

securities and that will enhance competition among market participants, to the benefit of investors and the marketplace.

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

No written comments were solicited or received with respect to the proposed rule change.

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

Within 45 days of the date of publication of this notice in the **Federal Register** or within such longer period up to 90 days (i) as the Commission may designate if it finds such longer period to be appropriate and publishes its reasons for so finding or (ii) as to which the self-regulatory organization consents, the Commission will:

- (A) By order approve or disapprove the proposed rule change, or
- (B) institute proceedings to determine whether the proposed rule change should be 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](mailto:rule-comments@sec.gov). Please include File Number SR-NYSEArca-2018-60 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-NYSEArca-2018-60. 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-NYSEArca-2018-60, and should be submitted on or before October 1, 2018.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>35</sup>

**Eduardo A. Aleman,**  
*Assistant Secretary.*

[FR Doc. 2018-18781 Filed 8-29-18; 8:45 am]

**BILLING CODE 8011-01-P**

**SECURITIES AND EXCHANGE COMMISSION**

[Release No. 34-83941; File No. SR-BOX-2018-25]

**Self-Regulatory Organizations; BOX Options Exchange LLC; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Reflect in the Exchange's Governing Documents and the Exchange's Rulebook, Changes to the Exchange's Name**

August 24, 2018.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act"),<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> notice is hereby given that on August 15, 2018, BOX Options Exchange LLC (the "Exchange") 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 self-regulatory organization. The Commission is publishing this notice to solicit comments on the proposed rule from interested persons.

<sup>35</sup> 17 CFR 200.30-3(a)(12).

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

<sup>2</sup> 17 CFR 240.19b-4.

**I. Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change**

The Exchange proposes to reflect in the Exchange's governing documents and the Exchange's rulebook, changes to the Exchange's name. The text of the proposed rule change is available from the principal office of the Exchange, at the Commission's Public Reference Room and also on the Exchange's internet website at <http://boxoptions.com>.

**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 these statements may be examined at the places specified in Item IV below. The self-regulatory organization 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

The purpose of this filing is to reflect in the Exchange's governing documents and the Exchange's rulebook, changes to the Exchange's name. On July 19, 2018, the BOX Options Exchange LLC Board of Directors approved that the name of BOX Options Exchange LLC be changed to "BOX Exchange LLC" and that each officer of the Company be, and hereby is, authorized and directed to undertake any actions required or advisable to carry out the name change, including with respect to the SEC and any governmental or third parties. The Exchange intends for these changes to be effective upon filing.

As proposed, references to the Exchange's name will be deleted and revised to state the new name, as described more fully below. No other substantive changes are being proposed in this filing. The Exchange represents that these changes are concerned solely with the administration of the Exchange and do not affect the meaning, administration, or enforcement of any rules of the Exchange or the rights, obligations, or privileges of Exchange members or their associated persons in any way. Accordingly, this filing is being submitted under Rule 19b-4(f)(3). In lieu of providing a copy of the

marked name changes, the Exchange represents that it will make the necessary non-substantive revisions described below to the Exchange's corporate governance documents and rulebook, and post updated versions of each on the Exchange's website pursuant to Rule 19b-4(m)(2).

#### The Exchange's Name Change

In connection with the name change of the Exchange, the Exchange is proposing to amend the Exchange's operative documents. Therefore, the Exchange proposes to amend the Exchange's Certificate of Amendment [sic] (the "Exchange Certificate"), the Exchange's Limited Liability Company Agreement (the "Exchange LLC Agreement"), the Exchange's Bylaws and the Exchange's Rules (collectively "operative documents") in connection with the name change of the Exchange. Within these documents the Exchange proposes to delete all references to BOX Options Exchange LLC and replace it with "BOX Exchange LLC."

In connection with the name change, the Exchange is also proposing to make non-substantive conforming changes to the BOX Holdings LLC Agreement and BOX Market LLC Agreement. Specifically, the Exchange proposes to delete all references to BOX Options Exchange LLC and replace it with "BOX Exchange LLC" in these documents.

#### Other Changes to the Exchange LLC Agreement

Lastly, the Exchange is also proposing to make other administrative changes in the Exchange LLC Agreement:

- Amend the preamble of the LLC Agreement and remove references to the Members of the Exchange. All Members are already detailed in Schedule 1 of the Exchange LLC Agreement.
- Amend the definition of "Member" in Article 1 to conform to the changes made in the preamble.
- Amend the definition of "MXUS2" to conform to the changes made in the preamble.
- Amend Section 18.3 (Notices) to update the notification requirements for Members.
- Amend Schedule 1 of the LLC Agreement to conform changes to the Unit Holders and applicable Economic Units, Economic Percentage Interest, Voting Units and Voting Percentage Interest already in place.<sup>3</sup>

<sup>3</sup> See Securities Exchange Act Release Nos. 67273 (June 27, 2012), 77 FR 39547 (July 3, 2012) (SR-BOX-2012-008), 74267 (February 12, 2015), 80 FR 8913 (February 19, 2015) (SR-BOX-2015-009), 74477 (March 11, 2015), 80 FR 13932 (March 17, 2015) (SR-BOX-2015-14).

