amend paragraph (iii) and remove paragraph (iv) which currently discuss the treatment of the Underlying New Trade in respect of the Event Determination Date. Instead, amended paragraph (iii) would discuss the treatment of the Underlying New Trade depending on whether the expiration date occurred prior to, or on or following, the commencement of the Credit Event Notice Triggering Period (as defined in the Restructuring Procedures). If the expiration date occurs prior to commencement of the period, the Underlying New Trade will be subject to the provisions of the CDS Restructuring Rules in Subchapter 26E (and may become a Triggered Restructuring CDS Transaction thereunder). If the Expiration Date occurs on or following commencement

of such period, neither party will be permitted to deliver an MP Notice, the Underlying New Trade cannot become a Triggered Restructuring CDS Transaction and no Event Determination Date or settlement will occur.

B. Exercise Procedures

The Exercise Procedures supplement the provisions of Subchapter 26R of the Rules with respect to Index Swaptions and provide further detail as to the manner in which Index Swaptions may be exercised by Swaption Buyers, the manner in which ICC will assign such exercises to Swaption Sellers, and certain actions that ICC may take in the event of technical issues.

The proposal would enhance the exercise and assignment process in the Exercise Procedures. Specifically, the proposal would revise the definition of Pre-Exercise Notification Period in Paragraph 1 to reference Paragraph 2.2(e) in respect of the Pre-Exercise Notification Period. Paragraph 2.2(e) describes the Pre-Exercise Notification Period during which an exercising party can submit, modify, and/or withdraw preliminary exercise notices. The Exercise Procedures allow firms to submit preliminary exercise notices such that the preliminary instructions can be used as the final exercise instructions in the event of a communications failure during the exercise window. The proposed changes would allow ICC to identify each exercising party’s “in the money” Index Option open positions for the relevant expiration date and submit, on behalf of the exercising party, preliminary exercise notices for all such in “the money” positions. Such preliminary exercise notices submitted by ICC for an exercising party may be modified or withdrawn by the exercising party during the Pre-Exercise Notification Period. Additionally, the proposal would make a related change to Paragraph 2.2(i) to reference ICC’s ability to submit, on behalf of an exercising party, a preliminary exercise notice.

The proposal would also update Paragraphs 2.6 and 2.8, which include procedures to address a failure of the electronic system established by ICC for exercise. In such case, Paragraph 2.6 provides ICC with several options including, canceling and rescheduling the Exercise Period (*i.e.*, the period on the expiration date of an Index Swaption during which the Swaption Buyer may deliver an exercise notice to ICC to exercise all or part of such Index Swaption). The proposed changes would clarify that canceling and rescheduling the Exercise Period may

include scheduling a new Pre-Exercise Notification Period, in which case any preliminary exercise notices and exercise notices submitted prior will be ineffective. Paragraph 2.8 addresses the situation where ICC will automatically exercise on the expiration date each open position (of all exercising parties) in an Index Swaption that is determined by ICC to be “in the money” on such date. The proposal would include additional language relating to its determination of whether an Index Swaption is “in the money” in connection with the clearing of iTraxx Index Swaptions.

III. Discussion and Commission Findings

Section 19(b)(2)(C) of the Act directs the Commission to approve a proposed rule change of a self-regulatory organization if it finds that the proposed rule change is consistent with the requirements of the Act and the rules and regulations thereunder applicable to the organization.⁶ For the reasons given below, the Commission finds that the proposed rule change is consistent with Section 17A(b)(3)(F) of the Act⁷ and Rules 17Ad–22(e)(1) and 17Ad–22(e)(17)(i) and (ii) thereunder.⁸

A. Consistency With Section 17A(b)(3)(F) of the Act

Section 17A(b)(3)(F) of the Act requires, among other things, that the rules of ICC be designed to promote the prompt and accurate clearance and settlement of securities transactions and, to the extent applicable, derivative agreements, contracts, and transactions, to assure the safeguarding of securities and funds which are in the custody or control of ICC or for which it is responsible, and, in general, to protect investors and the public interest.⁹

As discussed above, the proposed rule change would make minor revisions to the Rules for settlement of an exercised Index Swaption. Specifically, the proposal would revise Rule 26R–319(b)(ii) to remove the description of the Additional Accrual in the determination of Index Swaption settlement amounts. The Commission believes this minor revision helps to simplify ICC’s settlement rules with respect to settlement of Index Swaptions, for which the Additional Accrual will be zero, which could make it easier to understand the potential Index Swaption settlement amounts easier, thereby promoting the prompt

⁶ 15 U.S.C. 78s(b)(2)(C).

