• Send an email to *rule-comments@sec.gov.* Please include File Number SR–CBOE–2016–064 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–CBOE–2016–064. 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 Web site (*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 Web site 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; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR–CBOE–2016–064 and should be submitted on or before October 17, 2016.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[23]

Robert W. Errett,

Deputy Secretary.

[FR Doc. 2016–23044 Filed 9–23–16; 8:45 am]

BILLING CODE 8011–01–P

[23] 17 CFR 200.30–3(a)(12).

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–78882; File No. TP 16–13]

Order Granting Limited Exemptions From Exchange Act Rule 10b–17 and Rules 101 and 102 of Regulation M to Amplify YieldShares Prime 5 Dividend ETF Pursuant to Exchange Act Rule 10b–17(b)(2) and Rules 101(d) and 102(e) of Regulation M

September 20, 2016.

By letter dated September 20, 2016 (the ''Letter''), as supplemented by conversations with the staff of the Division of Trading and Markets, counsel for Amplify ETF Trust (the ''Trust'') on behalf of the Trust, Amplify YieldShares Prime 5 Dividend ETF (the ''Fund''), any national securities exchange on or through which shares of the Fund (''Shares'') are listed and may subsequently trade, and persons or entities engaging in transactions in Shares (collectively, the ''Requestors''), requested exemptions, or interpretive or no-action relief, from Rule 10b–17 of the Securities Exchange Act of 1934, as amended (''Exchange Act''), and Rules 101 and 102 of Regulation M, in connection with secondary market transactions in Shares and the creation or redemption of aggregations of Shares of 50,000 shares (''Creation Units'').

The Trust is registered with the Securities and Exchange Commission (''Commission'') under the Investment Company Act of 1940, as amended (''1940 Act''), as an open-end management investment company. The Fund seeks to track the performance of an underlying index, the Prime 5 US Dividend ETF Index (''Underlying Index''). The Underlying Index seeks to provide exposure to the five highest-ranked dividend ETFs based on the index provider's scoring and selection criteria.

The Fund will seek to track the performance of its Underlying Index by normally investing at least 80% of its total assets in the underlying exchange-traded funds that comprise the Underlying Index.[1] In light of the composition of the Underlying Index, the Fund intends to operate as an ''ETF of ETFs.'' Except for the fact that the Fund will operate as an ETF of ETFs, the Fund will operate in a manner identical to the underlying ETFs.

The Requestors represent, among other things, the following:

• Shares of the Fund will be issued by the Trust, an open-end management investment company that is registered with the Commission;

• Creation Units will be continuously redeemable at the net asset value (''NAV'') next determined after receipt of a request for redemption by the Fund, and the secondary market price of the Shares should not vary substantially from the NAV of such Shares;

• Shares of the Fund will be listed and traded on BATS Exchange Inc. or another exchange in accordance with exchange listing standards that are, or will become, effective pursuant to Section 19(b) of the Exchange Act (the ''Listing Exchange''); [2]

• The Fund seeks to track the performance of the Underlying Index, all the components of which have publicly available last sale trade information;

• The Listing Exchange will disseminate continuously every 15 seconds throughout the trading day, through the facilities of the Consolidated Tape Association, the market value of a Share;

• The Listing Exchange, market data vendors or other information providers will disseminate, every 15 seconds throughout the trading day, a calculation of the intraday indicative value of a Share;

• On each business day before the opening of business on the Listing Exchange, the Fund will cause to be published through the National Securities Clearing Corporation the list of the names and the quantities of securities of the Fund's portfolio that will be applicable that day to creation and redemption requests;

• The arbitrage mechanism will be facilitated by the transparency of the Fund's portfolio and the availability of the intraday indicative value, the liquidity of securities held by the Fund, the ability to acquire such securities, as well as arbitrageurs' ability to create workable hedges;

• The Fund will invest solely in liquid securities;

• The Fund will invest in securities that will facilitate an effective and efficient arbitrage mechanism and the ability to create workable hedges;

• All ETFs in which the Fund invests will either meet all conditions set forth in one or more class relief letters, will have received individual relief from the Commission, will be able to rely on individual relief even though they are not named parties, or will be able to rely

[1] The remaining 20% may be invested in securities with maturities of less than one year or cash equivalents, or the Fund may hold cash.

