

**SECURITIES AND EXCHANGE COMMISSION**

[Release No. 34–83865; File No. SR–NASDAQ–2018–008]

**Self-Regulatory Organizations; The Nasdaq Stock Market LLC; Notice of Designation of a Longer Period for Commission Action on Proceedings To Determine Whether To Approve or Disapprove a Proposed Rule Change To Modify the Listing Requirements Contained in Listing Rule 5635(d) To Change the Definition of Market Value for Purposes of the Shareholder Approval Rule and Eliminate the Requirement for Shareholder Approval of Issuances at a Price Less Than Book Value but Greater Than Market Value**

August 16, 2018.

On January 30, 2018, The Nasdaq Stock Market LLC (“Nasdaq” or the “Exchange”) 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 modify the listing requirements contained in Nasdaq Rule 5635(d) to (1) change the definition of market value for purposes of shareholder approval under Nasdaq Rule 5635(d); (2) eliminate the requirement for shareholder approval of issuances at a price less than book value but greater than market value; and (3) make other conforming changes. The proposed rule change was published for comment in the **Federal Register** on February 20, 2018.<sup>3</sup> In response, the Commission received three comments on the proposal.<sup>4</sup> On April 4, 2018, the Commission extended the time period within which to approve the proposed rule change, disapprove the proposed rule change, or institute proceedings to determine whether to disapprove the proposed rule change to May 21, 2018.<sup>5</sup> The Commission issued an order instituting proceedings under Section 19(b)(2)(B) of the Act <sup>6</sup> to determine

whether to approve or disapprove the proposed rule change on May 21, 2018 (“OIP”).<sup>7</sup> The Commission received a letter from the Exchange in response to the OIP.<sup>8</sup>

Section 19(b)(2) of the Act <sup>9</sup> provides that, after initiating disapproval proceedings, the Commission shall issue an order approving or disapproving the proposed rule change not later than 180 days after the date of publication of notice of filing of the proposed rule change. The Commission may, however, extend the period for issuing an order approving or disapproving the proposed rule change by not more than 60 days if the Commission determines that a longer period is appropriate and publishes the reasons for such determination. The proposed rule change was published for notice and comment in the **Federal Register** on February 20, 2018.<sup>10</sup> August 19, 2018 is 180 days from that date, and October 18, 2018 is 240 days from that date.

The Commission finds it appropriate to designate a longer period within which to issue an order approving or disapproving the proposed rule change so that it has sufficient time to consider the proposed rule change and the comment letters. Accordingly, the Commission, pursuant to Section 19(b)(2) of the Act,<sup>11</sup> designates October 18, 2018, as the date by which the Commission shall either approve or disapprove the proposed rule change (File No. SR–NASDAQ–2018–008).

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>12</sup>

**Eduardo A. Aleman,***Assistant Secretary.*

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**BILLING CODE 8011–01–P****SECURITIES AND EXCHANGE COMMISSION**

[Release No. 34–83866; File No. SR–FINRA–2018–029]

**Self-Regulatory Organizations; Financial Industry Regulatory Authority, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Amend FINRA Rule 7620A Relating to Fees Applicable to the FINRA/Nasdaq Trade Reporting Facilities**

August 16, 2018.

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> notice is hereby given that on August 10, 2018, Financial Industry Regulatory Authority, Inc. (“FINRA”) 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 FINRA. FINRA has designated the proposed rule change as “establishing or changing a due, fee or other charge” under Section 19(b)(3)(A)(ii) of the Act <sup>3</sup> and Rule 19b–4(f)(2) thereunder,<sup>4</sup> which renders the proposal effective upon receipt of this filing by the Commission. 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**

FINRA is proposing to amend FINRA Rule 7620A to modify certain fees applicable to members that use the FINRA/Nasdaq Trade Reporting Facility Carteret (the “FINRA/Nasdaq TRF Carteret”) and the FINRA/Nasdaq Trade Reporting Facility Chicago (the “FINRA/Nasdaq TRF Chicago”) (collectively, the “FINRA/Nasdaq TRFs”).<sup>5</sup>

The text of the proposed rule change is available on FINRA’s website at

<sup>1</sup> 15 U.S.C. 78s(b)(1).<sup>2</sup> 17 CFR 240.19b–4.<sup>3</sup> 15 U.S.C. 78s(b)(3)(A)(ii).<sup>4</sup> 17 CFR 240.19b–4(f)(2).

<sup>5</sup> The Commission recently approved a proposed rule change to adopt rules relating to the establishment of the FINRA/Nasdaq TRF Chicago. See Securities Exchange Act Release No. 83559 (June 29, 2018), 83 FR 31589 (July 6, 2018) (Order Approving File No. SR–FINRA–2018–013). Among other things, the proposed rule change amended the Rule 7600A Series to provide that the schedules of credits and fees apply to reporting activity that occurs on either or both of the FINRA/Nasdaq TRFs and that a participant’s eligibility for any volume-based credits or fee caps will be determined based upon its aggregate reporting volume between the two FINRA/Nasdaq TRFs. SR–FINRA–2018–013 will be effective on the date that the FINRA/Nasdaq TRF Chicago commences operation, which FINRA anticipates will be in September 2018.

<sup>7</sup> See Securities Exchange Act Release No. 83294 (May 21, 2018), 83 FR 24379 (May 25, 2018).

<sup>8</sup> See Letter to Brent J. Fields, Secretary, Commission, from Arnold Golub, Vice President, Listing Qualifications, Deputy General Counsel, Nasdaq, dated July 18, 2018.

<sup>9</sup> 15 U.S.C. 78s(b)(2).<sup>10</sup> See *supra* note 3.<sup>11</sup> 15 U.S.C. 78s(b)(2).<sup>12</sup> 17 CFR 200.30–3(a)(57).<sup>1</sup> 15 U.S.C. 78s(b)(1).<sup>2</sup> 17 CFR 240.19b–4.

<sup>3</sup> See Securities Exchange Act Release No. 82702 (February 13, 2018), 83 FR 7269 (February 20, 2018).

<sup>4</sup> See Letters to Brent J. Fields, Secretary, Commission, from Michael A. Adelstein, Partner, Kelley Drye & Warren LLP, dated February 28, 2018; Penny Somer-Greif, Chair, and Gregory T. Lawrence, Vice-Chair, Committee on Securities Law of the Business Law Section of the Maryland State Bar Association, dated March 13, 2018; and Greg Rodgers, Latham Watkins, dated March 14, 2018.

<sup>5</sup> See Securities Exchange Act Release No. 82994 (April 4, 2018), 83 FR 15441 (April 10, 2018).

<sup>6</sup> 15 U.S.C. 78s(b)(2)(B).