

has received no comments on the proposed rule change. On March 9, 2020, the Exchange withdrew the proposed rule change (SR-CboeBZX-2019-076).

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>8</sup>

**J. Matthew DeLesDernier,**

*Assistant Secretary.*

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## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-88340; File No. 4-757]

### Reopening of Comment Period for Notice of Proposed Order Directing the Exchanges and the Financial Industry Regulatory Authority To Submit a New National Market System Plan Regarding Consolidated Equity Market Data

**AGENCY:** Securities and Exchange Commission.

**ACTION:** Reopening of comment period.

**SUMMARY:** The Securities and Exchange Commission (“Commission”) is reopening the comment period for a notice of proposed order (“Proposed Order”), which would require the participants in the existing national market system plans governing the public dissemination of real-time, consolidated equity market data for national market system stocks to propose a single, new equity data plan. The original comment period for the Proposed Order ended on February 28, 2020. The Commission is reopening the time period in which to provide the Commission with comments until March 20, 2020. This action will allow interested persons additional time to analyze the issues and prepare their comments.

**DATES:** The comment period for the Proposed Order published Jan. 14, 2020 (85 FR 2164), is reopened. Public comments are due on or before March 20, 2020.

**ADDRESSES:** Comments may be submitted by any of the following methods:

#### *Electronic Comments*

- Use the Commission’s internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an email to [rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include File Number 4-757 on the subject line

#### *Paper Comments*

- Send paper comments to Secretary, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549-1090.

All submissions should refer to File Number 4-757. This file number should be included on the subject line if email is used. To help us process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission’s internet website (<http://www.sec.gov/rules/proposed.shtml>). Copies of the all written statements with respect to the Proposed Order that are filed with the Commission, and all written communications relating to the Proposed Order 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 website 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. All comments received will be posted without change. Persons submitting comments are cautioned that we do not redact or edit personal identifying information from comment submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number 4-757 and should be submitted on or before March 20, 2020.

**SUPPLEMENTARY INFORMATION:** The Commission originally requested that comments on the Proposed Order be received by February 28, 2020.<sup>1</sup> The Commission has determined to reopen the comment period until March 20, 2020 to allow interested persons additional time to analyze the issues and prepare their comments.

By the Commission.

Dated: March 6, 2020.

**J. Matthew DeLesDernier,**

*Assistant Secretary.*

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**BILLING CODE 8011-01-P**

## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-88354; File No. SR-CboeBZX-2020-020]

### Self-Regulatory Organizations; Cboe BZX Exchange, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change Relating To Amend its Fee Schedule

March 10, 2020.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Act”),<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> notice is hereby given that on March 2, 2020, Cboe BZX Exchange, Inc. (the “Exchange” or “BZX”) filed with the Securities and Exchange Commission (the “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

Cboe BZX Exchange, Inc. (the “Exchange” or “BZX”) is filing with the Securities and Exchange Commission (“Commission”) a proposed rule change to amend its Fee Schedule. The text of the proposed rule change is provided in Exhibit 5.

The text of the proposed rule change is also available on the Exchange’s website ([http://markets.cboe.com/us/equities/regulation/rule\\_filings/bzx/](http://markets.cboe.com/us/equities/regulation/rule_filings/bzx/)), at the Exchange’s Office of the Secretary, 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.

<sup>1</sup> See Securities Exchange Act Release No. 87906 (Jan. 8, 2020), 85 FR 2164, 2165 (Jan. 14, 2020).

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

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

<sup>8</sup> 17 CFR 200.30-3(a)(12).

*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 its fee schedule for its equity options platform (BZX Options), effective March 2, 2020.

The Exchange first notes that it operates in a highly competitive market in which market participants can readily direct order flow to competing venues if they deem fee levels at a particular venue to be excessive or incentives to be insufficient. More specifically, the Exchange is only one of 16 options venues to which market participants may direct their order flow. Based on publicly available information, no single options exchange has more than 21% of the market share and currently the Exchange represents only 10% of the market share.<sup>3</sup> Thus, in such a low-concentrated and highly competitive market, no single options exchange, including the Exchange, possesses significant pricing power in the execution of option order flow. The Exchange believes that the ever-shifting market share among the exchanges from month to month demonstrates that market participants can shift order flow, or discontinue to reduce use of certain categories of products, in response to fee changes. Accordingly, competitive forces constrain the Exchange's transaction fees, and market participants can readily trade on competing venues if they deem pricing levels at those other venues to be more favorable.

The Exchange's Fees Schedule sets forth standard rebates and rates applied per contract. For example, the Exchange provides standard rebates ranging from \$0.25 up to \$1.05 per contract for orders that add liquidity in both Penny and Non-Penny Securities. The Exchange also offers tiered pricing which provides Members opportunities to qualify for higher rebates or reduced fees where certain volume criteria and thresholds are met.<sup>4</sup> The Exchange proposes to amend its fee schedule to specify in new footnote 5 that when orders are submitted with a "Designated Give Up", as defined below, the applicable rebates (*i.e.*, any standard rebate or applicable tier rebates) for such orders when

<sup>3</sup> See Cboe Global Markets U.S. Options Market Volume Summary (February 20, 2020), available at [https://markets.cboe.com/us/options/market\\_statistics/](https://markets.cboe.com/us/options/market_statistics/).

