submitted on or before December 8,2015.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[17]

Robert W. Errett,

Deputy Secretary.

[FR Doc. 2015–29216 Filed 11–16–15; 8:45 am]

BILLING CODE 8011–01–P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–76411; File No. SR–BATS–2015–98]

Self-Regulatory Organizations; BATS Exchange, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change Related to Fees for BZX Options

November 10, 2015.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the ''Act''),[1] and Rule 19b–4 thereunder,[2] notice is hereby given that on November 2, 2015, BATS Exchange, Inc. (the ''Exchange'' or ''BATS'') filed with the Securities and Exchange Commission (''Commission'') the proposed rule change as described in Items I, II and III below, which Items have been prepared by the Exchange. The Exchange has designated the proposed rule change as one establishing or changing a member due, fee, or other charge imposed by the Exchange under Section 19(b)(3)(A)(ii) of the Act[3] and Rule 19b–4(f)(2) thereunder,[4] which renders the proposed rule change effective upon filing with the Commission. 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 filed a proposal to amend the fee schedule applicable to Members[5] and non-members of the Exchange pursuant to BATS Rules 15.1(a) and (c).

The text of the proposed rule change is available at the Exchange's Web site at *www.batstrading.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 Exchange 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 these 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 Statutory Basis for, the Proposed Rule Change

1. Purpose

The Exchange proposes to modify its fee schedule applicable to the Exchange's options platform effective immediately, in order to: (i) Make certain changes, including the adoption of routing fees, in connection with the launch of the options exchange operated by the Exchange's affiliate EDGX Exchange, Inc. (''EDGX Options''); and (ii) to adopt and modify certain pricing tiers offered by the Exchange.

BZX Options References

At the outset, the Exchange proposes to re-brand its options platform as BZX Options, rather than BATS Options, as it intends to use BATS Options to describe EDGX Options and BZX Options collectively. In connection with this change the Exchange proposes to: (i) Re-title the fee schedule; (ii) modify the description of fee code OO, which refers to the Exchange's opening process; (iii) modify references in footnote 5, which applies to the Quoting Incentive Program (''QIP''); (iv) modify references in the Unicast Access section under BATS Connect fees; and (v) modify references in the Options Regulatory Fee section. In each instance the Exchange proposes to refer to BZX Options. With respect to the Unicast Access section, the Exchange also proposes to add reference to EDGX Options in the list of Exchange affiliates to which such fees do not apply.

Routing to EDGX Options

As noted previously, the Exchange's current approach to routing fees is to set forth in a simple manner certain sub-categories of fees that approximate the cost of routing to other options exchanges based on the cost of transaction fees assessed by each venue as well as costs to the Exchange for routing (*i.e.,* clearing fees, connectivity and other infrastructure costs, membership fees, etc.) (collectively, ''Routing Costs''). The Exchange then monitors the fees charged as compared to the costs of its routing services and adjusts its routing fees and/or sub-categories to ensure that the Exchange's fees do indeed result in a rough approximation of overall Routing Costs, and are not significantly higher or lower in any area. The Exchange proposes to adopt routing fees for orders that are routed by the Exchange to EDGX Options consistent with this approach.

The Exchange proposes to adopt fee codes RC and RD, which will apply to Customer[6] orders routed to EDGX Options in Penny Pilot Securities[7] and non-Penny Pilot Securities, respectively. Both fee code RC and fee code RD will yield no charge, as EDGX Options has not proposed to charge a fee for Customer orders.[8] The Exchange also proposes to adopt fee codes RF and RG, which will apply to Non-Customer orders[9] routed to EDGX Options in Penny Pilot Securities and non-Penny Pilot Securities, respectively. The Exchange proposes to charge $0.56 for orders yielding fee code RF and $0.96 per contract for orders yielding fee code RG, which in each case represents the base fee for a Non-Customer order (other than market maker order) executed on EDGX Options plus an additional fee to cover Routing Costs.[10] Although the Exchange does not propose to charge a fee for Customer orders routed to EDGX Options, the Exchange will incur Routing Costs in connection with such routing. The Exchange notes, however, that Customer orders executed on EDGX Options will receive rebates in certain circumstances that the Exchange does not propose to pass back to Members. Accordingly, the Exchange anticipates that the proposed fee structure will approximate the cost of routing Customer orders to EDGX Options. The Exchange also notes that the proposed fees for fee codes RF and RG are higher than the fees charged by EDGX Options for market maker orders sent directly to

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[17] 17 CFR 200.30–3(a)(12).

