

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 (<https://www.sec.gov/rules/sro.shtml>); or
- Send an email to rule-comments@sec.gov. Please include file number SR-MIAX-2024-43 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-MIAX-2024-43. 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 (<https://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 a.m. and 3 p.m. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. Do not include personal identifiable information in submissions; you should submit only information that you wish to make available publicly. We may redact in part or withhold entirely from publication submitted material that is obscene or subject to copyright protection. All submissions should refer to file number SR-MIAX-2024-43 and should be

submitted on or before December 20, 2024.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.⁷³

Sherry R. Haywood,
Assistant Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[SEC File No. 270-224, OMB Control No. 3235-0217]

Submission for OMB Review; Comment Request; Extension: Rule 17e-1

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

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

Rule 17e-1 (17 CFR 270.17e-1) under the Investment Company Act of 1940 (15 U.S.C. 80a-1 *et seq.*) (the "Investment Company Act") deems a remuneration as "not exceeding the usual and customary broker's commission" for purposes of Section 17(e)(2)(A) of the Investment Company Act (15 U.S.C. 80a-17(e)(2)(A)) if, among other things, a registered investment company's ("fund's") board of directors, including a majority of the directors who are not interested persons of the fund, has adopted procedures reasonably designed to provide that the remuneration to an affiliated broker is reasonable and fair compared to that received by other brokers in connection with comparable transactions involving similar securities being purchased or sold on a securities exchange during a comparable period of time and the board makes and approves such changes as it deems necessary. In addition, each quarter, the board must determine that all transactions effected under the rule during the preceding quarter complied with the established procedures ("review requirement"). Rule 17e-1 also requires the fund to (i) maintain permanently in an easily accessible

place a written copy of the procedures adopted by the board for complying with the requirements of the rule; and (ii) maintain for a period of six years, the first two in an easily accessible place, a written record of each transaction subject to the rule, setting forth the amount and source of the commission, fee, or other remuneration received; the identity of the broker; the terms of the transaction; and the materials used to determine that the transactions were effected in compliance with the procedures adopted by the board ("recordkeeping requirement"). The review and recordkeeping requirements of rule 17e-1 permit Commission staff to monitor the reasonableness and fairness of remuneration received by affiliated persons of the fund. Without the recordkeeping requirement, Commission inspectors would have difficulty ascertaining whether funds were complying with rule 17e-1.

Based upon an analysis of fund filings on Form N-CEN, approximately 1,614 funds report reliance on rule 17e-1.¹ Based on staff experience and conversations with fund representatives, we estimate that the burden of compliance with rule 17e-1 is approximately 50 hours per fund per year. This time is spent, for example, reviewing the applicable transactions and maintaining records. Accordingly, we calculate the total estimated annual internal burden of complying with the review and recordkeeping requirements of rule 17e-1 to be approximately 80,700 hours.² We further estimate that, of these:

- 60 percent (48,420 hours) are spent by senior accountants, at an estimated hourly wage of \$266,³ for a total of approximately \$12,879,720 per year;⁴
- 30 percent (24,210 hours) are spent by in-house attorneys at an estimated hourly wage of \$511, for a total of

¹ Staff estimate is based on a three-year average of funds reporting reliance on rule 17e-1 covering calendar years 2022-2024.

² 1,614 funds × 50 hours per fund = 80,700 hours.

³ The Commission's estimates concerning the allocation of burden hours and the relevant wage rates are based on consultations with industry representatives and on salary information for the securities industry compiled by the Securities Industry and Financial Markets Association; the estimated wage figures are also based on published rates for senior accountants and in-house attorneys, modified to account for an 1800-hour work-year and multiplied by 5.35 to account for bonuses, firm size, employee benefits, and overhead, yielding effective hourly rates of \$266 and \$511, respectively; see Securities Industry and Financial Markets Association, Report on Management & Professional Earnings in the Securities Industry 2013.

⁴ 48,420 hours × \$266 per hour = \$12,879,720.

⁷³ 17 CFR 200.30-3(a)(12), (59).

approximately \$12,371,310 per year;⁵ and

- 10 percent (8,070) are spent by the funds' board of directors at an hourly cost of \$4,770, for a total of approximately \$38,493,900 per year.⁶

Based on these estimated wage rates, the total cost to the industry of the hour burden for complying with the review and recordkeeping requirements of rule 17e-1 is approximately \$63,744,930.⁷ The Commission staff estimates that there is no cost burden associated with the information collection requirement of rule 17e-1 other than this cost.

Estimates of the average burden hours are made solely for the purposes of the Paperwork Reduction Act and are not derived from a comprehensive or even a representative survey or study of the costs of Commission rules and forms. The collection of information under rule 17e-1 is required to obtain the benefits of the rule. The information provided under rule 17e-1 will not be kept confidential. 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 OMB control number.