[2] Further, the Letter states that should the Shares also trade on a market pursuant to unlisted trading privileges, such trading will be conducted pursuant to self-regulatory organization rules that are or will become effective pursuant to Section 19(b) of the Exchange Act.

on applicable class relief for actively-managed ETFs;

- The Trust believes that arbitrageurs are expected to take advantage of price variations between the Fund's market price and its NAV; and
- A close alignment between the market price of Shares and the Fund's NAV is expected.

Regulation M

While redeemable securities issued by an open-end management investment company are excepted from the provisions of Rules 101 and 102 of Regulation M, the Requestors may not rely upon those exceptions for the Shares.[3] However, we find that it is appropriate in the public interest and is consistent with the protection of investors to grant a conditional exemption from Rules 101 and 102 to persons who may be deemed to be participating in a distribution of Shares of the Fund as described in more detail below.

Rule 101 of Regulation M

Generally, Rule 101 of Regulation M is an anti-manipulation rule that, subject to certain exceptions, prohibits any ''distribution participant'' and its ''affiliated purchasers'' from bidding for, purchasing, or attempting to induce any person to bid for or purchase any security that is the subject of a distribution until after the applicable restricted period, except as specifically permitted in the Rule. Rule 100 of Regulation M defines ''distribution'' to mean any offering of securities that is distinguished from ordinary trading transactions by the magnitude of the offering and the presence of special selling efforts and selling methods. The provisions of Rule 101 of Regulation M apply to underwriters, prospective underwriters, brokers, dealers, or other persons who have agreed to participate or are participating in a distribution of securities. The Shares are in a continuous distribution and, as such, the restricted period in which distribution participants and their affiliated purchasers are prohibited from bidding for, purchasing, or attempting to induce others to bid for or purchase extends indefinitely.

Based on the representations and facts presented in the Letter, particularly that the Trust is a registered open-end management investment company, that Creation Unit size aggregations of the Shares of the Fund will be continuously redeemable at the NAV next determined after receipt of a request for redemption by the Fund, and that a close alignment between the market price of Shares and the Fund's NAV is expected, the Commission finds that it is appropriate in the public interest and consistent with the protection of investors to grant the Trust an exemption under paragraph (d) of Rule 101 of Regulation M with respect to the Fund, thus permitting persons participating in a distribution of Shares of the Fund to bid for or purchase such Shares during their participation in such distribution.[4]

Rule 102 of Regulation M

Rule 102 of Regulation M prohibits issuers, selling security holders, and any affiliated purchaser of such person from bidding for, purchasing, or attempting to induce any person to bid for or purchase a covered security during the applicable restricted period in connection with a distribution of securities effected by or on behalf of an issuer or selling security holder.

Based on the representations and facts presented in the Letter, particularly that the Trust is a registered open-end management investment company, that Creation Unit size aggregations of the Shares of the Fund will be continuously redeemable at the NAV next determined after receipt of a request for redemption by the Fund, and that a close alignment between the market price of Shares and the Fund's NAV is expected, the Commission finds that it is appropriate in the public interest and consistent with the protection of investors to grant the Trust an exemption under paragraph (e) of Rule 102 of Regulation M with respect to the Fund, thus permitting the Fund to redeem Shares of the Fund during the continuous offering of such Shares.

Rule 10b–17

Rule 10b–17, with certain exceptions, requires an issuer of a class of publicly traded securities to give notice of certain specified actions (for example, a dividend distribution) relating to such class of securities in accordance with Rule 10b–17(b). Based on the representations and facts in the Letter, and subject to the conditions below, the Commission finds that it is appropriate in the public interest, and consistent with the protection of investors to grant the Trust a conditional exemption from Rule 10b–17 because market participants will receive timely notification of the existence and timing of a pending distribution, and thus the concerns that the Commission raised in adopting Rule 10b–17 will not be implicated.[5]

Conclusion

It is hereby ordered, pursuant to Rule 101(d) of Regulation M, that the Trust, based on the representations and facts presented in the Letter, is exempt from the requirements of Rule 101 with respect to the Fund, thus permitting persons who may be deemed to be participating in a distribution of Shares of the Fund to bid for or purchase such Shares during their participation in such distribution.

It is further ordered, pursuant to Rule 102(e) of Regulation M, that the Trust, based on the representations and the facts presented in the Letter, is exempt from the requirements of Rule 102 with respect to the Fund, thus permitting the Fund to redeem Shares of the Fund during the continuous offering of such Shares.