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

[2] 17 CFR 240.19b–4.

[3] 15 U.S.C. 78s(b)(3)(A)(ii).

[4] 17 CFR 240.19b–4(f)(2).

[5] The term ''Member'' is defined as ''any registered broker or dealer that has been admitted to membership in the Exchange.'' *See* Exchange Rule 1.5(n).

[6] ''Customer'' applies to any transaction identified by a Member for clearing in the Customer range at the OCC, excluding any transaction for a Broker Dealer or a ''Professional'' as defined in Exchange Rule 16.1.

[7] ''Penny Pilot Securities'' are those issues quoted pursuant to Exchange Rule 21.5, Interpretation and Policy .01.

[8] *See* SR–EDGX–2015–54 filed October 30, 2015, *available at: http://cdn.batstrading.com/resources/regulation/rule_filings/approved/2015/SR-EDGX-2015-54.pdf.*

[9] The Exchange also proposes to adopt a definition of Non-Customer order, which would apply to any transaction that is not a Customer order, as described below.

[10] *See supra* note 8.

EDGX Options.[11] The Exchange does not anticipate that market makers will be significant users of Exchange routing services, as such participants typically maintain direct connectivity to other options exchanges. Also, as it has done historically in connection with the fee structure for routing to other options exchanges, the Exchange is proposing the charges set forth above, including the grouping of all Non-Customer orders, to maintain a simple fee schedule with respect to routing fees that approximates the total cost of routing, including Routing Costs.

Customer Penny Pilot Add Tiers

Currently, the Exchange offers a standard rebate of $0.25 per contract for Customer orders in Penny Pilot Securities that add liquidity to the Exchange, which apply to fee code PY. As set forth in footnote 1 of the fee schedule, the Exchange also offers tiered pricing pursuant to which Members can receive higher rebates up to $0.50 if they qualify pursuant to various criteria, including volume levels on BZX Options and, with respect to the Exchange's Cross-Asset Add Tiers, volume levels on BZX Options as well as volume on the Exchange's equity trading platform (''BZX Equities''). The Exchange proposes to add four new tiers to incentivize Members to add additional volume on the Exchange, particularly in Customer orders. The Exchange also proposes to delete one of the Cross-Asset Add Tiers, as set forth below.

The Exchange's current Customer Add Volume Tiers 1 through 3 require certain levels of ADV[12] as a percentage of average TCV.[13] The Exchange proposes to add Customer Add Volume Tiers 4 through 6, which will require certain levels of ADAV[14] as a percentage of average TCV. Below is a summary of proposed tiers 4 through 6:

- Customer Add Volume Tier 4 would provide a Customer order add rebate of $0.50 per contract for any Member that has an ADAV equal to or greater than 0.85% of average TCV.
- Customer Add Volume Tier 5 would provide a Customer order add rebate of $0.52 per contract for any Member that has an ADAV in Customer orders equal to or greater than 0.80% of average TCV and an ADAV in Market Maker[15] orders equal to or greater than 0.40% of average TCV.
- Customer Add Volume Tier 6 would provide a Customer order add rebate of $0.53 per contract for any Member that has an ADAV in Customer orders equal to or greater than 1.80% of average TCV.

Similar to other pricing where the Exchange seeks to incentivize growth by providing tiered pricing based on a Member's participation increase over time, the Exchange also proposes to adopt a new Customer Step-Up Volume Tier. Pursuant to the Customer Step-Up Volume Tier a Member would receive a Customer order add rebate of $0.53 per contract to the extent the Member has an Options Step-Up Add TCV[16] in Customer orders from September 2015 baseline equal to or greater than 0.40%.

In addition to the proposed new tiers described above, the Exchange proposes to eliminate Customer Cross-Asset Add Tier 2, and in turn, to re-number current Customer Cross-Asset Add Tier 1 as Customer Cross-Asset Add Tier.

