

the Exchange,³⁸ and not on an ongoing basis.

Moreover, the Commission notes the Exchange's representations that the proposed promotional services and listing ceremonies will be offered to all listed Companies on the same terms and conditions without differentiation,³⁹ and that the Exchange will offer comparable promotional services and listing ceremonies of comparable value to each listed Company.⁴⁰ Accordingly, the Commission believes that the proposed rule change, as modified by Amendment No. 1, is consistent with the requirements of the Act and, in particular, that the services are equitably allocated among issuers consistent with Section 6(b)(4) of the Act,⁴¹ and the rule does not unfairly discriminate between issuers consistent with Section 6(b)(5) of the Act.⁴² The Commission also notes that the Exchange has represented that if it expands the menu of promotional services offered, or elects to provide new products or services to listed Companies, the Exchange will incorporate such changes in a new proposed rule change.⁴³

The Commission also believes that the Exchange is responding to competitive pressures in the market for listings in making this proposal. Specifically, the Exchange stated in its proposal that it expects to face competition as a new entrant in the market for exchange listings, and that it believes the promotional services and listing ceremonies that it proposes to offer to listed companies will facilitate LTSE's ability to attract and retain listings.⁴⁴ In particular, the Exchange maintains that it expects to face significant competition from NYSE and Nasdaq for listings, and that comparable offerings of promotional services and listing ceremonies are already provided by NYSE.⁴⁵ Accordingly, the Commission believes that the proposed rule reflects the current competitive environment for exchange listings among national securities exchanges, and is appropriate and consistent with Section 6(b)(8) of the Act.⁴⁶

IV. Solicitation of Comments on Amendment No. 1

Interested persons are invited to submit written data, views, and arguments concerning whether Amendment No. 1 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. Please include File No. SR-LTSE-2020-22 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 No. SR-LTSE-2020-22. The file numbers 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 such 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 publicly available. All submissions should refer to File No. SR-LTSE-2020-22 and should be submitted on or before March 2, 2021.

V. Accelerated Approval of Proposed Rule Change, as Modified by Amendment No. 1

The Commission finds good cause to approve the proposed rule change, as

modified by Amendment No. 1, prior to the thirtieth day after the date of publication of notice of the amended proposal in the **Federal Register**. As discussed above, in Amendment No. 1, the Exchange clarified that: (i) The proposed promotional services and listing ceremonies will be offered to Companies on or around the time of listing, in connection with listing on the Exchange; and (ii) that the Exchange will offer comparable promotional services and listing ceremonies of comparable value to each listed Company. The Commission believes that these clarifications will help to ensure that individual listed Companies are not given specially negotiated packages of products and services to list or remain listed, as well as to ensure that the services are equitably allocated among issuers consistent with Section 6(b)(4) of the Act⁴⁷ and that the rule does not unfairly discriminate between issuers consistent with Section 6(b)(5) of the Act.⁴⁸ Accordingly, the Commission finds good cause, pursuant to Section 19(b)(2) of the Act,⁴⁹ to approve the proposed rule change, as modified by Amendment No. 1, on an accelerated basis.

VI. Conclusion

It is therefore ordered, pursuant to Section 19(b)(2) of the Act,⁵⁰ that the proposed rule change (SR-LTSE-2020-22), as modified by Amendment No. 1, be, and hereby is, approved on an accelerated basis.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.⁵¹

J. Matthew DeLesDernier,

Assistant Secretary.

[FR Doc. 2021-02592 Filed 2-8-21; 8:45 am]

BILLING CODE 8011-01-P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-91053; File No. SR-CBOE-2021-010]

Self-Regulatory Organizations; Cboe Exchange, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Establish a Policy Relating to Billing Errors

February 3, 2021.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the

⁴⁷ 15 U.S.C. 78f(b)(4).

⁴⁸ 15 U.S.C. 78f(b)(5).

⁴⁹ 15 U.S.C. 78s(b)(2).

⁵⁰ 15 U.S.C. 78s(b)(2).

⁵¹ 17 CFR 200.30-3(a)(12).

³⁸ See Amendment No. 1, *supra* note 4, at 6.

³⁹ See Notice, *supra* note 3, at 84450.

⁴⁰ See Amendment No. 1, *supra* note 4, at 7.

⁴¹ 15 U.S.C. 78f(b)(4).

⁴² 15 U.S.C. 78f(b)(5).

⁴³ See Notice, *supra* note 3, at 84449 n.4.

⁴⁴ See *id.* at 84450.

⁴⁵ See *id.* at 84449 n.5; *id.* at 84450. See also NYSE Listed Company Manual Section 106.03.

⁴⁶ 15 U.S.C. 78f(b)(8).