It is further ordered, pursuant to Rule 10b–17(b)(2), that the Trust, based on the representations and the facts presented in the Letter and subject to the conditions below, is exempt from the requirements of Rule 10b–17 with respect to transactions in the shares of the Fund.

This exemptive relief is subject to the following conditions:

- The Trust will comply with Rule 10b–17 except for Rule 10b–17(b)(1)(v)(a) and (b); and
- The Trust will provide the information required by Rule 10b–17(b)(1)(v)(a) and (b) to the Listing Exchange as soon as practicable before trading begins on the ex-dividend date, but in no event later than the time when the Listing Exchange last accepts information relating to distributions on the day before the ex-dividend date.

This exemptive relief is subject to modification or revocation at any time the Commission determines that such action is necessary or appropriate in furtherance of the purposes of the Exchange Act. This exemption is based

[3] While ETFs operate under exemptions from the definitions of ''open-end company'' under Section 5(a)(1) of the 1940 Act and ''redeemable security'' under Section 2(a)(32) of the 1940 Act, the Fund and its securities do not meet those definitions.

[4] Additionally, we confirm the interpretation that a redemption of Creation Unit size aggregations of Shares of the Fund and the receipt of securities in exchange by a participant in a distribution of Shares of the Fund would not constitute an ''attempt to induce any person to bid for or purchase, a covered security during the applicable restricted period'' within the meaning of Rule 101 of Regulation M and therefore would not violate that rule.

[5] We also note that timely compliance with Rule 10b–17(b)(1)(v)(a) and (b) would be impractical in light of the nature of the Fund. This is because it is not possible for the Fund to accurately project ten days in advance what dividend, if any, would be paid on a particular record date. Further, the Commission finds, based upon the representations of the Requestors in the Letter, that the provision of the notices as described in the Letter and subject to the conditions of this Order would not constitute a manipulative or deceptive device or contrivance comprehended within the purpose of Rule 10b–17.

on the facts presented and the representations made in the Letter. Any different facts or representations may require a different response. Persons relying upon this exemptive relief shall discontinue transactions involving the Shares of the Fund, pending presentation of the facts for the Commission's consideration, in the event that any material change occurs with respect to any of the facts or representations made by the Requestors and, as is the case with all preceding letters, particularly with respect to the close alignment between the market price of Shares and the Fund's NAV. In addition, persons relying on this exemption are directed to the anti-fraud and anti-manipulation provisions of the Exchange Act, particularly Sections 9(a), 10(b), and Rule10b–5 thereunder. Responsibility for compliance with these and any other applicable provisions of the federal securities laws must rest with the persons relying on this exemption. This Order should not be considered a view with respect to any other question that the proposed transactions may raise, including, but not limited to the adequacy of the disclosure concerning, and the applicability of other federal or state laws to, the proposed transactions.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[6]

Robert W. Errett,

Deputy Secretary.

[FR Doc. 2016–23043 Filed 9–23–16; 8:45 am]

BILLING CODE 8011–01–P

[6] 17 CFR 200.30–3(a)(6) and (9).

SECURITIES AND EXCHANGE COMMISSION

Sunshine Act Meeting

Notice is hereby given that, pursuant to the provisions of the Government in the Sunshine Act, Public Law 99–409, the Securities and Exchange Commission will hold an Open Meeting on Wednesday, September 28, 2016, at 10:00 a.m., in the Auditorium, Room L–002.

The subject matter of the Open Meeting will be:

- The Commission will consider whether to adopt rules to establish enhanced standards for the operation and governance of certain clearing agencies pursuant to Section 17A of the Securities Exchange Act of 1934 and Title VIII of the Dodd-Frank Wall Street Reform and Consumer Protection Act.
- The Commission will consider whether to propose amendments to certain definitions in Rule 17Ad–22 related to clearing agencies pursuant to Section 17A of the Securities Exchange Act of 1934 and Title VIII of the Dodd-Frank Wall Street Reform and Consumer Protection Act.
- The Commission will consider whether to propose amendments to Rule 15c6–1 under the Securities Exchange Act of 1934 to shorten the standard settlement cycle for most broker-dealer transactions from three business days after the trade date to two business days after the trade date.

At times, changes in Commission priorities require alterations in the scheduling of meeting items.

For further information and to ascertain what, if any, matters have been added, deleted, or postponed, please contact Brent J. Fields in the Office of the Secretary at (202) 551–5400.

