

process may, for members who choose to use it, reduce the overall cost of clearing. Reducing the overall cost of clearing could, in turn, lead Clearing Members to clear more products. Thus, these changes would contribute to the prompt and accurate clearance process and settlement of securities transactions and derivative agreements, contracts, and transactions and to assure the safeguarding of securities, which is consistent with the requirements of Section 17(A)(b)(3)(F).²¹

The Commission believes, therefore, that the Proposed Rule Change is consistent with the requirements of Section 17A(b)(3)(F) of the Act.²²

B. Consistency With Rule 17Ad-22(e)(21) Under the Act

Rule 17Ad-22(e)(21) requires covered clearing agencies to establish, implement, maintain, and enforce written policies and procedures reasonably designed to be efficient and effective in meeting the requirements of its participants and the markets it serves, and have the covered clearing agency's management regularly review the efficiency and effectiveness of its clearing and settlement arrangements; operating structure, including risk management policies, procedures, and systems; scope of products, cleared or settled; and use of technology and communication procedures.²³ In adopting Rule 17Ad-22(e)(21), the Commission provided guidance that a covered clearing agency generally should consider in establishing and maintaining policies and procedures that address efficiency and effectiveness, stating that it should consider whether its design meets the needs of its participants, particularly with regard to choice of operating structure and use of technology and procedures.²⁴

LCH SA's members expressed interest in using the triparty mechanism to the CDS Clear business to harmonize their operational process across all clearing services of LCH SA.²⁵ The triparty collateral mechanism is an optional solution that would reduce the number of manual actions necessary in the processing of non-cash collateral deposit and release for both the clearing agency and the Clearing Members. Reliance on the triparty mechanism could reduce the manual steps necessary for a Clearing Member to

allocate a basket of securities in LCH SA's system with an automatic process for the settlement of margin calls and handling of coupons. Such automation would increase efficiency and allows for additional use of technology with the settlement of margin call.

The Commission believes, therefore, that the Proposed Rule Change is consistent with the requirements of Rule 17Ad-22(e)(21) under the Act.²⁶

IV. Conclusion

On the basis of the foregoing, the Commission finds that the Proposed Rule Change is consistent with the requirements of the Act, and in particular, Section 17A(b)(3)(F) of the Act²⁷ and Rule 17Ad-22(e)(21) thereunder.²⁸

It Is Therefore Ordered pursuant to Section 19(b)(2) of the Act that the Proposed Rule Change (SR-LCH SA-2023-004) be, and hereby is, approved.²⁹

For the Commission by the Division of Trading and Markets, pursuant to delegated authority.³⁰

Sherry R. Haywood,

Assistant Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Investment Company Act Release No. 34967; 812-15472]

Polen Credit Opportunities Fund and Polen Capital Credit, LLC

July 27, 2023.

AGENCY: Securities and Exchange Commission ("Commission" or "SEC").

ACTION: Notice.

Notice of an application under section 6(c) of the Investment Company Act of 1940 (the "Act") for an exemption from sections 18(a)(2), 18(c) and 18(i) of the Act, under sections 6(c) and 23(c) of the Act for an exemption from rule 23c-3 under the Act, and for an order pursuant to section 17(d) of the Act and rule 17d-1 under the Act.

SUMMARY OF APPLICATION: Applicants request an order to permit certain registered closed-end investment companies to issue multiple classes of

shares and to impose asset-based distribution and/or service fees and early withdrawal charges.

APPLICANTS: Polen Credit Opportunities Fund and Polen Capital Credit, LLC.

FILING DATES: The application was filed on May 31, 2023 and amended on July 10, 2023.

HEARING OR NOTIFICATION OF HEARING: An order granting the requested relief will be issued unless the Commission orders a hearing. Interested persons may request a hearing on any application by emailing the SEC's Secretary at *Secretarys-Office@sec.gov* and serving the Applicants with a copy of the request by email, if an email address is listed for the relevant Applicant below, or personally or by mail, if a physical address is listed for the relevant Applicant below. Hearing requests should be received by the Commission by 5:30 p.m. on August 21, 2023, and should be accompanied by proof of service on the 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 emailing the Commission's Secretary.