⁷ 15 U.S.C. 78q–1(b)(3)(F).

⁸ 17 CFR 240.17Ad–22(e)(1), (e)(17)(i) and (ii).

⁹ 15 U.S.C. 78q–1(b)(3)(F).

and accurate settlement of securities transactions.

Additionally, the proposal would amend ICC's Rules to omit and revise certain other information. Specifically, the proposal would amend Rule 26R–319(c), which applies in the case of a relevant M(M)R Restructuring Credit Event, by omitting a paragraph (i) related to the delivery of MP Notices by Swaption Buyers and Sellers, and removing paragraph (iv), which currently discusses the treatment of the Underlying New Trade in respect of the Event Determination Date. Instead, the proposed language in paragraph (iii) would discuss the treatment of the Underlying New Trade depending on whether the expiration date occurred prior to, or on or following, the commencement of the CEN Triggering Period. If the expiration date occurs prior to commencement of the period, the Underlying New Trade will be subject to the provisions of the CDS Restructuring Rules in Subchapter 26E. If the Expiration Date occurs on or following commencement of such period, neither party will be permitted to deliver an MP Notice, the Underlying New Trade cannot become a Triggered Restructuring CDS Transaction and no Event Determination Date or settlement will occur. The Commission believes that this proposed revision will ensure that only trades meeting the timing of the triggering period will be settled. This, in turn, promotes accurate clearance and settlement during specified periods as well as assuring the safeguarding of securities or funds in ICC's custody or control or for which it is responsible by ensuring only appropriate securities and funds are exchanged.

Further, as noted above, the Exercise Procedures supplement the provisions of Subchapter 26R of the Rules with respect to Index Swaptions and provide further detail as to the manner in which Index Swaptions may be exercised by Swaption Buyers, the manner in which ICC will assign such exercises to Swaption Sellers, and certain actions that ICC may take in the event of technical issues. First, the definition of Pre-Exercise Notification Period has been revised to include a reference to Paragraph 2.2(e), which itself describes the Pre-Exercise Notification Period during which an exercising party can submit, modify, and/or withdraw preliminary exercise notices such that the preliminary instructions can be used as the final exercise instructions in the event of a communications failure during the exercise window. The Commission believes that this proposed change enhances the definition of this

term by cross-referencing a more complete description of this period. Additionally, the proposal would revise Paragraph 2.2(e), which would allow ICC to identify each exercising party's "in the money" Index Option open positions for the relevant expiration date and submit, on behalf of the exercising party, preliminary exercise notices for all such "in the money" positions. Further, such preliminary exercise notices submitted by ICC for an exercising party may be modified or withdrawn by the exercising party during the Pre-Exercise Notification Period. Additionally, the proposal would make a related change to Paragraph 2.2(i) to reference ICC's ability to submit, on behalf of an exercising party, a preliminary exercise notice. The Commission believes that these proposed changes to the procedures related to the pre-exercise notification period would enhance the procedures by clarifying ICC's role in identifying each Exercising Party's "in the money" Index Option Open Positions for the relevant Expiration Date and submitting preliminary notices. The Commission believes that this should help the preliminary notification process operate smoothly and ensure that the preliminary instructions can be used as the final exercise instructions in the event of a communications failure during the exercise window, thereby increasing reliability of the process and helping to ensure prompt and accurate clearance and settlement of securities upon the exercise of Index Swaptions.