#### 2. Statutory Basis

The Exchange believes the proposed rule change is consistent with the Securities Exchange Act of 1934 (the "Act") and the rules and regulations thereunder applicable to the Exchange and, in particular, the requirements of Section 6(b) of the Act.<sup>4</sup> Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(1)<sup>5</sup> in that it enables the Exchange to be so organized as to have the capacity to be able to carry out the purposes of the Exchange Act and to comply, and to enforce compliance by its exchange members and persons associate with its exchange members, with the provisions of the Exchange Act, the rules and regulations thereunder, and the rules of the Exchange.

In particular, the proposed change is a non-substantive change and does not impact the governance, ownership or operations of the Exchange. The Exchange believes that by ensuring that the Exchanges operative documents accurately reflect the new legal names, the proposed rule change would reduce potential investor or market participant confusion.

Further, the Exchange believes that the changes to the Exchange LLC Agreement would remove impediments to, and perfect the mechanism of a free and open market and a national market system and, in general, protect investors and the public interest because the change would eliminate duplicate references to the Members and make conforming changes to the ownership details that are already in place, thereby reducing potential confusion. Market participants and investors would not be harmed and in fact could benefit from the increased clarity and transparency in the Exchange LLC Agreement, ensuring that market participants could more easily understand the Exchange LLC Agreement.

#### 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 that is not necessary or appropriate in furtherance of the purposes of the Act. The proposed rule change is not intended to address competitive issues but rather is concerned solely with updating the Exchange's governance and operative documents to reflect the above-mentioned name changes.

<sup>4</sup> 15 U.S.C. 78f(b).

<sup>5</sup> 15 U.S.C. 78f(b)(1).

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

The Exchange has neither solicited nor received comments on the proposed rule change.

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

This proposed rule change is filed pursuant to paragraph (A) of section 19(b)(3) of the Exchange Act<sup>6</sup> and Rule 19b-4(f)(3) thereunder in that the proposed rule changes is concerned solely with the administration of the Exchange.<sup>7</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
- Send an email to [rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include File Number SR-BOX-2018-25 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-BOX-2018-25. 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

<sup>6</sup> 15 U.S.C. 78s(b)(3)(A).

<sup>7</sup> 17 CFR 240.19b-4(f)(3).

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, on official business days between the hours of 10:00 a.m. and 3:00 p.m., located at 100 F Street NE, Washington, DC 20549. Copies of such 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-BOX-2018-25 and should be submitted on or before September 20, 2018.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>8</sup>

**Eduardo A. Aleman,**  
*Assistant Secretary.*

[FR Doc. 2018-18785 Filed 8-29-18; 8:45 am]

**BILLING CODE 8011-01-P**

## SECURITIES AND EXCHANGE COMMISSION

[Investment Company Act Release No. 33213; File No. 812-14807]

### THL Credit, Inc., et al.

August 24, 2018.

**AGENCY:** Securities and Exchange Commission ("Commission").

**ACTION:** Notice.

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 certain business development companies ("BDCs") and closed-end management investment companies to co-invest in portfolio companies with each other and with certain affiliated investment funds and accounts.

**APPLICANTS:** THL Credit, Inc. ("TCRD"), THL Credit Advisors LLC ("THLCA"), THL Credit Senior Loan Strategies LLC ("SLS," together with THLCA, the "THL Advisers"), THL Credit Holdings, Inc. ("TCRD Subsidiary"), THL Credit Bank Loan Select Fund, THL Credit Wind River 2012-1 CLO Ltd., THL Credit Wind River 2013-1 CLO Ltd., THL Credit Wind River 2013-2 CLO Ltd., THL Credit Wind River 2014-1 CLO Ltd., THL Credit Wind River 2014-2 CLO Ltd., THL Credit Wind River 2014-3 CLO Ltd., THL Credit Wind River 2015-1 CLO Ltd., THL Credit Wind River 2015-2 CLO Ltd., THL Credit Wind River 2016-1 CLO Ltd., THL Credit Wind River 2016-2 CLO Ltd., THL Credit Wind River 2017-1 CLO Ltd., THL Credit Wind River 2017-2 CLO Ltd., THL Credit Wind River 2017-3 CLO Ltd., THL Credit Wind River 2017-4 CLO Ltd., THL Credit Wind River 2018-1 CLO Ltd., THL Credit Lake Shore MM CLO 2017-1, Ltd., THL Credit Direct Lending Fund III LLC, THL Credit Direct Lending Co-Invest III (E) LLC, THL Credit Direct Lending Co-Invest III LLC, THL Credit Direct Lending Fund III (A) LLC, THL Credit Bank Loan Select Fund (Offshore), THL Credit Wind River 2018-2 CLO Ltd., THL Credit Wind River 2018-3 CLO Ltd., THL Credit Lake Shore MM CLO II, Ltd., and THL Credit Strategic Funding LLC.

