

subject to federal registration requirements as a lobbyist is not eligible for appointment.

Advisory Committee members must have experience with employee organizations, employers who maintain defined benefit pension plans, the administration or advising of pension plans, or in related fields. Appointments are for 3-year terms. Reappointments are possible but are subject to the appointment process.

The Advisory Committee's prescribed duties include advising the Corporation as to its policies and procedures relating to investment of moneys, and other issues as the Corporation may request or as the Advisory Committee determines appropriate. The Advisory Committee meets at least six times each year. At least one meeting is a joint meeting with the PBGC Board of Directors.

By February 19, 2024, the term of one of the Advisory Committee members, representing the general public, will have expired. Therefore, PBGC is seeking nominations for one seat.

PBGC is committed to equal opportunity in the workplace and seeks a broad-based and diverse Advisory Committee.

If you or your organization wants to nominate one or more people for appointment to the Advisory Committee to represent the general public, you may submit nominations to PBGC.

Nominations may be in the form of a letter, resolution or petition, signed by the person making the nomination. PBGC encourages you to include additional supporting letters of nomination. PBGC will not consider self-nominees who have no supporting letters. Please do not include any information that you do not want publicly disclosed.

Nominations, including supporting letters, should:

- state the person's qualifications to serve on the Advisory Committee (including any specialized knowledge or experience relevant to the nominee's proposed Advisory Committee position to represent the general public);

- state that the candidate will accept appointment to the Advisory Committee if offered;

- include the nominee's full name, work affiliation, mailing address, phone number, and email address;

- include the nominator's full name, mailing address, phone number, and email address; and

- include the nominator's signature, whether sent by email or otherwise.

PBGC will contact nominees for information on their political affiliation and their status as registered lobbyists. Nominees should be aware of the time

commitment for attending meetings and actively participating in the work of the Advisory Committee. Historically, this has meant a commitment of at least 15 days per year. PBGC has a process for vetting nominees under consideration for appointment.

Issued in Washington, DC.

**Gordon Hartogensis,**

*Director, Pension Benefit Guaranty Corporation.*

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## RAILROAD RETIREMENT BOARD

### Actuarial Advisory Committee With Respect to the Railroad Retirement Account; Notice of Public Meeting

Notice is hereby given in accordance with Public Law 92-463 that the Actuarial Advisory Committee will hold a virtual meeting on January 19, 2024, at 9:30 a.m. (central standard time), on the conduct of the 29th Actuarial Valuation of the Railroad Retirement System. The agenda for this meeting will include a discussion of the assumptions to be used in the 29th Actuarial Valuation. A report containing recommended assumptions and the experience on which the recommendations are based will have been sent by the Chief Actuary to the Committee in advance of the meeting.

The meeting will be open to the public. Persons wishing to submit written statements, make oral presentations, or attend the meeting should address their communications or notices to Patricia Pruitt ([Patricia.Pruitt@rrb.gov](mailto:Patricia.Pruitt@rrb.gov)) so that information on how to join the virtual meeting can be provided.

Dated: December 27, 2023.

**Stephanie Hillyard,**

*Secretary to the Board.*

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## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-99238; File No. SR-NYSE-2023-34]

### Self-Regulatory Organizations; New York Stock Exchange LLC; Notice of Filing of Amendment No. 1 and Order Granting Accelerated Approval of Proposed Rule Change, as Modified by Amendment No. 1, Amending Sections 312.03(b) and 312.04 of the NYSE Listed Company Manual To Modify the Circumstances Under Which a Listed Company Must Obtain Shareholder Approval of a Sale of Securities Below the Minimum Price to a Substantial Security Holder of the Company

December 26, 2023.

#### I. Introduction

New York Stock Exchange LLC ("NYSE" or the "Exchange") filed on September 26, 2023, 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 circumstances under which a listed company must obtain shareholder approval of a sale of securities to a substantial security holder of the listed company. The proposed rule change was published for comment in the **Federal Register** on October 4, 2023.<sup>3</sup> On November 16, 2023, the Commission designated a longer period for Commission action on the proposed rule change.<sup>4</sup> On December 21, 2023, the Exchange filed Amendment No. 1 to the proposed rule change, which amended and superseded the original filing in its entirety.<sup>5</sup> The

<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. 98662 (September 29, 2023), 88 FR 68675 (October 4, 2023) ("Notice").

<sup>4</sup> See Securities Exchange Act Release No. 98967 (November 16, 2023), 88 FR 81462 (November 22, 2023) (extending the time period for Commission action to January 2, 2024).

<sup>5</sup> In Amendment No. 1, the Exchange revised the proposal to: (1) adopt a new definition of an "Active Related Party" in Section 312.03(b)(i) of the NYSE Listed Company Manual ("Manual") and to retain the current definition of Related Party for purposes of Section 312.03(b)(ii) of the Manual; (2) adopt in Section 312.04 of the Manual definitions of "control" and "group" for purposes of proposed amended Section 312.03(b)(i) of the Manual; (3) include additional explanation of why the Exchange is proposing the rule change and believes that it is appropriate; (4) explain that the proposal would not have any substantive effect on the application of Section 312.03(b)(ii) of the Manual and that a listed company selling securities to a Related Party under the circumstances set forth in 312.03(b)(ii) of the Manual, as amended, would remain subject to the shareholder approval