

Rule 433 (17 CFR 230.433) governs the use and filing of free writing prospectuses under the Securities Act of 1933 (15 U.S.C. 77a *et seq.*). The purpose of Rule 433 is to reduce the restrictions on communications that an issuer can make to investors during a registered offering of its securities, while maintaining important investor protections. A free writing prospectus meeting the conditions of Rule 433(d)(1) must be filed with the Commission and is publicly available. We estimate that it takes approximately 1.28 burden hours per response to prepare a free writing prospectus and that the information is filed by 2,906 respondents approximately 5.4026 times per year for a total of 15,700 responses. We estimate that 25% of the 1.28 burden hours per response (0.32 hours) is prepared by the issuer for total annual reporting burden of approximately 5,024 hours (0.32 hours × 15,700 responses).

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 the background documentation for this information collection at the following Web site, [www.reginfo.gov](http://www.reginfo.gov). Comments should be directed to: (i) Desk Officer for the Securities and Exchange Commission, Office of Information and Regulatory Affairs, Office of Management and Budget, Room 10102, New Executive Office Building, Washington, DC 20503, or by sending an email to: [Shagufta Ahmed@omb.eop.gov](mailto:Shagufta_Ahmed@omb.eop.gov); and (ii) Pamela Dyson, Director/Chief Information Officer, Securities and Exchange Commission, c/o Remi Pavlik-Simon, 100 F Street NE., Washington, DC 20549 or send an email to: [PRA\\_Mailbox@sec.gov](mailto:PRA_Mailbox@sec.gov). Comments must be submitted to OMB within 30 days of this notice.

Dated: September 19, 2017.

**Eduardo A. Aleman,**

*Assistant Secretary.*

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## SECURITIES AND EXCHANGE COMMISSION

### Submission for OMB Review; Comment Request

*Upon Written Request, Copies Available From:* Securities and Exchange Commission, Office of FOIA Services, 100 F Street NE., Washington, DC 20549-2736

*Extension:*

Rule 203-2 and Form ADV-W; SEC File No. 270-40, OMB Control No. 3235-0313

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

The title for the collection of information is “Rule 203-2 (17 CFR 275.203-2) and Form ADV-W (17 CFR 279.2) under the Investment Advisers Act of 1940 (15 U.S.C. 80b).” Rule 203-2 under the Investment Advisers Act of 1940 establishes procedures for an investment adviser to withdraw its registration or pending registration with the Commission. Rule 203-2 requires every person withdrawing from investment adviser registration with the Commission to file Form ADV-W electronically on the Investment Adviser Registration Depository (“IARD”). The purpose of the information collection is to notify the Commission and the public when an investment adviser withdraws its pending or approved SEC registration. Typically, an investment adviser files a Form ADV-W when it ceases doing business or when it is ineligible to remain registered with the Commission.

The potential respondents to this information collection are all investment advisers registered with the Commission or have applications pending with the Commission. The Commission has estimated that compliance with the requirement to complete Form ADV-W imposes a total burden of approximately 0.75 hours (45 minutes) for an adviser filing for full withdrawal and approximately 0.25 hours (15 minutes) for an adviser filing for partial withdrawal. Based on historical filings, the Commission estimates that there are approximately 741 respondents annually filing for full withdrawal and approximately 130 respondents annually filing for partial withdrawal. Based on these estimates, the total estimated annual burden would be 588 hours ((741 respondents × .75 hours) + (130 respondents × .25 hours)).