ADDRESSES: The Commission: *Secretarys-Office@sec.gov*. Applicants: Lisa Nosal, Esq., Kirkland & Ellis LLP, *lisa.nosal@kirkland.com*; Nicole M. Runyan, Esq., Kirkland & Ellis LLP, *nicole.runyan@kirkland.com*; with a copy to *Joshua L. McCarthy, Esq., Polen Capital Credit, LLC, jlmccarthy@polencapital.com*.

FOR FURTHER INFORMATION CONTACT: Trace W. Rakestraw, Senior Special Counsel, at (202) 551-6825 (Division of Investment Management, Chief Counsel's Office).

SUPPLEMENTARY INFORMATION: For Applicants' representations, legal analysis, and condition, please refer to Applicants' application, dated July 10, 2023, which may be obtained via the Commission's website by searching for the file number at the top of this document, or for an Applicant using the Company name search field on the SEC's EDGAR system. The SEC's EDGAR system may be searched at <https://www.sec.gov/edgar/searchedgar/legacy/companysearch.html>. You may also call the SEC's Public Reference Room at (202) 551-8090.

²¹ 15 U.S.C. 78q-1(b)(3)(F).

²² 15 U.S.C. 78q-1(b)(3)(F).

²³ 17 CFR 240.17Ad-22(e)(21).

²⁴ See Standards for Covered Clearing Agencies, Securities Exchange Act Release No. 78961 (Sept. 28, 2016), 81 FR 70786, 70841 (Oct. 13, 2016).

²⁵ See Notice, 88 FR at 39493.

²⁶ 17 CFR 240.17Ad-22(e)(21).

²⁷ 15 U.S.C. 78q-1(b)(3)(F).

²⁸ 17 CFR 240.17Ad-22(e)(21).

²⁹ In approving the Proposed Rule Change, the Commission considered the proposal's impacts on efficiency, competition, and capital formation. 15 U.S.C. 78c(f).

³⁰ 17 CFR 200.30-3(a)(12).

For the Commission, by the Division of Investment Management, under delegated authority.

Sherry R. Haywood,

Assistant Secretary.

[FR Doc. 2023-16403 Filed 8-1-23; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-98013; File No. SR-NYSEAMER-2023-27]

Self-Regulatory Organizations; NYSE American LLC; Order Granting Approval of a Proposed Rule Change To Amend Rule 915 (Criteria for Underlying Securities) To Accelerate the Listing of Options on Certain IPOs

July 27, 2023.

I. Introduction

On April 21, 2023, NYSE American LLC (“NYSE American” or “Exchange”) filed with the Securities and Exchange Commission (“Commission”), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)¹ and Rule 19b-4 thereunder,² a proposed rule change to amend NYSE American Rule 915 (Criteria for Underlying Securities) to reduce the time to market for the listing and trading of options on certain covered securities following their initial public offering (“IPO”). The proposed rule change was published for comment in the **Federal Register** on May 1, 2023.³ One comment letter was received on the proposed rule change.⁴

On June 13, 2023, pursuant to Section 19(b)(2) of the Act,⁵ the Commission designated a longer 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.⁶ This order grants approval of the proposed rule change.

II. Description of the Proposal

The Exchange proposes to modify Commentary .01(4)(a) of NYSE American Rule 915 to reduce the time for it to begin listing and trading options on certain covered securities following

their IPO.⁷ NYSE American Rule 915 establishes requirements that underlying securities must meet in order for the Exchange to list and trade option contracts on them. Commentary .01 of that rule sets forth certain guidelines for the Exchange to consider in evaluating potential underlying securities.

One such guideline is a minimum market price per share that an underlying security must trade at before the Exchange can list options on it.⁸ Specifically, Commentary .01(4)(a) to NYSE American Rule 915 requires the market price per share of an underlying covered security to have been at least \$3.00 for the previous three consecutive business days preceding the date on which the Exchange submits a certificate to The Options Clearing Corporation (“OCC”) to list and trade options on it (“three-day lookback period”).⁹ Under the current rule, if an IPO occurs on a Monday, the earliest date the Exchange could submit its listing certificate to OCC would be Thursday, with the market price determined by the closing price over the three-day lookback period from Monday through Wednesday. An option on the security would then be eligible for trading on the Exchange on Friday (*i.e.*, within four business days following the IPO inclusive of the day the listing certificate is submitted to OCC).