The 30-day public comment period for this information collection request opens on December 2, 2024 and ends on December 30, 2024. View the full information request and submit comments at https://www.reginfo.gov/public/do/PRAViewICR?ref_nbr=202409-3235-009 or email comments to MBX.OMB.OIRA.SEC_desk_officer@omb.eop.gov.

Dated: November 22, 2024.

Sherry R. Haywood,

Assistant Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-101713; File No. SR-NYSEARCA-2024-101]

Self-Regulatory Organizations; NYSE Arca, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change To List and Trade Option Contracts on the Grayscale Fund, the Grayscale Bitcoin Mini Trust BTC, and the Bitwise Bitcoin ETF

November 22, 2024.

Pursuant to Section 19(b)(1)¹ of the Securities Exchange Act of 1934 ("Act")² and Rule 19b-4 thereunder,³ notice is hereby given that, on November 20, 2024, NYSE Arca, Inc. ("NYSE Arca" or the "Exchange") filed with the Securities and Exchange Commission ("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 list and trade option contracts on the Grayscale Fund, (BTC), the Grayscale Bitcoin Mini Trust BTC, and the Bitwise Bitcoin ETF. 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

The Exchange proposes to amend Rule 5.3-O (Criteria for Underlying Securities), Rule 5.4-O (Withdrawal of Approval of Underlying Securities), Rule 5.32-O (Terms of FLEX Options), and Rule 6.8-O (Position Limits), to allow the Exchange to list and trade options on the following exchange-traded products: the Grayscale Bitcoin Trust (BTC) (the "Grayscale Fund" or "GBTC"), the Grayscale Bitcoin Mini Trust BTC (the "Grayscale Mini Fund" or "BTC"), and the Bitwise Bitcoin ETF (the "Bitwise Fund" or "BITB" and, collectively, the "Bitcoin Funds" or "Funds").⁴ This proposal would align the Exchange's rules with that of its affiliated exchange, NYSE American LLC.⁵ As such this proposal does not raise any new or novel issues not previously considered by the Commission.

As discussed herein, the Exchange believes options on the Bitcoin Funds would permit hedging, and allow for more liquidity, better price efficiency, and less volatility with respect to the underlying Funds. Further, permitting the listing of such options would enhance the transparency and efficiency of markets in these and correlated products.

Rule 5.3-O provides that, subject to certain other criteria set forth in the Rule,⁶ securities deemed appropriate for

⁴ See proposed Rule 5-3-O, Commentary .010. On January 11, 2024, GBTC and BITB began trading on the Exchange after the Commission approved rule changes to list and trade shares of "Bitcoin-Based Commodity-Based Trust Shares" pursuant to Rule 8.201-E(c)(1) (Commodity-Based Trust Shares), including GBTC and BITB. See Securities Exchange Act Release No. 99306 (January 10, 2024) (Order Granting Accelerated Approval of Proposed Rule Changes, as Modified by Amendments Thereto, to List and Trade Bitcoin-Based Commodity-Based Trust Shares and Trust Units), 89 FR 3008 (January 17, 2024) (SR-NYSEARCA-2023-44; SR-NYSEARCA-2021-90).

On July 13, 2024, after receiving approval of the Commission, BTC began trading on the Exchange. See Securities Exchange Act Release No. 100610 (July 26, 2024) (Order Granting Approval of Proposed Rule Changes, as Modified by Amendment No. 1, to List and Trade Share of BTC pursuant to NYSE Arca Rule 8.201-E (Commodity-Based Trust Shares)), 89 FR 62821 (August 1, 2024) (SR-NYSEARCA-2023-45).

⁵ See Securities Exchange Act Release No. 101386 (October 18, 2024), 89 FR 84960 (October 24, 2024) (SR-NYSEAMER-2024-49) (Order approving the listing and trading of options on the Bitcoin Funds) (the "American Bitcoin Options Approval Order"). See also NYSE American Rule 915, Commentary .10(a).

⁶ To be eligible for options trading, ETFs and ETPs must satisfy the initial listing criteria set forth in Rule 5.3-O(g)(1) through (2).

⁵ 24,210 hours × \$511 per hour = \$12,371,310.

⁶ 8,070 hours × \$4,770 per hour = \$38,493,900; the estimate for the cost of board time as a whole is derived from estimates made by the staff regarding typical board size and compensation that is based on information received from fund representatives and publicly available sources.

⁷ \$12,879,720 + \$12,371,310 + \$38,493,900 = \$63,744,930.

¹ 15 U.S.C. 78s(b)(1).

² 15 U.S.C. 78a.

³ 17 CFR 240.19b-4.