Non-Customer Add Volume Tier Rebates for Increased Participation

The Exchange currently offers enhanced rebates under the: (i) Firm,[17] Broker Dealer,[18] and Joint Back Office[19] Penny Pilot Add Volume Tiers, which are set forth in footnote 2; (ii) the NBBO Setter Tiers, which are set forth in footnote 4; (iii) the Market Maker and Non-BATS Market Maker[20] Penny Pilot Add Volume Tiers, which are set forth in footnote 6; and (iv) the Firm, Broker Dealer, and Joint Back Office Non-Penny Pilot Add Volume Tiers, which are set forth in footnote 8. These tiers are collectively referred to hereafter as the ''Non-Customer Add Volume Tiers''. To incentivize the growth of BZX Options, particularly in Non-Customer orders, the Exchange proposes to adopt step-up pricing as follows. A Member with an Options Step-Up Add TCV in Non-Customer Orders from the Member's March 2015 baseline equal to or greater than 0.15% and an ADAV in Non-BATS Market Maker (''NBMM''), Firm, Broker Dealer (''BD'') and Joint Back Office (''JBO'') orders equal to or greater than 0.30% of average TCV would qualify for the following:

- Under footnote 2, a rebate of $0.43 per contract for Firm, BD, and JBO orders that add liquidity in Penny Pilot Securities, which yield fee code PF.
- Under footnote 6, a rebate of $0.43 per contract for Market Maker and NBMM orders that add liquidity in Penny Pilot Securities, which yield fee code PM.
- Under footnote 8, a rebate of $0.67 per contract for Firm, BD, and JBO orders that add liquidity in non-Penny Pilot Securities, which yield fee code NF.

Also, the Exchange proposes to modify the criteria for NBBO Setter Tier 3 to align with the step-up criteria proposed above. Pursuant to NBBO Setter Tier 3, qualifying Members earn an additional rebate per contract of $0.04 on Non-Customer orders that add liquidity. Currently, to qualify for this tier a Member must: (i) Have an Options Step-Up Add TCV from September 2014 baseline equal to or greater than 0.30%; (ii) have an ADV equal to or greater than 0.40% of average TCV; and (iii) have an order that establishes a new NBBO. The Exchange proposes to modify the first and second criteria for this tier to align with the step-up criteria for the other Non-Customer Add Volume Tiers described above. Specifically, a Member must have: (i) An Options Step-up Add TCV in Non-Customer orders from March 2015 baseline equal to or greater than 0.15%; and (ii) an ADAV in NBMM, Firm, BD, and JBO orders equal to or greater than 0.30% of average TCV. The additional rebate per contract will still only apply to an order that establishes a new NBBO.

In addition to the changes described above, the Exchange proposes to modify footnote 8 to explicitly state that the tiered rebates under such footnote are applicable to fee code NF. Although fee code NF in the Fee Codes and Associated Fees table properly refers to footnote 8, all other footnotes on the fee schedule also cross-reference back to applicable fee codes at the beginning of the footnote. The Exchange proposes to make this addition to footnote 8 to

[11] *See id.*

[12] ''ADV'' means average daily volume calculated as the number of contracts added or removed, combined, per day.

[13] ''TCV'' means total consolidated volume calculated as the volume reported by all exchanges to the consolidated transaction reporting plan for the month for which the fees apply, excluding volume on any day that the Exchange experiences an Exchange System Disruption and on any day with a scheduled early market close.

[14] ''ADAV'' means average daily added volume calculated as the number of contracts per day.

[15] ''Market Maker'' applies to any transaction identified by a Member for clearing in the Market Maker range at the OCC.

[16] ''Options Step-Up Add TCV'' means ADAV as a percentage of TCV in the relevant baseline month subtracted from current ADAV as a percentage of TCV.

[17] ''Firm'' applies to any transaction identified by a Member for clearing in the Firm range at the Options Clearing Corporation (''OCC''), excluding any Joint Back office transaction.

[18] ''Broker Dealer'' applies to any order for the account of a broker dealer, including a foreign broker dealer, that clears in the Customer range at the OCC.

[19] ''Joint Back Office'' applies to any transaction identified by a Member for clearing in the Firm Range at the OCC that is identified with an origin code as Joint Back Office.

[20] ''Non-BATS Market Maker'' applies to any transaction identified by a Member for clearing in the Market Maker range at the OCC, where such Member is not registered with the Exchange as a Market Maker, but is registered as a market maker on another options exchange.

ensure consistency with other footnotes and avoid potential confusion.

Non-Customer Penny Pilot Take Volume Tiers

The Exchange currently offers a total of six Non-Customer Penny Pilot Take Volume Tiers that provide discounted fees for Non-Customer orders in Penny Pilot Securities that remove liquidity from BZX Options under fee code PP. The Exchange proposes various changes to these tiers, including reducing the total number to three tiers and modifying these remaining tiers, as set forth below.

