SECURITIES AND EXCHANGE COMMISSION

[SEC File No. 270–203, OMB Control No. 3235–0195]

Proposed Collection; Comment Request

Upon Written Request, Copies Available From: Securities and Exchange Commission, Office of FOIA Services, 100 F Street NE, Washington, DC 20549–2736

Extension:
Rule 17Ab2–1, Form CA–1

Notice is hereby given that, pursuant to the Paperwork Reduction Act of 1995 (''PRA'') (44 U.S.C. 3501 *et seq.*), the Securities and Exchange Commission (''Commission'') is soliciting comments on the collection of information provided for in Rule 17Ab2–1 (17 CFR 240.17Ab2–1) and Form CA–1: Registration of Clearing Agencies (17 CFR 249b.200) under the Securities Exchange Act of 1934 (''Exchange Act'') (15 U.S.C. 78a *et seq.*). The Commission plans to submit this existing collection of information to the Office of Management and Budget (''OMB'') for extension and approval.

Rule 17Ab2–1 and Form CA–1 require clearing agencies to register with the Commission and to meet certain requirements with regard to, among other things, the clearing agency's organization, capacities, and rules. The information is collected from the clearing agency upon the initial application for registration on Form CA–1. Thereafter, information is collected by amendment to the initial Form CA–1 when changes in circumstances that render certain information on Form CA–1 inaccurate, misleading, or incomplete necessitate modification of the information previously provided to the Commission.

The Commission uses the information disclosed on Form CA–1 to (i) determine whether an applicant meets the standards for registration set forth in Section 17A of the Exchange Act, (ii) enforce compliance with the Exchange Act's registration requirement, and (iii) provide information about specific registered clearing agencies for compliance and investigatory purposes. Without Rule 17Ab2–1, the Commission could not perform these duties as statutorily required.

The Commission staff estimates that the average Form CA–1 requires approximately 340 hours to complete and submit for approval, and that on average, the Commission receives one application each year. The Commission staff estimates that completion of an initial Form CA–1 will result in an internal cost of compliance of approximately $132,140 per year. The Commission staff estimates that it receives one amendment per year, and that an amendment requires approximately 60 hours of the exempt or registered clearing agency's staff time. The Commission staff estimates that amendment of a filed Form CA–1 will result in an internal cost of compliance of approximately $25,480 per year. Therefore, the aggregate hour burden is approximately 400 hours per year (340 + 60) and the aggregate internal cost of compliance is approximately $157,620 per year ($132,140 + $25,480).

The external costs associated with work on Form CA–1 include fees charged by outside lawyers and accountants to assist the applicant or registrant to collect and prepare the information sought by the form (though such consultations are not required by the Commission). The Commission staff estimates that these external costs are more likely when novel questions arise under a new application, rather than under periodic review and amendment. The staff estimates an annual external cost of 45 hours of an Attorney's time (estimated at $420 per hour) and 10 hours of a Senior Accountant's time (estimated at $219 per hour) for preparation of the Form CA–1, resulting in an aggregate external cost of approximately $21,090 per year (18,900 + 2,190).

Written comments are invited on: (a) Whether the proposed collection of information is necessary for the proper performance of the functions of the Commission, including whether the information shall have practical utility; (b) the accuracy of the Commission's estimates of the burden of the proposed collection of information; (c) ways to enhance the quality, utility, and clarity of the information collected; and (d) ways to minimize the burden of the collection of information on respondents, including through the use of automated collection techniques or other forms of information technology. Consideration will be given to comments and suggestions submitted in writing within 60 days of this publication.

An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information under the PRA unless it displays a currently valid OMB control number.

Please direct your written comments to: David Bottom, Director/Chief Information Officer, Securities and Exchange Commission, c/o Cynthia Roscoe, 100 F Street NE, Washington, DC 20549, or send an email to: *PRA_Mailbox@sec.gov.*

Dated: June 3, 2020.

J. Matthew DeLesDernier,

Assistant Secretary.

[FR Doc. 2020–12390 Filed 6–8–20; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

[SEC File No. 270–112, OMB Control No. 3235–0101]

Submission for OMB Review; Comment Request

Upon Written Request Copies Available From: Securities and Exchange Commission, Office of FOIA Services, 100 F Street NE, Washington, DC 20549–2736

Extension:
Form 144

Notice is hereby given that, pursuant to the Paperwork Reduction Act of 1995 (44 U.S.C. 3501 *et seq.*), the Securities and Exchange Commission (''Commission'') has submitted to the Office of Management and Budget this request for extension of the previously approved collections of information discussed below.

Form 144 (17 CFR 239.144) is used to report the sale of securities during any three-month period that exceeds 5,000 shares or other units and has an aggregate sales price that does not exceed $50,000. Under Sections 2(a)(11), 4(a)(1), 4(a)(2), 4(a)(4) and 19(a) of the Securities Act of 1933 (15 U.S.C. 77b(a)(11), 77d(a)(1), 77d(a)(2), 77d(a)(4) and 77s (a)) and Rule 144 (17 CFR 230.144) there under, the Commission is authorized to solicit the information required to be supplied by Form 144. The objectives of the rule could not be met, if the information collection was not required. The information collected must be filed with the Commission and is publicly available. Form 144 takes approximately one burden hour per response and is filed by 33,725 respondents for a total of 33,725 total burden hours.