<sup>4</sup> For example, the Exchange currently offers eight Customer Penny Pilot Add Tiers under footnote 1, which provide an enhanced rebates between \$0.35 and \$0.53 per contract for qualifying Customer orders which meet certain add liquidity thresholds and yield fee code PY.

executed on the Exchange (yielding fee code NA, NF, NN, NY,<sup>5</sup> PA, PF, PN or PY)<sup>6</sup> are provided to the Member who routed the order to the Exchange.

The Exchange recently amended Rule 21.12 (Clearing Member Give Up) to expand upon the procedure related to the "give up" of a Clearing Member<sup>7</sup> by Users<sup>8</sup> on the Exchange.<sup>9</sup> Effective March 2, 2020, Rule 21.12 will provide that, in addition to its own Clearing Member (or itself, if the firm is self-clearing), a User may identify to the Exchange a Designated Give Up, as that term is defined in the Rule. Specifically, amended Rule 21.12(b)(1) defines the term Designated Give Up as any Clearing Member that a User (other than a Market Maker)<sup>10</sup> identifies to the Exchange, in writing, as a Clearing Member the User requests the ability to give up. With this change, a Member acting as an options routing firm on behalf of one or more other Exchange Members (a "Routing Firm") is able to route orders to the Exchange and to immediately give up the party (a party other than the Routing Firm itself or the Routing Firm's own clearing firm) who will accept and clear any resulting transaction. Because the Routing Firm is responsible for the decision to route the order to the Exchange, the Exchange believes that such Member should be provided the rebate when orders that yield fee code PY, PA, PF, PN, NY, NA, NF, or NN are executed. In connection with this change, the Exchange proposes to append new footnote 5 to fee codes PY, PA, PF, PN, NY, NA, NF, or NN in the Fee Codes and Associated Fees table of the fee schedule.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with

<sup>5</sup> Fee codes NA, NF, NN and NY are appended to liquidity adding orders in Non-Penny Pilot securities that are Professional, Firm/Broker Dealer/ Joint Back Office, Away Market-Maker and Customer orders, respectively.

<sup>6</sup> Fee codes PA, PF, PN and PY are appended to liquidity adding orders in Penny Pilot Securities that are Professional, Firm/Broker Dealer/Joint Back office, Away Market-Maker and Customer orders, respectively.

<sup>7</sup> A Clearing Member is defined as "Options Member that is self-clearing or an Options Member that clears BZX Options Transactions for other Members of BZX Options." See Exchange Rule 16.1. An Option Member is defined as "a firm, or organization that is registered with the Exchange pursuant to Chapter XVII of these Rules for purposes of participating in options trading on EDGX Options as an 'Options Order Entry Firm' or 'Options Market Maker.'" See Exchange Rule 16.1(a)(38) [sic].

<sup>8</sup> See Exchange Rule 1.5(cc).

<sup>9</sup> See Securities Exchange Act Release No. 87985 (January 16, 2020) 85 FR 4007 (January 23, 2020) (SR-CboeBZX-2020-002).

<sup>10</sup> See Exchange Rule 1.5(l).

the requirements of the Act and the rules and regulations thereunder that are applicable to a national securities exchange, and, in particular, with the requirements of Section 6 of the Act.<sup>11</sup> Specifically, the Exchange believes that the proposed rule change is consistent with Section 6(b)(4) of the Act,<sup>12</sup> in that it provides for the equitable allocation of reasonable dues, fees and other charges among members and other persons using any facility or system which the Exchange operates or controls.

The Exchange notes that the U.S. options markets are highly competitive, and the proposed fee structure is intended to provide an incentive for Members to direct orders to the Exchange. The proposal would only apply to fee codes PY, PA, PF, PN, NY, NA, NF, and NN, related to liquidity adding orders, because these are the primary rebates in place on the Exchange and reflect the primary liquidity that the Exchange is seeking to attract from Routing Firms that are now able to identify Designated Give Ups.<sup>13</sup> The Exchange believes that the proposed amendments to its fee schedule will enhance the Exchange's competitive position and will result in increased liquidity on the Exchange, to the benefit of all Exchange participants. Therefore, the Exchange believes that providing rebates is equitable and reasonable and not unfairly discriminatory as it would allow the Exchange, in the context of the new give up procedure described above, to provide a rebate directly to the party making the routing decision to direct certain orders to the Exchange (*i.e.*, the Routing Firm), which is consistent with both the Exchange's historic practice and the purpose behind a rebate (*i.e.*, to incentivize the order being directed to the Exchange). The Exchange lastly notes that the proposed change is similar to a provision previously adopted by the Exchange's affiliate, Cboe EDGX Exchange, Inc.<sup>14</sup>

*B. Self-Regulatory Organization's Statement on Burden on Competition*

The Exchange believes its proposed amendments to its fee schedule would not impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The Exchange does not believe that the

<sup>11</sup> 15 U.S.C. 78f.