- The Exchange proposes to delete Non-Customer Volume Tiers 2 and 3 as well as the Non-Customer Step-Up Take Volume Tier.
- The Exchange currently charges $0.49 per contract for Members that qualify for Non-Customer Volume Tier 1, which requires that a Member has an ADV equal to or greater than 1.00% of average TCV. The Exchange proposes increasing the requirement necessary to qualify for Non-Customer Volume Tier 1 to require that a Member has an ADV equal to or greater than 1.50% of average TCV.
- The Exchange currently charges $0.45 per contract for Members that qualify for Non-Customer Volume Tier 4, which requires that a Member has an ADAV in Customer orders equal to or greater than 0.80% of average TCV. The Exchange proposes to maintain this requirement but also to add a requirement that a Member has an ADAV in Market Maker orders equal to or greater than 0.40% of average TCV. The Exchange also proposes to increase the fee per contract for Members that qualify for this tier to $0.47 per contract. In connection with the deleted tiers noted above, the Exchange proposes to rename current Non-Customer Take Volume Tier 4 as Non-Customer Take Volume Tier 2.
- The Exchange currently charges $0.43 per contract for Members that qualify for Non-Customer Volume Tier 5, which requires that a Member has an ADAV in Customer orders equal to or greater than 2.00% of average TCV. The Exchange proposes to decrease this requirement to require that a Member has an ADAV in Customer orders equal to or greater than 1.80% of average TCV. The Exchange also proposes to increase the fee per contract for Members that qualify for this tier to $0.46 per contract. In connection with the deleted tiers noted above, the Exchange proposes to rename current Non-Customer Take Volume Tier 5 as Non-Customer Take Volume Tier 3.

Other Changes

The Exchange also proposes to amend the Standard Rates table, which summarizes the range of fees at the beginning of the fee schedule, in order to reflect the changes proposed above. The Exchange also proposes to adopt a definition of Non-Customer order, which would apply to any transaction that is not a Customer order. Though the Exchange believes that this has always been understood as the meaning is clear from the term itself, the Exchange believes that adding the explicit definition will promote consistency with other defined terms and avoid potential confusion. In addition, the Exchange proposes to consistently capitalize the term Non-Customer throughout the fee schedule.

Implementation Date

The Exchange proposes to implement these amendments to its Fee Schedule effective immediately.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with the requirements of the Act and the rules and regulations thereunder that are applicable to a national securities exchange, and, in particular, with the requirements of Section 6 of the Act.[21] Specifically, the Exchange believes that the proposed rule change is consistent with Section 6(b)(4) of the Act,[22] in that it provides for the equitable allocation of reasonable dues, fees and other charges among members and other persons using any facility or system which the Exchange operates or controls. The Exchange notes that it operates in a highly competitive market in which market participants can readily direct order flow to competing venues if they deem fee levels to be excessive.

As explained above, the Exchange generally attempts to approximate the cost of routing to other options exchanges, including other applicable costs to the Exchange for routing. The Exchange believes that a pricing model based on approximate Routing Costs is a reasonable, fair and equitable approach to pricing. Specifically, the Exchange believes that its proposal to adopt routing fees to EDGX Options is fair, equitable and reasonable because the fees are generally an approximation of the anticipated cost to the Exchange for routing orders to EDGX Options. The Exchange notes that routing through the Exchange is voluntary. The Exchange also believes that the proposed fee structure for orders routed to and executed at EDGX Options is fair and equitable and not unreasonably discriminatory in that it applies equally to all Members.

Volume-based rebates and fees such as the ones currently maintained on BZX Options have been widely adopted by equities and options exchanges and are equitable because they are open to all Members on an equal basis and provide additional benefits or discounts that are reasonably related to the value to an exchange's market quality associated with higher levels of market activity, such as higher levels of liquidity provision and/or growth patterns, and introduction of higher volumes of orders into the price and volume discovery processes.

As explained above, the Exchange is proposing various modifications to the Exchange's tiered pricing structure that are intended to contribute to the continued growth of the Exchange. The proposed new Customer Penny Pilot Add Tiers are intended to incentivize Members to send additional volume, particularly Customer orders, to the Exchange. Similarly, the proposed new step-up tiers for the Non-Customer Add Volume Tiers, as well as the alignment of the criteria for NBBO Setter Tier 3 with such tiers, is intended to incentivize Members to send additional orders, particularly Non-Customer orders, to the Exchange. Finally, the elimination of Customer Cross-Asset Add Tier 2 and the proposed changes to the Non-Customer Penny Pilot Take Volume Tiers, including the proposed deletion of three tiers and the proposed increase to fees, are intended to allow the Exchange to continue to expand pricing incentives to promote the growth of the Exchange. The changes are also intended to incentivize additional volume by increasing qualifying criteria for the existing tiers, requiring more participation by Members to continue to receive reduced rates pursuant to such tiers.