An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid control number.

The public may view background documentation for this information collection at the following website: *www.reginfo.gov.* Find this particular information collection by selecting ''Currently under 30-day Review—Open for Public Comments'' or by using the search function. Written comments and

recommendations for the proposed information collection should be sent within 30 days of publication of this notice to (i) *www.reginfo.gov/public/do/PRAMain* and (ii) David Bottom, Director/Chief Information Officer, Securities and Exchange Commission, c/o Cynthia Roscoe, 100 F Street NE, Washington, DC 20549, or by sending an email to: *PRA_Mailbox@sec.gov.*

Dated: June 3, 2020.

J. Matthew DeLesDernier,

Assistant Secretary.

[FR Doc. 2020–12392 Filed 6–8–20; 8:45 am]

BILLING CODE 8011–01–P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–88999; File No. SR–NYSE–2020–42]

Self-Regulatory Organizations; New York Stock Exchange LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Amend Section 902.02 of the NYSE Listed Company Manual Concerning Pre-Revenue Companies That Can Qualify for Reduced Listing and Annual Fees

June 3, 2020.

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 May 21, 2020, 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, II, and III 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 902.02 of the NYSE Listed Company Manual (the ''Manual'') to modify the definition of a Pre-Revenue Company contained in 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 902.02 of the Manual includes a provision providing for modified listing and annual fees for companies that meet the definition of a Pre-Revenue Company set forth in that rule. For purposes of this provision, a ''Pre-Revenue Company'' is a company whose initial listing date is on or after June 1, 2019, and which has not recorded revenue in excess of $5 million in either (i) the most recent completed fiscal year prior to listing or (ii) during the year of listing through the most recently completed fiscal quarter before the listing date.[4]

In adding the provisions specific to Pre-Revenue Companies,[5] the Exchange noted that its Global Market Capitalization Test (as set forth in Section 102.01C of the Manual) allows the Exchange to list companies that have not yet recorded any significant revenues, provided the issuer has at least a $200 million global market capitalization and meets the other requirements for listing. These companies are typically engaged in research and development (in many cases they are biotechnology companies focused on developing new drug candidates) or are in the early stages of commercialization of a product. Generally, a company of this kind relies primarily on the proceeds from its initial public offering to fund its operations. As such, the fees charged by the Exchange represent a more significant expense for these companies than they do for other newly-listed companies and in many cases these fees are an impediment to the Exchange in competing for the listing of these companies. The adoption of the special provisions applicable to Pre-Revenue Companies was intended to address the particular difficulties faced by Pre-Revenue Companies in being able to pay the Exchange's fees.

Since adopting the provisions for Pre-Revenue Companies, the Exchange has observed that some companies that would otherwise qualify as a Pre-Revenue Company will have a single revenue-generating event that is not typical for a company at that stage in its life cycle. An event of this nature renders the company ineligible for Pre-Revenue Company status, notwithstanding the fact that the company has not previously generated any material revenue and does not have the prospect of generating any meaningful additional revenue for the foreseeable future. An example of this sort of one-time revenue event that the Exchange has observed is a one-time licensing payment received by a biotechnology company that is otherwise fully engaged in pre-commercial research and development activity and does not generate any revenue in the ordinary course. The Exchange believes that a company that has this sort of event that is anomalous given the nature of that company's business can still be the kind of company for which the Pre-Revenue Company provision was designed. Such a company continues to face the same challenges faced by a Pre-Revenue Company. Consequently, the Exchange now proposes to amend the definition of a Pre-Revenue Company to provide that, in determining whether a company qualifies as a Pre-Revenue Company, the Exchange will exclude from its calculations any one-time non-recurring revenue items.[6]

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[1] 15 U.S.C.78s(b)(1).

[2] 15 U.S.C. 78a.

[3] 17 CFR 240.19b–4.

[4] The Annual Fees of any company which qualifies as a Pre-Revenue Company at the time of listing will be calculated quarterly for the fiscal quarter in which it lists and in each of the succeeding 12 full fiscal quarters, at a rate of one-fourth of the applicable Annual Fee rate. The total fees (including Listing Fees and Annual Fees, but excluding listing fees paid at the time of initial listing) that may be billed to such an issuer during this period will be subject to a $25,000 cap in the fiscal quarter in which the issuer lists and in each of the succeeding 12 full fiscal quarters. This fee cap is subject to the same exclusions as apply in relation to the $500,000 per year fee cap described in the subsection of Section 902.02 entitled ''Total Maximum Fee Payable in a Calendar Year.'' If there are one or more fiscal quarters remaining in the calendar year after the conclusion of the period described herein, the issuer will, on a prorated basis, be billed the regular Annual Fee subject to the $500,000 total fee cap for the remainder of that calendar year.

[5] *See* Exchange Act Release No. 85961 (May 29, 2019), 84 FR 25856 (June 4, 2019 (SR–NYSE– 2019–30).

[6] The determination of Pre-Revenue Company status is made at the time of initial listing. Therefore, there are no companies currently listed that would benefit from the proposed modification to the definition of Pre-Revenue Company.