

opportunities. The Commission notes that although the proposal will allow bids and offers for stock-option orders to be expressed in any decimal price the Exchange determines, the option component(s) of such an order will continue to be executed in \$0.01 increments. In addition, the Exchange's rules will continue to protect Priority Customer interest by providing, among other things, that if any component of a complex strategy would be executed at a price that is equal to a Priority Customer bid or offer on the Simple Book, at least one other option component of the complex strategy must trade at a price that is better than the corresponding MBBO.<sup>43</sup> The proposal also protects investors by codifying in the Exchange's rules that a member that submits a cQCC order to the Exchange (with or without the stock component) represents that the order satisfies the requirements of a qualified contingent trade and agrees to provide information to the Exchange related to the execution of the stock component of the order. For these reasons, the Commission designates the proposal operative upon filing.<sup>44</sup>

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 shall institute proceedings to determine whether the proposed rule 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

<sup>43</sup> See proposed Exchange Rule 518(c)(1)(iii). See also proposed Exchange Rule 518(c)(1)(iv) (stating that a complex order will not be executed at a net price that would cause any option component of the complex strategy to be executed: (A) At a price of zero; or (B) ahead of a Priority Customer order on the Simple Order Book without improving the MBBO of at least one option component of the complex strategy).

<sup>44</sup> For purposes only of accelerating the operative date of this proposal, the Commission has considered the proposed rule's impact on efficiency, competition, and capital formation. 15 U.S.C. 78c(f).

- Send an email to [rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include File Number SR-MIAX-2022-17.

##### *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-MIAX-2022-17. 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-MIAX-2022-17, and should be submitted on or before May 31, 2022.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>45</sup>

**J. Matthew DeLesDernier,**

*Assistant Secretary.*

[FR Doc. 2022-09853 Filed 5-6-22; 8:45 am]

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## SECURITIES AND EXCHANGE COMMISSION

### Sunshine Act Meetings

**FEDERAL REGISTER CITATION OF PREVIOUS ANNOUNCEMENT:** 87 FR 26251, May 3, 2022.

<sup>45</sup> 17 CFR 200.30-3(a)(12), (59).

**PREVIOUSLY ANNOUNCED TIME AND DATE OF THE MEETING:** Thursday, May 5, 2022 at 2:00 p.m.

**CHANGES IN THE MEETING:** The Closed Meeting scheduled for Thursday, May 5, 2022 at 2:00 p.m., has been cancelled.

**CONTACT PERSON FOR MORE INFORMATION:** For further information; please contact Vanessa A. Countryman from the Office of the Secretary at (202) 551-5400.

(Authority: 5 U.S.C. 552b.)

Dated: May 5, 2022.

**Vanessa A. Countryman,**  
*Secretary.*

[FR Doc. 2022-10020 Filed 5-5-22; 4:15 pm]

**BILLING CODE 8011-01-P**

## SECURITIES AND EXCHANGE COMMISSION

**[SEC File No. 270-61, OMB Control No. 3235-0073]**

### 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 S-3

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 request for extension of the previously approved collection of information discussed below.

Form S-3 (17 CFR 239.13) is used by issuers to register securities pursuant to the Securities Act of 1933 (15 U.S.C. 77a *et seq.*). Form S-3 provides investors with material information to make investment decisions regarding securities offered to the public. Form S-3 takes approximately 466.4566 hours per response and is filed by approximately 1,651 issuers annually. We estimate that 25% of the 466.4566 hours per response (116.6141 hours) is prepared by the issuer for a total annual reporting burden of 192,530 hours (116.6141 hours per response × 1,651 responses).

An agency may 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](http://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 by June 8, 2022 to (i) [www.reginfo.gov/public/do/PRAMain](http://www.reginfo.gov/public/do/PRAMain) and (ii) David Bottom, Director/Chief Information Officer, Securities and Exchange Commission, c/o John Pezzullo, 100 F Street NE, Washington, DC 20549, or by sending an email to: [PRA\\_Mailbox@sec.gov](mailto:PRA_Mailbox@sec.gov).

Dated: May 3, 2022.

**J. Matthew DeLesDernier,**

*Assistant Secretary.*

[FR Doc. 2022–09844 Filed 5–6–22; 8:45 am]

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## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–94840; File No. SR–NYSEAMER–2022–19]

### Self-Regulatory Organizations; NYSE American LLC; Notice of Filing of Proposed Rule Change To Modify Rule 7.31E To Add Subparagraph (f)(4) Regarding Directed Orders

May 3, 2022.