The proposed rule change would further revise the Exercise Procedures to account for the Pre-Exercise Notification Period during a systems failure. Specifically, as noted above, paragraph 2.6 provides ICC with several options including canceling and rescheduling the Exercise Period in the event of an exercise systems failure. The proposed changes would clarify that canceling and rescheduling the Exercise Period may include scheduling a new Pre-Exercise Notification Period, in which case any preliminary exercise notices and exercise notices submitted prior will be ineffective. The Commission believes that this proposed change would enhance the procedures by ensuring that pre-notifications do not result in erroneous exercises when there is a systems failure, thereby aiming to ensure accurate settlement and the safeguarding of securities and funds.

Paragraph 2.8 of the Exercise Procedures addresses the situation in which ICC will automatically exercise on the expiration date each open position in an Index Swaption that is

determined by ICC to be "in the money" on such date. As noted above, the Exercise Procedures would be amended to include additional language in this paragraph relating to its determination of whether an Index Swaption is "in the money." The Commission believes that this proposed change ensures that each of ICC's cleared products are appropriately and accurately exercised when there has been a systems failure, which in turn supports ICC's ability to promptly and accurately clear and settle securities transactions and safeguard securities and funds in its custody or control.

For the reasons stated above, the Commission finds that the proposed rule change should promote the prompt and accurate clearance and settlement of securities transactions and assure the safeguarding of securities and funds in ICC's custody and control or for which it is responsible, consistent with the Section 17A(b)(3)(F) of the Act.¹⁰

B. Consistency With Rule 17Ad–22(e)(1)

Rule 17Ad–22(e)(1) requires that ICC establish, implement, maintain and enforce written policies and procedures reasonably designed to provide for a well-founded, clear, transparent, and enforceable legal basis for each aspect of its activities in all relevant jurisdictions.¹¹ As discussed above, the proposed changes to the Rules and Procedures should provide clear guidance for ICC's clearance and settlement of Index Swaptions by removing from the rules the reference to the Additional Accrual in the determination of Index Swaption settlement amounts. Similarly, amending Rule 26R–319(c) as noted above, which applies in the case of a relevant M(M)R Restructuring Credit Event, should provide a clear basis for the treatment of the Underlying New Trade depending on whether the expiration date occurred prior to, or on or following, the commencement of the CEN Triggering Period.

Further, the Commission believes that in proposing changes to the procedures related to the pre-exercise notification period clarifying ICC's role in identifying each Exercising Party's "in the money" Index Option Open Positions for the relevant Expiration Date and submitting preliminary notices, the procedures would provide a clear basis for the use of the preliminary instructions such as the final exercise instructions in the event of a communications failure during the exercise window.

¹⁰ 15 U.S.C. 78q–1(b)(3)(F).

¹¹ 17 CFR 240.17Ad–22(e)(1).

For these reasons, the Commission finds that the proposed rule change is consistent with Rule 17Ad-22(e)(1).¹²

C. Consistency With Rule 17Ad-22(e)(17)

Rules 17Ad-22(e)(17)(i) and (ii) require that ICC establish, implement, maintain and enforce written policies and procedures reasonably designed to, as applicable, manage its operational risks by (i) identifying the plausible sources of operational risk, both internal and external, and mitigating their impact through the use of appropriate systems, policies, procedures, and controls, and (ii) ensuring that systems have a high degree of security, resiliency, operational reliability, and adequate, scalable capacity.¹³ The Commission believes that by allowing ICC to identify each exercising party's "in the money" Index Option open positions for the relevant expiration date and submit preliminary exercise notices for all such in "the money" positions, ICC can mitigate the impact of a technology or communication error because they can be used as the final exercise instructions in the event of a communications failure during the exercise window. The Commission believes that such procedures should help mitigate the impact from technical issues to ensure that the system has a high degree of security, resiliency, and operational reliability. Similarly, the Commission believes that the proposed changes to the Exercise Procedures that, in the event of an exercise system failure, clarify that canceling and rescheduling the Exercise Period may include scheduling a new Pre-Exercise Notification Period, in which case any preliminary exercise notices and exercise notices submitted prior will be ineffective, enhances operational reliability of ICC's systems.