<sup>12</sup> 15 U.S.C. 78f(b)(4).

<sup>13</sup> The Exchange notes that Market-Makers may only give up its respective Guarantor, as defined by Rule 21.12(b)(2). See Cboe BZX Options Rule 21.12(b)(5).

<sup>14</sup> See Cboe EDGX Options Exchange Fee Schedule, Footnote 5.

proposed change represents a significant departure from previous pricing offered by the Exchange or its competitors. Additionally, Members may opt to disfavor the Exchange's pricing if they believe that alternatives offer them better value. The Exchange believes that its proposal to incentivize Routing Firms that are utilizing the new give up procedure to direct orders to the Exchange, and will enhance the Exchange's competitive position by resulting in increased liquidity on the Exchange, thereby providing more of an opportunity for customers to receive best executions.

*C. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received From Members, Participants, or Others*

The Exchange neither solicited nor received comments on the proposed rule change.

**III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action**

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A) of the Act<sup>15</sup> and paragraph (f) of Rule 19b-4<sup>16</sup> thereunder. At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission will institute proceedings to determine whether the proposed rule change should be approved or disapproved.

**IV. Solicitation of Comments**

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

*Electronic Comments*

- Use the Commission's internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an email to [rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include File Number SR-CboeBZX-2020-020 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-CboeBZX-2020-020. 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 website (<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 website 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. Persons submitting comments are cautioned that we do not redact or edit personal identifying information from comment submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-CboeBZX-2020-020 and should be submitted on or before April 6, 2020.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>17</sup>

**J. Matthew DeLesDernier,**

*Assistant Secretary.*

[FR Doc. 2020-05239 Filed 3-13-20; 8:45 am]

**BILLING CODE 8011-01-P**

**SECURITIES AND EXCHANGE COMMISSION**

**[Investment Company Act Release No. 33813; 812-15062]**

**Guinness Atkinson Funds and Guinness Atkinson Asset Management, Inc.; Notice of Application**

March 10, 2020.

**AGENCY:** Securities and Exchange Commission ("Commission").

**ACTION:** Notice.

Notice of an application under section 6(c) of the Investment Company Act of 1940 ("Act") for an exemption from section 15(a) of the Act and rule 18f-2 under the Act, as well as from certain disclosure requirements in rule 20a-1 under the Act, Item 19(a)(3) of Form N-1A, Items 22(c)(1)(ii), 22(c)(1)(iii), 22(c)(8) and 22(c)(9) of Schedule 14A under the Securities Exchange Act of 1934, and Sections 6-07(2)(a), (b), and (c) of Regulation S-X ("Disclosure Requirements"). The requested exemption would permit an investment adviser to hire and replace certain sub-advisers without shareholder approval and grant relief from the Disclosure Requirements as they relate to fees paid to the sub-advisers.

*Applicants:* Guinness Atkinson Funds (the "Trust"), a Delaware statutory trust registered under the Act as an open-end management investment company, and Guinness Atkinson Asset Management, Inc. (the "Initial Adviser"), a corporation organized under the laws of Delaware registered as an investment adviser under the Investment Advisers Act of 1940.

*Filing Dates:* The application was filed on August 28, 2019 and amended on November 29, 2019 and February 25, 2020.

*Hearing or Notification of Hearing:* An order granting the application will be issued unless the Commission orders a hearing. Interested persons may request a hearing by writing to the Commission's Secretary and serving applicants with a copy of the request, personally or by mail. Hearing requests should be received by the Commission by 5:30 p.m. on April 6, 2020, and should be accompanied by proof of service on applicants, in the form of an affidavit or, for lawyers, a certificate of service. Pursuant to rule 0-5 under the Act, hearing requests should state the nature of the writer's interest, any facts bearing upon the desirability of a hearing on the matter, the reason for the request, and the issues contested. Persons who wish to be notified of a hearing may request notification by writing to the Commission's Secretary.

**ADDRESSES:** Secretary, U.S. Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549-1090. Applicants: Guinness Atkinson Funds, Attn: James J. Atkinson, 225 South Lake Avenue, Suite 216, Pasadena, CA 91101.

**FOR FURTHER INFORMATION CONTACT:** Samuel K. Thomas, Senior Counsel, at (202) 551-7952, or Andrea Ottomanelli Magovern, Branch Chief, at (202) 551-6821 (Division of Investment Management, Chief Counsel's Office).

<sup>15</sup> 15 U.S.C. 78s(b)(3)(A).

<sup>16</sup> 17 CFR 240.19b-4(f).

<sup>17</sup> 17 CFR 200.30-3(a)(12).