Pursuant to Section 19(b)(1)<sup>1</sup> of the Securities Exchange Act of 1934 (the “Act”)<sup>2</sup> and Rule 19b–4 thereunder,<sup>3</sup> notice is hereby given that, on April 20, 2022, NYSE American LLC (“NYSE American” 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 modify Rule 7.31E to add subparagraph (f)(4) regarding Directed Orders and make other conforming changes. The proposed rule change is available on the Exchange’s website at [www.nyse.com](http://www.nyse.com), at the principal office of the Exchange, and at the Commission’s Public Reference Room.

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

<sup>2</sup> 15 U.S.C. 78a.

<sup>3</sup> 17 CFR 240.19b–4.

#### 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

The Exchange proposes to modify Rule 7.31E (Orders and Modifiers) to add new subparagraph (f)(4) to provide for Directed Orders and to make other conforming changes to its Rules in connection with the addition of this new order type on the Exchange. The Directed Order, as further defined below, would be an order sent to the Exchange to be routed directly to an alternative trading system (“ATS”) specified by an ATP Holder.

The Exchange proposes to add Rule 7.31E(f)(4), which would define a Directed Order as a Limit Order with instructions to route on arrival at its limit price to a specified ATS with which the Exchange maintains an electronic linkage. Proposed Rule 7.31E(f)(4) would further provide that Directed Orders would be available for all securities eligible to trade on the Exchange. Proposed Rule 7.31E(f)(4) would also provide that a Directed Order would not be assigned a working time or interact with interest on the Exchange Book. The Exchange also proposes to provide in Rule 7.31E(f)(4) that the ATS to which a Directed Order is routed would be responsible for validating whether the order is eligible to be accepted, and if such ATS determines to reject the order, the order would be cancelled.

Proposed Rule 7.31E(f)(4)(A) would provide that a Directed Order must be designated for the Exchange’s Core Trading Session, as defined in Rule 7.34E(a)(2).<sup>4</sup>

<sup>4</sup> Because the Exchange proposes that Directed Orders may only be designated for the Core Trading Session, the Exchange also proposes conforming changes to Rule 7.34E (Trading Sessions). Specifically, the Exchange proposes to modify Rule 7.34E(c)(1)(E) to provide that Directed Orders designated for the Early Trading Session would be

Proposed Rule 7.31E(f)(4)(A) would further provide that a Directed Order must be designated with a Time in Force modifier of IOC<sup>5</sup> or Day<sup>6</sup> and would be routed to the specified ATS with such modifier. The Exchange proposes that a Directed Order designated IOC would be traded in whole or in part on the ATS to which it is routed after receipt of the order, and any untraded quantity would be cancelled. The Exchange proposes that a Directed Order designated Day would expire at the end of the Core Trading Session on the day it is entered. Proposed Rule 7.31E(f)(1)(A) would also provide that a Directed Order may not be designated with any other modifiers defined in Rule 7.31E.

Proposed Rule 7.31E(f)(4)(B) would provide that a Directed Order in a security that is having its initial listing on the Exchange would be rejected if received before the IPO Auction concludes.

Proposed Rule 7.31E(f)(4)(C) would provide that, during a trading halt or pause, an incoming Directed Order would be rejected.

Proposed Rule 7.31E(f)(4)(D) would provide that a request to cancel a Directed Order designated Day would be routed to the ATS to which the order was routed.

The Exchange also proposes a conforming change to Rule 7.19E (Pre-Trade Risk Controls). The Exchange proposes to modify Rule 7.19E(a)(5), which sets forth the definition of Gross Credit Risk Limit and currently provides that unexecuted orders in the Exchange Book, orders routed on arrival pursuant to Rule 7.37E(a)(1), and executed orders are included for purposes of calculating the Gross Credit Risk Limit. The Exchange proposes to modify Rule 7.19E(a)(5) to specify that orders routed on arrival pursuant to Rule 7.31E(f)(4) would also be included for purposes of the Gross Credit Risk Limit calculation.

The Exchange believes that the proposed rule change would facilitate additional trading opportunities by offering ATP Holders the ability to designate orders submitted to the

rejected and Rule 7.34E(c)(3)(C) to provide that Directed Orders designated for the Late Trading Session would be rejected. The Exchange also proposes an additional change to correct a typographical error in Rule 7.34E(c)(1), to update the reference to “paragraphs (c)(1)(A)–(E)” to “paragraphs (c)(1)(A)–(F)” to accurately reflect the number of subparagraphs under Rule 7.34E(c)(1).

<sup>5</sup> See Rule 7.31E(b)(2), which provides that a Limit Order may be designated with an Immediate-or-Cancel (“IOC”) modifier.

<sup>6</sup> See Rule 7.31E(b)(1), which provides that orders may be designated with a Day modifier, and that an order to buy or sell designated Day, if not traded, will expire at the end of the designated session on the day on which it was entered.