For these reasons, the Commission finds that the proposed rule change is consistent with Rule 17Ad-22(e)(17)(i) and (ii).¹⁴

IV. Conclusion

On the basis of the foregoing, the Commission finds that the proposed rule change is consistent with the requirements of the Act, and in particular, with the requirements of Section 17A(b)(3)(F) of the Act¹⁵ and Rules 17Ad-22(e)(1) and 17Ad-22(e)(17)(i) and (ii).¹⁶

It is therefore ordered pursuant to Section 19(b)(2) of the Act¹⁷ that the proposed rule change (SR-ICC-2021-006), be, and hereby is, approved.¹⁸

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹⁹

J. Matthew DeLesDernier,

Assistant Secretary.

[FR Doc. 2021-10277 Filed 5-14-21; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-91839; File No. SR-Phlx-2021-28]

Self-Regulatory Organizations; Nasdaq PHLX LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Amend Various Phlx Listing Rules Related to Bid/Ask Differentials for Long-Term Options Series

May 11, 2021.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act"),¹ and Rule 19b-4 thereunder,² notice is hereby given that on May 4, 2021, Nasdaq PHLX LLC ("Phlx" or "Exchange") filed with the Securities and Exchange Commission ("SEC" or "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

The Exchange proposes to amend Phlx Rules at Options 2, Section 4, Obligations of Market Makers; Options 4, Section 8, Long-Term Options Contracts; Options 4A, Section 6, Position Limits; Options 4A, Section 12, Terms of Index Options Contracts; and Options 4C, Section 5, Series of U.S. Dollar-Settled Foreign Currency Options Contracts Open for Trading. The Exchange also proposes a technical amendment within Equity 11, Section 4, Payment on Delivery—Collect on Delivery.

The text of the proposed rule change is available on the Exchange's website at

<https://listingcenter.nasdaq.com/rulebook/phlx/rules>, at the principal office of the Exchange, and at the Commission's Public Reference Room.

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

The Exchange proposes to amend Options 2, Section 4, Obligations of Market Makers; Options 4, Section 8, Long-Term Options Contracts; Options 4A, Section 6, Position Limits; Options 4A, Section 12, Terms of Index Options Contracts; and Options 4C, Section 5, Series of U.S. Dollar-Settled Foreign Currency Options Contracts Open for Trading.

The Exchange also proposes a technical amendment within Equity 11, Section 4, Payment on Delivery—Collect on Delivery.

Bid/Ask Differentials for Long-Term Options Series

Phlx Options 4, Section 8(a), Options 4A, Section 12(b)(2) and Options 4C, Section 5(a)(1)(C) describes the bid/ask differentials for long-term options series for equity options, exchange-traded products, indexes, and U.S. dollar-settled foreign currencies, respectively. Currently, the bid/ask differentials shall not apply to such options series until the time to expiration is less than nine (9) months for equity options and exchange-traded products as provided for within Options 4, Section 8(a). Currently, bid/ask differentials shall not apply to such options series until the time to expiration is less than twelve (12) months for index options as provided for within Options 4A, Section 12(b)(2). Currently, bid/ask differentials shall not apply to such options series until the time to expiration is less than nine (9) months for U.S. dollar-settled foreign currency options as provided for within Options 4C, Section 5(a)(1)(C).

¹² 17 CFR 240.17Ad-22(e)(1).

¹³ 17 CFR 240.17Ad-22(e)(17)(i)-(ii).

¹⁴ 17 CFR 240.17Ad-22(e)(17)(i)-(ii).

¹⁵ 15 U.S.C. 78q-1(b)(3)(F).

¹⁶ 17 CFR 240.17Ad-22(e)(1), (e)(17)(i) and (ii).

¹⁷ 15 U.S.C. 78s(b)(2).

¹⁸ In approving the proposed rule change, the Commission considered the proposal's impact on efficiency, competition, and capital formation. 15 U.S.C. 78c(f).

¹⁹ 17 CFR 200.30-3(a)(12).

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.