“Act”),¹ and Rule 19b-4 thereunder,² notice is hereby given that on January 25, 2021, Cboe Exchange, Inc. (the “Exchange” or “Cboe Options”) filed with the Securities and Exchange Commission (the “Commission”) the proposed rule change as described in Items I and II below, which Items have been prepared by the Exchange. The Exchange filed the proposal as a “non-controversial” proposed rule change pursuant to Section 19(b)(3)(A)(iii) of the Act³ and Rule 19b-4(f)(6) thereunder.⁴ 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 Exchange, Inc. (“Cboe Options” or the “Exchange”) is filing with the Securities and Exchange Commission (the “Commission”) a proposed rule change to establish a policy relating to billing errors. The Exchange has designated this proposal as non-controversial and provided the Commission with the notice required by Rule 19b-4(f)(6)(iii) under the Act.⁵

The text of the proposed rule change is provided in Exhibit 5. The text of the proposed rule change is available on the Exchange’s website at <http://markets.cboe.com/>, at the Exchange’s principal office and at the Public Reference Room of the Commission.

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 Footnote 7 of its fees schedule which

relates to billing errors and fee disputes. Footnote 7 currently provides that any potential billing errors relating to fees assessed by Cboe Options must be brought to the attention of Cboe Options’ Accounting Department within three months from the invoice date. Additionally, all fees assessed shall be deemed final and non-refundable after three months from the invoice date. However, Footnote 7 further provides that the Exchange is not precluded from assessing fees more than three months after they were incurred if those fees were required to be paid pursuant to the Cboe Options Fee Schedule in effect at the time the fees were incurred. The Exchange proposes to eliminate the current language in Footnote 7 of the fees schedule and replace it with language recently adopted by its affiliated exchanges.⁶ Particularly, the Exchange proposes to provide: “All fees and rebates assessed prior to the three full calendar months before the month in which the Exchange becomes aware of a billing error shall be considered final. Any dispute concerning fees or rebates billed by the Exchange must be submitted to the Exchange in writing and must be accompanied by supporting documentation.”

The proposed language would result in all fees and rebates assessed prior to the three full calendar months before the month in which the Exchange becomes aware of a billing error to be considered final. Particularly, the Exchange will resolve an error by crediting or debiting Trading Permit Holders (“TPHs”) and Non-TPHs based on the fees or rebates that should have been applied in the three full calendar months preceding the month in which the Exchange became aware of the error, including to all impacted transactions that occurred during those months.⁷ The Exchange will apply the three month look back regardless of whether the error was discovered by the Exchange or by a TPH or Non-TPH that submitted a fee dispute to the Exchange. The Exchange will continue to provide all disputes concerning fees and rebates assessed by the Exchange would have to

be submitted to the Exchange in writing and accompanied by supporting documentation.

The Exchange notes that the proposed language continues to encourage TPHs and Non-TPHs to promptly review their Exchange invoices so that any disputed charges can be addressed in a timely manner. The Exchange notes that it provides TPHs with both daily and monthly fee reports and thus believes they should be aware of any potential billing errors within three months. Requiring that TPHs and Non-TPHs submit disputes in writing and provide supporting documentation encourages them to promptly review their invoices so that any disputed charges can be addressed in a timely manner while the information and data underlying those charges (e.g., applicable fees and order information) is still easily and readily available. This practice will avoid issues that may arise when TPHs or Non-TPHs do not dispute an invoice in a timely manner and will conserve Exchange resources that would have to be expended to resolve untimely billing disputes. As such, the requirement continues to alleviate administrative burdens related to billing disputes, which could divert staff resources away from the Exchange’s regulatory and business purposes. The proposed rule change to eliminate the requirement that the Exchange assess fees beyond three months if they were required to be assessed pursuant to the fees schedule at the time incurred (i.e., all fees and rebates would be final after three months regardless of how far back a billing error occurred) would provide both the Exchange and TPHs and Non-TPHs finality and the ability to close their books after a known period of time.

The Exchange notes that a number of exchanges have explicitly stated that they consider all fees to be final after a similar period of time.⁸ Additionally, several other exchanges have adopted similar provisions in their rules that provide for a process for their members and non-members to submit fee disputes.⁹ Moreover, the proposed language is identical to the language recently adopted on the Exchange’s

⁶ See SR-CboeBZX-2020-094; SR-CboeBYX-2020-034; SR-CboeEDGA-2020-032; SR-CboeEDGX-2020-064.

⁷ For example, if the Exchange becomes aware of a transaction fee billing error on January 4, 2021, the Exchange will resolve the error by crediting or debiting Members based on the fees or rebates that should have been applied to any impacted transactions during October, November and December 2020. The Exchange notes that because it bills in arrears, the Exchange would be able to correct the error in advance of issuing the January 2021 invoice and therefore, transactions impacted through the date of discovery (in this example, January 4, 2021) and thereafter, would be billed correctly.