The Exchange believes that these changes are reasonable, fair and equitable and non-discriminatory, for the reasons set forth with respect to volume-based pricing generally and because such changes will either incentivize participants to further contribute to market quality on the Exchange or will allow the Exchange to earn additional revenue that can be used to offset the addition of new pricing incentives. The Exchange also believes that the proposed fees and rebates remain consistent with pricing previously offered by the Exchange as well as competitors of the Exchange and do not represent a significant departure

[21] 15 U.S.C. 78f.

[22] 15 U.S.C. 78f(b)(4).

from the Exchange's general pricing structure.

The Exchange believes that the additional clarifying changes and corrections proposed in this filing are reasonable, fair and equitable and non-discriminatory because each is intended to improve the understandability of the Exchange's fee schedule and to avoid confusion.

(B) Self-Regulatory Organization's Statement on Burden on Competition

The Exchange does not believe that the proposed rule change will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act. The Exchange does not believe that any of the proposed changes to the Exchange's tiered pricing structure burden competition, but instead, that they enhance competition as they are intended to increase the competitiveness of BZX Options by offering new pricing incentives or modifying and eliminating pricing incentives in order to provide such incentives. Also, the Exchange believes that the increase to certain thresholds necessary to meet tiers offered by the Exchange contributes to rather than burdens competition, as such changes are intended to incentivize participants to increase their participation on the Exchange. Similarly, the introduction of new tiers is intended to provide incentives to Members to encourage them to enter orders to BZX Options, and thus is again intended to enhance competition.

Similarly, the Exchange does not believe that its proposed pricing for routing to EDGX Options burdens competition, as such rates are intended to approximate the cost of routing to EDGX Options. As stated above, the Exchange notes that it operates in a highly competitive market in which market participants can readily direct order flow to competing venues if they deem fee levels to be excessive or providers of routing services if they deem routing fee levels to be excessive.

(C) Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received From Members, Participants or Others

The Exchange has not solicited, and does not intend to solicit, comments on this proposed rule change. The Exchange has not received any written comments from members or other interested parties.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A) of the Act [23] and paragraph (f) of Rule 19b–4 thereunder.[24] 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.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views and arguments concerning the foregoing, including whether the proposal 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

• Send an email to *rule-comments@sec.gov.* Please include File No. SR–BATS–2015–98 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–BATS–2015–98. 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 Web site (*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 Web site 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 such filing will also be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR–BATS–2015–98 and should be submitted on or before December 8, 2015.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[25]

Robert W. Errett,

Deputy Secretary.

[FR Doc. 2015–29231 Filed 11–16–15; 8:45 am]

BILLING CODE 8011–01–P

SECURITIES AND EXCHANGE COMMISSION

[Release No. IC–31899; File No. 812–14256]

THL Credit, Inc., et al.; Notice of Application

November 10, 2015.

AGENCY: Securities and Exchange Commission (''Commission'').

ACTION: Notice of application for an order under sections 17(d) and 57(i) of the Investment Company Act of 1940 (the ''Act'') and rule 17d–1 under the Act to permit certain joint transactions otherwise prohibited by sections 17(d) and 57(a)(4) of the Act and rule 17d–1 under the Act.

Summary of Application: Applicants request an order to permit a business development company and certain other closed-end management investment companies to co-invest in portfolio companies with each other and with affiliated investment funds.

Applicants: THL Credit, Inc. (''TCRD''), THL Credit Holdings, Inc. (''TCRD Subsidiary''), THL Credit Direct Lending Fund III LLC (''THL Credit Fund III''), THL Credit Advisors LLC (''BDC Adviser'') on behalf of itself and its successors,[1] and THL Credit Senior Loan Strategies LLC (''Subsidiary Adviser'') on behalf of itself and its successors.

DATES: *Filing Dates:* The application was filed on December 23, 2013, and amended on February 10, 2015, May 20, 2015, September 11, 2015, and November 6, 2015.

Hearing or Notification of Hearing: An order granting the requested relief will

[23] 15 U.S.C. 78s(b)(3)(A).

[24] 17 CFR 240.19b–4(f).

[25] 17 CFR 200.30–3(a)(12).

[1] The term ''successor,'' as applied to an Adviser, means an entity that results from a reorganization into another jurisdiction or change in the type of business organization.