Dated: September 21, 2016.

Brent J. Fields,

Secretary.

[FR Doc. 2016–23325 Filed 9–22–16; 4:15 pm]

BILLING CODE 8011–01–P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–78888; File Nos. SR–NYSEARCA–2016–109; SR–NYSEMKT–2016–73]

Self-Regulatory Organizations; NYSE Arca, Inc.; NYSE MKT LLC; Order Approving Proposed Rule Changes To Provide for the Rejection of Certain Electronic Complex Orders

September 20, 2016.

I. Introduction

On August 3, 2016, NYSE Arca, Inc. (''NYSE Arca'') and NYSE MKT LLC (''NYSE MKT'') (each an ''Exchange'' and, together, the ''Exchanges'') filed with the Securities and Exchange Commission (the ''Commission''), pursuant to Section 19(b)(1)[1] of the Securities Exchange Act of 1934 (the ''Act''),[2] and Rule 19b–4 thereunder,[3] proposed rule changes to amend NYSE Arca Rule 6.91(b) and NYSE MKT Rule 980(d), respectively, to allow the Exchanges to reject certain Electronic Complex Orders.[4] The proposed rule changes were published for comment in the in the **Federal Register** on August 17, 2016.[5] The Commission received no comments regarding the proposals. This order approves the proposed rule changes.

II. Description of the Proposals

NYSE Arca and NYSE MKT each require market makers to use risk limitation mechanisms that automatically remove a market maker's quotes in all series of an options class when the market maker's risk settings are triggered.[6] The Exchanges state that the risk settings are designed to mitigate the risk of multiple executions against a market maker's quotes occurring simultaneously across multiple series and multiple options classes.[7] According to the Exchanges, the risk settings allow market makers to provide liquidity across potentially thousands of options series without being at risk of executing the full cumulative size of all of their quotes before being given adequate opportunity to adjust their quotes.[8]

An Electronic Complex Order may execute against quotes or individual orders comprising the Complex Order (the ''leg markets''), or against Electronic Complex Orders resting in the Consolidated Book.[9] An incoming Electronic Complex Order will execute against customer interest in the leg markets before executing against resting Electronic Complex Orders at the same price (*i.e.,* at the same total net debit or credit), provided that the leg market interest can execute the Electronic Complex Order in full or in a permissible ratio.[10] When an Electronic

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

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

[3] 17 CFR 240.19b–4.

[4] NYSE Arca Rule 6.91 defines ''Electronic Complex Order'' to mean, for purposes of that rule, ''any Complex Order as defined in Rule 6.62(e) or any Stock/Option Order or Stock/Complex Order as defined in Rule 6.62(h) that is entered into the NYSE Arca System.'' NYSE MKT Rule 980 defines ''Electronic Complex Order'' to mean, for purposes of that rule, ''any Complex Order as defined in Rule 900.3NY(e) that is entered into the System.''

[5] *See* Securities Exchange Act Release Nos. 78546 (August 11, 2016), 81 FR 54867 (''NYSE Arca Notice''); and 78544 (August 11, 2016), 81 FR 54893 (''NYSE MKT Notice'').

[6] *See* NYSE Arca Notice, 81 FR at 54868; and NYSE MKT Notice, 81 FR at 54893. Pursuant to NYSE Arca Rule 6.40(b)(3), (c)(3), and (d)(3), and NYSE MKT Rule 928(b)(3), (c)(3), and (d)(3), the Exchanges establish a time period during which their respective Systems calculate: (1) The number of trades executed by a market maker in a specified options class; (2) the volume of contracts executed by a market maker in a specified options class; or (3) the percentage of a market maker's quoted size in specified options class (the ''risk settings''). When a market maker has breached its risk settings (*i.e.,* has traded more than the contract or volume limit or cumulative percentage limit of a class during the specified measurement interval), each Exchange's System cancels all of the market maker's quotes in that class until the market maker notifies the Exchange that it will resume submitting quotes. *See id. See also* NYSE Arca Rule 6.40, Commentary .02; and NYSE MKT Rule 980NY, Commentary .02.

[7] *See* NYSE Arca Notice, 81 FR at 54868; and NYSE MKT Notice, 81 FR at 54894.

[8] *See id.*

[9] *See id. See also* NYSE Arca Rule 6.91(a)(2)(ii); and NYSE MKT Rule 980NY(c)(ii).

[10] *See id.*