⁸ See e.g. Securities Exchange Act Release No. 87650 (December 3, 2019), 84 FR 67304 (December 9, 2019) (SR-NYSECHX-2019-024); Securities Exchange Act Release No. 84430 (October 16, 2018), 83 FR 53347 (October 22, 2018) (SR-NYSESTAT-2018-23); and Securities Exchange Act Release No. 79060 (October 6, 2016), 81 FR 70716 (October 13, 2016) (SR-ISEGemini-2016-11).

⁹ See e.g., MEMX LLC, Rule 15.3. IEX Rule 15.120, Nasdaq Rule Equity 7, Section 70, Nasdaq BX Rule Equity 7, Section 111, and Nasdaq PHLX Rule Equity 7, Section 2.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 15 U.S.C. 78s(b)(3)(A)(iii).

⁴ 17 CFR 240.19b-4(f)(6).

⁵ 17 CFR 240.19b-4(f)(6)(iii).

affiliated exchanges.¹⁰ As such, the proposed change will also harmonize and conform the Exchange's billing practices with that of its affiliated exchanges. The proposed billing policy will apply to all charges and rebates reflected in the Exchange's fees schedules.

2. Statutory Basis

The Exchange believes the proposed rule change is consistent with the Securities Exchange Act of 1934 (the "Act") and the rules and regulations thereunder applicable to the Exchange and, in particular, the requirements of Section 6(b) of the Act.¹¹ Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)¹² requirements that the rules of an exchange be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest. Additionally, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)¹³ requirement that the rules of an exchange not be designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

With respect to the proposed language regarding the billing procedure, the Exchange believes continuing to require the submission of all billing disputes in writing, and with supporting documentation is reasonable because the Exchange provides TPHs with ample tools to monitor and account for various charges incurred in a given month. Additionally, the Exchange notes that most TPHs and Non-TPHs that pay exchange fees are sophisticated entities, so it is appropriate to expect them to promptly review their invoices for errors and to be capable of identifying such errors. The proposed provision also continues to promote the protection of investors and the public interest by providing a clear and concise mechanism for TPH and Non-TPHs to dispute fees and for the Exchange to review such disputes in a timely manner. Moreover, the proposed billing dispute language, which lowers the Exchange's administrative burden, is

similar to billing dispute language of other exchanges, and the same as the Exchange's affiliates.¹⁴ In addition, the billing procedure is fair, equitable, and not unfairly discriminatory because it will apply equally to all TPHs (and Non-TPHs that pay Exchange fees).

The Exchange also believes that providing that all fees and rebates are final after three months (*i.e.*, always resolving billing errors only for the three full calendar months preceding the month in which the Exchange became aware of the error), is reasonable as both the Exchange and TPHs and Non-TPHs have an interest in knowing when its fee assessments are final and when reliance can be placed on those assessments. Indeed, without some deadline on billing errors, the Exchange and TPHs and Non-TPHs would never be able to close their books with any confidence. Furthermore, as noted above, a number of Exchanges similarly consider their fees final after a similar period of time.¹⁵ The proposed change is also equitable, and not unfairly discriminatory because it will apply equally to all TPHs (and Non-TPHs that pay Exchange fees) and apply in cases where either the TPH (or Non-TPH) discovers the error or the Exchange discovers the error. Lastly, the proposed changes to the fees schedule will align the Exchange's billing practices with those of its affiliated exchanges.

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

The Exchange does not believe that the proposed rule change would impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. With respect to the billing procedure and billing error policy, the proposed rule change would provide a clear process that would apply equally to all TPHs. Additionally, the proposed rule change is similar to rules of other exchanges. The Exchange does not believe such proposed changes would impair the ability of TPHs or competing order execution venues to maintain their competitive standing in the financial markets. Moreover, because the proposed changes would apply equally to all TPHs, the proposal does not impose any burden on competition.

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

No comments were solicited or received on the proposed rule change.

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

Because the foregoing proposed rule change does not (i) significantly affect the protection of investors or the public interest; (ii) impose any significant burden on competition; and (iii) become operative for 30 days from the date on which it was filed, or such shorter time as the Commission may designate, it has become effective pursuant to Section 19(b)(3)(A) of the Act¹⁶ and Rule 19b-4(f)(6)¹⁷ thereunder.

The Exchange has asked the Commission to waive the 30-day operative delay.¹⁸ The Commission finds that waiving the 30-day operative delay is consistent with the protection of investors and the public interest because waiver of the operative delay will allow the Exchange to provide a clear process for billing errors and fee disputes without delay. Moreover, the proposed rule changes are comparable to other policies and practices established by other exchanges and therefore does not raise any new or novel issues. Accordingly, the Commission hereby waives the 30-day operative delay and designates the proposal operative upon filing.¹⁹

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:

¹⁶ 15 U.S.C. 78s(b)(3)(A).