Rule 203-2 and Form ADV-W do not require recordkeeping or records retention. The collection of information requirements under the rule and form are mandatory. The information collected pursuant to the rule and Form ADV-W are filings with the Commission. These filings are not 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 the background documentation for this information collection at the following Web site, [www.reginfo.gov](http://www.reginfo.gov). Comments should be directed to: (i) Desk Officer for the Securities and Exchange Commission, Office of Information and Regulatory Affairs, Office of Management and Budget, Room 10102, New Executive Office Building, Washington, DC 20503, or by sending an email to: [Shagufta Ahmed@omb.eop.gov](mailto:Shagufta_Ahmed@omb.eop.gov); and (ii) Pamela Dyson, Director/Chief Information Officer, Securities and Exchange Commission, c/o Remi Pavlik-Simon, 100 F Street NE., Washington, DC 20549 or send an email to: [PRA\\_Mailbox@sec.gov](mailto:PRA_Mailbox@sec.gov). Comments must be submitted to OMB within 30 days of this notice.

Dated: September 19, 2017.

**Eduardo A. Aleman,**

*Assistant Secretary.*

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## SECURITIES AND EXCHANGE COMMISSION

[SEC File No. 270-457, OMB Control No. 3235-0518]

### Submission for OMB Review; Comment Request

*Upon Written Request Copies Available From:* Securities and Exchange Commission, Office of FOIA Services, 100 F Street NE., Washington, DC 20549-2736

*Extension:*

Form CB

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 (“Commission”) has submitted to the Office of Management and Budget this request for extension of the previously approved collection of information discussed below.

Form CB (17 CFR 239.800) is a document filed in connection with a tender offer for a foreign private issuer. This form is used to report an issuer tender offer conducted in compliance with Exchange Act Rule 13e-4(h)(8) (17 CFR 240.13e-4(h)(8)), a third-party tender offer conducted in compliance with Exchange Act Rule 14d-1(c) (17 CFR 240.14d-1(c)) and a going private transaction conducted in accordance with Rule 13e-3(g)(6) (17 CFR 240.13e-3(g)(6)). Form CB is also used by a subject company pursuant to Exchange Act Rule 14e-2(d) (17 CFR 240.14e-

2(d)). This information is made available to the public. Information provided on Form CB is mandatory. Form CB takes approximately 0.5 hours per response to prepare and is filed by approximately 111 respondents annually. We estimate that 25% of the 0.5 hours per response (0.125 hours) is prepared by the respondent for an annual reporting burden of 14 hours (0.125 hours per response × 111 responses).

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 the background documentation for this information collection at the following Web site, [www.reginfo.gov](http://www.reginfo.gov). Comments should be directed to: (i) Desk Officer for the Securities and Exchange Commission, Office of Information and Regulatory Affairs, Office of Management and Budget, Room 10102, New Executive Office Building, Washington, DC 20503, or by sending an email to: [Shagufta Ahmed@omb.eop.gov](mailto:Shagufta.Ahmed@omb.eop.gov); and (ii) Pamela Dyson, Director/Chief Information Officer, Securities and Exchange Commission, c/o Remi Pavlik-Simon, 100 F Street NE., Washington, DC 20549 or send an email to: [PRA\\_Mailbox@sec.gov](mailto:PRA_Mailbox@sec.gov). Comments must be submitted to OMB within 30 days of this notice.

Dated: September 15, 2017.

**Eduardo A. Aleman,**

*Assistant Secretary.*

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## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-81646; File No. SR-ICC-2017-009]

### Self-Regulatory Organizations; ICE Clear Credit LLC; Order Approving Proposed Rule Change Relating to the Clearance of Additional Credit Default Swap Contracts

September 18, 2017.

#### I. Introduction

On June 13, 2017, ICE Clear Credit LLC (“ICC”) filed with the Securities and Exchange Commission (“Commission”), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”) <sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> a proposed rule change to revise the ICC Rulebook (the “Rules”) in order to provide for the clearance of

Standard Asia Corporate Single Name CDS contracts (collectively, “STASC Contracts”), Standard Asia Financial Corporate Single Name CDS contracts (collectively, “STASFC Contracts”), and Standard Emerging Market Corporate Single Name CDS contracts (collectively, “STEMC Contracts”). The proposed rule change was published for comment in the **Federal Register** on July 3, 2017.<sup>3</sup> The Commission did not receive comments on the proposed rule change. On August 17, 2017, the Commission designated a longer period for Commission action on the proposed rule change.<sup>4</sup> For the reasons discussed below, the Commission is approving the proposed rule change.

