19(b)(3)(A)(iii) of the Act and subparagraph (f)(6) of Rule 19b–4 thereunder. 7
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: (i) Necessary or appropriate in
the public interest; (ii) for the protection of investors; or (iii) 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
• Send an email to rule-comments@sec.gov. Please include File Number SR–Phlx–2016–16 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–Phlx–2016–16. 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 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; 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–Phlx–
2016–16 and should be submitted on or before March 4, 2016.

For the Commission, by the Division of
Trading and Markets, pursuant to delegated
authority.8
Robert W. Errett,
Deputy Secretary.

For Further Information Contact: Jean
E. Minarick, Senior Counsel, at (202)
551–6811, or Daniele Marchesani,
E. Minarick, Senior Counsel, at (202)
551–6811, or for an applicant using the
Commission’s Internet Web site by searching for the file
number, or for an applicant using the
Company name box, at http://www.sec.gov/search/search.htm, or by
calling (202) 551–8090.

1. Applicants request an order to
permit (a) a Fund 1 to be a Fund of
State Farm Associates’ Funds Trust, State Farm Mutual Fund
Trust and State Farm Variable Product
Trust, each a Delaware statutory trust
controlled by or under common control with SFIMC or its
successor and is part of the same
“group of


the Commission written notice of its intent to file the proposed rule change at least five business days prior to the date of filing of the proposed rule
change, or such shorter time as designated by the
Commission.

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1 Applicants request that the order apply to each
existing and future series of the Trusts and to each
existing and future registered open-end investment
company or series thereof that is advised by SFIMC
or its successor and is part of the same
“group of

Funds”) to acquire shares of Underlying Funds in excess of the limits in sections 12(d)(1)(A) and (C) of the Act and (b) the Underlying Funds that are registered open-end investment companies or series thereof, their principal underwriters and any broker or dealer registered under the Exchange Act to sell shares of the Underlying Fund to the Fund of Funds in excess of the limits in section 12(d)(1)(B) of the Act. Applicants also request an order of exemption under sections 6(c) and 17(b) of the Act from the prohibition on certain transactions in section 17(a) of the Act to the extent necessary to permit the Underlying Funds to sell their shares to, and redeem their shares from, the Funds of Funds. Applicants state that such transactions will be consistent with the policies of each Fund of Funds and with the general purposes of the Act and will be based on the net asset values of the Underlying Funds.

2. Applicants agree that any order granting the requested relief will be subject to the terms and conditions stated in the application. Such terms and conditions are designed to, among other things, help prevent any potential undue influence over an Underlying Fund that is not in the same “group of investment companies” as the Fund of Funds through control or voting power, or in connection with certain services, transactions, and underwritings, (ii) excessive layering of fees, and (iii) overly complex fund structures, which are the concerns underlying the limits in sections 12(d)(1)(A), (B), and (C) of the Act.

3. Section 12(d)(1)(J) of the Act provides that the Commission may exempt any person, security, or transaction, or any class or classes of persons, securities, or transactions, from any provision of section 12(d)(1) if the exemption is consistent with the public interest and the protection of investors. Section 17(b) of the Act authorizes the Commission to grant an order permitting a transaction otherwise prohibited by section 17(a) if it finds that (a) the terms of the proposed transaction are fair and reasonable and do not involve overreaching on the part of any person concerned; (b) the proposed transaction is consistent with the policies of each registered investment company involved; and (c) the proposed transaction is consistent with the general purposes of the Act. Section 6(c) of the Act permits the Commission to exempt any persons or transactions from any provision of the Act if such exemption is necessary or appropriate in the public interest and consistent with the protection of investors and the purposes fairly intended by the policy and provisions of the Act.

For the Commission, by the Division of Investment Management, pursuant to delegated authority.

Robert W. Errett, Deputy Secretary.

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SECURITIES AND EXCHANGE COMMISSION


Self-Regulatory Organizations; The NASDAQ Stock Market LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Include NextShares in the Lead Market Maker Program

February 8, 2016.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”),1 and Rule 19b–4 thereunder,2 notice is hereby given that on February 2, 2016, The NASDAQ Stock Market LLC (“NASDAQ”) filed with the Securities and Exchange Commission (“SEC” or “Commission”) the proposed rule change as described in Items I and II below, which Items have been prepared by Nasdaq. 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

NASDAQ proposes to add NextShares to the list of securities eligible to be Qualified Securities under the Lead Market Maker Program of Rule 7014(f) and to make a technical change to the rule. Nasdaq will implement the proposed rule change on February 26, 2016.

The text of the proposed rule change is available on the Nasdaq’s Web site at http://nasdaq.cchwallstreet.com, at the principal office of Nasdaq, 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, Nasdaq 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. Nasdaq has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.

A. Self-Regulatory Organization’s Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

1. Purpose

Background

NASDAQ is proposing to include NextShares, listed under Rule 5745, to the list of securities eligible to be treated as a Qualified Security under the Lead Market Maker (“LMM”) Program of Rule 7014(f).

The LMM Program is designed to provide incentive to market makers to make markets in certain relatively illiquid exchange-traded products (“ETPs”). To achieve this goal, NASDAQ provides credits to a designated LMM for execution of a Qualified Security. Under Rule 7014(f)(1), a security may be designated as a “Qualified Security” if: (A) It is an exchange-traded fund or index-linked security listed on NASDAQ pursuant to NASDAQ Rules 5705, 5710, 5720, or 5735; and (B) it has at least one LMM.

An LMM is a registered NASDAQ market maker for a Qualified Security that has committed to maintain minimum performance standards, which are based on certain percentages...