¹⁷ 17 CFR 240.19b-4(f)(6). In addition, Rule 19b-4(f)(6) requires a self-regulatory organization to give the Commission written notice of its intent to file the proposed rule change at least five business days prior to the date of filing of the proposed rule change, or such shorter time as designated by the Commission. The Exchange has satisfied this requirement.

¹⁸ 17 CFR 240.19b-4(f)(6)(iii).

¹⁹ For purposes only of waiving the 30-day operative delay, the Commission has considered the proposed rule change's impact on efficiency, competition, and capital formation. 15 U.S.C. 78c(f).

¹⁰ See *supra* note 6.

¹¹ 15 U.S.C. 78f(b).

¹² 15 U.S.C. 78f(b)(5).

¹³ *Id.*

¹⁴ See *supra* notes 6 and 9.

¹⁵ See *supra* notes 6 and 8.

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. Please include File Number SR-CBOE-2021-010 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-2021-010. 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; 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-2021-010 and should be submitted on or before March 2, 2021.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.²⁰

J. Matthew DeLesDernier,
Assistant Secretary.

[FR Doc. 2021-02591 Filed 2-8-21; 8:45 am]

BILLING CODE 8011-01-P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-91048; File No. SR-NYSE-2021-09]

Self-Regulatory Organizations; New York Stock Exchange LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Amend Section 907.00 of the Manual

February 3, 2021.

Pursuant to Section 19(b)(1)¹ of the Securities Exchange Act of 1934 (the "Act")² and Rule 19b-4 thereunder,³ notice is hereby given that on January 26, 2021, New York Stock Exchange LLC ("NYSE" or the "Exchange") filed with the Securities and Exchange Commission (the "Commission") the proposed rule change as described in Items I and II below, which Items have been prepared by the self-regulatory organization. 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 Section 907.00 of the Manual to clarify the application of that rule. The proposed rule change is available on the Exchange's website at www.nyse.com, 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 self-regulatory organization 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 those 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 parts of such statements.

A. Self-Regulatory Organization's Statement of the Purpose of, and the Statutory Basis for, the Proposed Rule Change

1. Purpose

Section 907.00 of the Manual sets forth complimentary products and services that issuers are entitled to

receive in connection with their NYSE listing. The Exchange offers certain complimentary products and services and access to discounted third-party products and services through the NYSE Market Access Center to listed issuers. The Exchange also provides complimentary market surveillance products and services (with a commercial value of approximately \$55,000 annually), Web-hosting products and services (with a commercial value of approximately \$16,000 annually), web-casting services (with a commercial value of approximately \$6,500 annually), market analytics products and services (with a commercial value of approximately \$30,000 annually), and news distribution products and services (with a commercial value of approximately \$20,000 annually) to Eligible New Listings⁴ and Eligible Transfer Companies⁵ based on the following tiers:⁶

Tier A: For Eligible New Listings and Eligible Transfer Companies with a global market value of \$400 million or more, in each case calculated as of the date of listing on the Exchange, the Exchange offers market surveillance, market analytics, web-hosting, webcasting, and news distribution products and services.

Tier B: For Eligible New Listings and Eligible Transfer Companies with a global market value of less than \$400 million, in each case calculated as of the date of listing on the Exchange, the Exchange offers Web-hosting, market analytics, web-casting, and news distribution products and services.

On January 11, 2021, the Commission approved the Exchange's proposal to provide all the additional complimentary products and services described above to Eligible New Listings

⁴ For the purposes of Section 907.00, the term "Eligible New Listing" means (i) any U.S. company that lists common stock on the Exchange for the first time and any non-U.S. company that lists an equity security on the Exchange under Section 102.01 or 103.00 of the Manual for the first time, regardless of whether such U.S. or non-U.S. company conducts an offering and (ii) any U.S. or non-U.S. company emerging from a bankruptcy, spinoff (where a company lists new shares in the absence of a public offering), and carve-out (where a company carves out a business line or division, which then conducts a separate initial public offering).

⁵ For purposes of Section 907.00, the term "Eligible Transfer Company" means any U.S. or non-U.S. company that transfers its listing of common stock or equity securities, respectively, to the Exchange from another national securities exchange. For purposes of Section 907.00, an "equity security" means common stock or common share equivalents such as ordinary shares, New York shares, global shares, American Depository Receipts, or Global Depository Receipts.

⁶ Section 907.00 provides for separate service entitlements for Acquisition Companies listed under Section 102.06 and the issuers of Equity Investment Tracking Stocks listed under Section 102.07.

¹ 15 U.S.C. 78s(b)(1).

² 15 U.S.C. 78a.

³ 17 CFR 240.19b-4.

²⁰ 17 CFR 200.30-3(a)(12).