#### II. Description of the Proposed Rule Change

The purpose of this proposed rule change is to provide the basis for ICC to clear additional credit default swap contracts. Specifically, ICC has proposed amending Chapter 26 of the ICC Rules to add Subchapters 26O (providing for the clearance of STASC Contracts), 26P (providing for the clearance of STASFC Contracts), and 26Q (providing for the clearance of STEMC Contracts). ICC has represented that proposed Subchapters 26O and 26Q have terms similar to those Subchapters governing clearance of other corporate single name CDS contracts,<sup>5</sup> and that proposed Subchapter 26P has terms similar to those Subchapters governing clearance of other financial corporate single name CDS contracts.<sup>6</sup> Therefore, ICC states that the rules found in the new Subchapters 26O, 26P, and 26Q “largely mirror” the ICC Rules for currently cleared contracts, “with certain modifications that reflect differences in terms and market conventions.”<sup>7</sup> Each contract will be denominated in United States Dollars.<sup>8</sup> ICC has also represented that clearing of the additional STASC, STASFC, and STEMC Contracts will not require any changes to ICC’s Risk Management Framework or other policies and procedures constituting rules within the meaning of the Act.<sup>9</sup>

<sup>3</sup> Securities Exchange Act Release No. 34-81030 (June 27, 2017), 82 FR 30933 (July 3, 2017) (SR-ICC-2017-009) (“Notice”).

<sup>4</sup> Securities Exchange Act Release No. 34-81414 (August 17, 2017), 82 FR 40050 (August 23, 2017) (SR-ICC-2017-009).

<sup>5</sup> Notice, 82 FR at 30934.

<sup>6</sup> *Id.*

<sup>7</sup> *Id.*

<sup>8</sup> *Id.*

<sup>9</sup> *Id.*

#### 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 the Commission finds that the proposed rule change is consistent with the requirements of the Act and the rules and regulations thereunder applicable to such self-regulatory organization.<sup>10</sup> Section 17A(b)(3)(F) of the Act<sup>11</sup> requires that, among other things, that the rules of a clearing agency 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 the clearing agency or for which it is responsible and, in general, to protect investors and the public interest.

The Commission finds that the rule change is consistent with the requirements of Section 17A of the Act<sup>12</sup> and the rules and regulations thereunder applicable to ICC. The Commission has reviewed the terms and conditions of these contracts and has determined that they are substantially similar to those that ICC currently clears, the key difference being the underlying reference obligations. Moreover, the Commission has reviewed the Notice and ICC’s Rules, policies and procedures, which provide that the STASC, STASFC and STEMC Contracts will be cleared pursuant to ICC’s existing clearing arrangements and related financial safeguards, protections and risk management procedures.<sup>13</sup> In addition, the Commission has evaluated information submitted by ICC, including data on volume, open interest, and the number of ICC clearing participants (“CPs”) that currently trade in the STASC, STASFC and STEMC Contracts as well as certain model parameters for the additional STASC, STASFC and STEMC Contracts. Based on this review, the Commission finds that ICC’s rules, policies, and procedures are reasonably designed to price and measure the potential risk presented by these products; collect financial resources in proportion to such risk; and liquidate these products in the event of a CP default. Thus, the Commission finds that acceptance of the additional STASC, STASFC and STEMC Contracts, on the terms and conditions set out in ICC’s Rules, is consistent with the

<sup>10</sup> 15 U.S.C. 78s(b)(2)(C).

<sup>11</sup> 15 U.S.C. 78q-1(b)(3)(F).

<sup>12</sup> 15 U.S.C. 78q-1.

<sup>13</sup> Notice, 82 FR at 30934.

<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.