The Exchange proposes to waive the three-day lookback period in Commentary .01(4)(a) for certain covered securities following their IPO and accelerate the listing of options on such securities by up to two days.¹⁰ As proposed, the Exchange would permit options to be listed and traded on a new IPO with a market capitalization of at least \$3 billion based upon its offering price starting on or after the second business day following the covered security’s IPO day (*i.e.*, not inclusive of

the day of the IPO).¹¹ For example, under the proposed rule, if an IPO for a company with a market capitalization of \$3 billion (based upon its offering price) occurs on a Monday, the Exchange could submit a listing certificate to OCC (to allow it to list and trade options on the IPO security) on Tuesday if all of the requirements for options listing are satisfied. Options on the IPO security could then list and begin trading on the Exchange on Wednesday (*i.e.*, starting on or after the second business day following the IPO day, not inclusive of the IPO day). In this way, the proposal could accelerate the listing and trading of options on IPO securities by up to two days.

III. Discussion and Commission’s Findings

After careful review of the proposed rule change, the Commission finds that the proposal is consistent with the requirements of the Act and the rules and regulations thereunder that are applicable to a national securities exchange.¹² Specifically, the Commission finds that the proposed rule change is consistent with Section 6(b)(5) of the Act,¹³ which requires that the rules of a national securities exchange be designed, among other things, 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.

As discussed above, the Exchange proposes to reduce the time to market for the listing and trading of options on underlying covered securities following their IPO if they have a market capitalization of at least \$3 billion based upon the offering price. By waiving the three-day lookback period for such covered securities in Commentary .01(4)(a), the proposed rule change could reduce the time to market of options on such securities by up to two days, as options on such securities

⁷ See 15 U.S.C. 77r(b)(1)(A) (defining “covered security”).

⁸ NYSE American Rule 915(a) requires that, for underlying securities to be eligible for options listing, such securities must be duly registered and be an “NMS stock,” as defined in Rule 600 of Regulation NMS under the Act, and be characterized by having a substantial number of outstanding shares which are widely held and actively traded. See NYSE American Rules 915(a)(1) and (2).

⁹ The Exchange states that the Options Listing Procedures Plan (“OLPP”) requires that the listing certificate be provided to OCC no earlier than 12:01 a.m. and no later than 11:00 a.m. (Chicago time) on the trading day prior to the day on which trading is to begin. See the OLPP, at p. 3, available at: https://incuocblobdev.blob.core.windows.net/media/theocc/media/clearing-services/services/options_listing_procedures_plan.pdf.

¹⁰ See Notice, *supra* note 3, 88 FR at 26635.

¹¹ See proposed Commentary .01(4)(a)(ii) to NYSE American Rule 915. The Exchange also proposes a non-substantive change to number the existing and proposed criteria for covered securities as (i) and (ii) of paragraph (4)(a). See proposed Commentary .01(4)(a)(i) and (ii) to NYSE American Rule 915.

¹² In approving this proposed rule change, the Commission has considered the rule’s impact on efficiency, competition, and capital formation. See 15 U.S.C. 78c(f).

¹³ 15 U.S.C. 78f(b)(5).

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ See Securities Exchange Act Release No. 97374 (Apr. 25, 2023), 88 FR 26634 (“Notice”).

⁴ See Letter from Ellen Greene, Managing Director, Equities & Options Market Structure, SIFMA, to Vanessa Countryman, Secretary, Commission (May 16, 2023), available at <https://www.sec.gov/comments/sr-nyseamer-2023-27/srnyseamer202327.htm>.

⁵ 15 U.S.C. 78s(b)(2).

⁶ See Securities Exchange Act Release No. 97717, 88 FR 39895 (June 20, 2023).