**FILING DATES:** The application was filed on August 9, 2017, and amended on July 23, 2018, and August 20, 2018.

**HEARING OR NOTIFICATION OF HEARING:** An order granting the requested relief will be issued unless the Commission orders a hearing. Interested persons may request a hearing by writing to the Commission's Secretary and serving applicants with a copy of the request, personally or by mail. Hearing requests should be received by the Commission by 5:30 p.m. on September 18, 2018, and should be accompanied by proof of service on applicants, in the form of an affidavit or, for lawyers, a certificate of service. Pursuant to rule 0-5 under the Act, hearing requests should state the nature of the writer's interest, any facts bearing upon the desirability of a hearing on the matter, the reason for the request, and the issues contested. Persons who wish to be notified of a hearing may request notification by writing to the Commission's Secretary.

**ADDRESSES:** Secretary, U.S. Securities and Exchange Commission, 100 F St. NE, Washington, DC 20549-1090. Applicants: 100 Federal Street, 31st Floor, Boston, MA 02110.

**FOR FURTHER INFORMATION CONTACT:** Bruce R. MacNeil, Senior Counsel, at

(202) 551-6817 or Kaitlin C. Bottock, Branch Chief, at (202) 551-6825 (Chief Counsel's Office, Division of Investment Management).

**SUPPLEMENTARY INFORMATION:** The following is a summary of the application. The complete application may be obtained via the Commission's website 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.

### Introduction

1. The applicants request an order of the Commission under sections 17(d) and 57(i) and rule 17d-1 thereunder (the "Order") to permit, subject to the terms and conditions set forth in the application (the "Conditions"), a Regulated Fund<sup>1</sup> and one or more other Regulated Funds and/or one or more Affiliated Funds<sup>2</sup> to enter into Co-

<sup>1</sup> "Regulated Funds" means TCRD, the Future Regulated Funds and the BDC Downstream Funds (defined below). "Future Regulated Fund" means a closed-end management investment company (a) that is registered under the Act or has elected to be regulated as a BDC, (b) whose investment adviser is an Adviser, and (c) intends to participate in the Co-investment Program.

"Adviser" means THLCA and SLS, together with any future investment adviser that (i) controls, is controlled by or is under common control with THLCA or SLS, as applicable, (ii) is registered as an investment adviser under the Investment Advisers Act of 1940 ("Advisers Act"), and (iii) is not a Regulated Fund or a subsidiary of a Regulated Fund.

<sup>2</sup> "Affiliated Fund" means any Existing Affiliated Fund (identified in Appendix A to the application), Existing THL Proprietary Accounts (as defined below), Future THL Proprietary Accounts, and any entity (a) whose investment adviser is an Adviser, (b) that either (i) would be an investment company but for section 3(c)(1), 3(c)(5)(C) or 3(c)(7) of the Act or (ii) relies on rule 3a-7 under the Act, (c) that intends to participate in the Co-Investment Program, and (d) that is not a BDC Downstream Fund. Applicants represent that no Existing Affiliated Fund is a BDC Downstream Fund. "Future THL Proprietary Account" means any direct or indirect, wholly- or majority-owned subsidiary of THLCA, or any other Adviser, that is formed in the future that, from time to time, may hold various financial assets in a principal capacity.

"BDC Downstream Fund" means, with respect to any Regulated Fund that is a BDC, an entity (i) that the BDC directly or indirectly controls, (ii) that is not controlled by any person other than the BDC (except a person that indirectly controls the entity solely because it controls the BDC), (iii) that would be an investment company but for section 3(c)(1) or 3(c)(7) of the Act, (iv) whose investment adviser is an Adviser, (v) that is not a Wholly-Owned Investment Sub and (vi) is not a Greenway Entity or Logan JV (each defined below).

Affiliated Funds may include funds that are ultimately structured as collateralized loan obligation funds ("CLOs"). Such CLOs would be investment companies but for the exception provided in section 3(c)(7) of the Act or their ability to rely on rule 3a-7 of the Act. During the investment period of a CLO, the CLO may engage in customary transactions with another Affiliated Fund on a secondary basis at fair market value. For purposes of the Order, any securities that were

<sup>8</sup> 17 CFR 200.30-3(a)(12).