

On March 11, 2025, pursuant to Section 19(b)(2) of the Exchange Act,⁵ the Commission designated a longer period within which to approve the proposed rule change, disapprove the proposed rule change, or institute proceedings to determine whether to disapprove the proposed rule change.⁶ On May 28, 2025, the Commission initiated proceedings under Section 19(b)(2)(B) of the Act⁷ to determine whether to approve or disapprove the proposed rule change, as modified by Amendment No. 2.⁸

Section 19(b)(2) of the Act⁹ provides that, after initiating proceedings, the Commission shall issue an order approving or disapproving the proposed rule change not later than 180 days after the date of publication of notice of filing of the proposed rule change. The Commission may extend the period for issuing an order approving or disapproving the proposed rule change, however, by not more than 60 days if the Commission determines that a longer period is appropriate and publishes the reasons for such determination. The proposed rule change was published for comment in the **Federal Register** on February 28, 2025.¹⁰ The 180th day after publication of the proposed rule change is August 27, 2025. The Commission is extending the time period for approving or disapproving the proposed rule change for an additional 60 days.

The Commission finds it appropriate to designate a longer period within which to issue an order approving or disapproving the proposed rule change so that it has sufficient time to consider the proposed rule change and the issues raised therein. Accordingly, the Commission, pursuant to Section 19(b)(2) of the Act,¹¹ designates October 26, 2025, as the date by which the Commission shall either approve or disapprove the proposed rule change, as modified by Amendment No. 2 (File No. SR-NYSEARCA-2025-12).

<https://www.sec.gov/comments/sr-nysearca-2025-12/srnysearca202512.htm>.

⁵ 15 U.S.C. 78s(b)(2).

⁶ See Securities Exchange Act Release No. 102591, 90 FR 12387 (Mar. 17, 2025) (designating May 29, 2025, as the date by which the Commission shall either approve, disapprove, or institute proceedings to determine whether to disapprove the proposed rule change, as modified by Amendment No. 2).

⁷ 15 U.S.C. 78s(b)(2)(B).

⁸ See Securities Exchange Act Release No. 103138, 90 FR 23589 (June 3, 2025).

⁹ 15 U.S.C. 78s(b)(2).

¹⁰ See *supra* note 4 and accompanying text.

¹¹ 15 U.S.C. 78s(b)(2).

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹²

Vanessa A. Countryman,

Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Investment Company Act Release No. 35723; File No. 812-15808]

Main Street Capital Corporation, et al.

August 25, 2025.

AGENCY: Securities and Exchange Commission (“Commission” or “SEC”).

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 and closed-end management investment companies to co-invest in portfolio companies with each other and with certain affiliated investment entities.

APPLICANTS: Main Street Capital Corporation, MSC Income Fund, Inc., MSC Adviser I, LLC, Main Street CA Lending, LLC, Main Street Capital III, LP, Main Street Equity Interests, Inc., Main Street Mezzanine Fund, LP, MSC Funding I, LLC, MSC California Holdings LP, MSC Equity Holding, LLC, MSC Equity Holding II, Inc., MSIF Funding, LLC, MS Private Loan Fund I, LP and MS Private Loan Fund II, LP.

FILING DATES: The application was filed on May 21, 2025, and amended on August 14, 2025.

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 on any application by emailing the SEC’s Secretary at *Secretarys-Office@sec.gov* and serving the Applicants with a copy of the request by email, if an email address is listed for the relevant Applicant below, or personally or by mail, if a physical address is listed for the relevant Applicant below. Hearing requests should be received by the Commission by 5:30 p.m. on September 19, 2025, 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 emailing the Commission’s Secretary at *Secretarys-Office@sec.gov*.

ADDRESSES: The Commission:

Secretarys-Office@sec.gov. Applicants: Jason B. Beauvais, Main Street Capital Corporation, *JBeauvais@mainstreetcapital.com*; and Eversheds Sutherland (US) LLP, Steven B. Boehm, Esq., *stevenboehm@eversheds-sutherland.us* and Anne G. Oberndorf, Esq., *anneoberndorf@eversheds-sutherland.us*.

FOR FURTHER INFORMATION CONTACT:

Laura Solomon, Senior Counsel, or Thomas Ahmadifar, Branch Chief, at (202) 551-6825 (Division of Investment Management, Chief Counsel’s Office).

SUPPLEMENTARY INFORMATION: For

Applicants’ representations, legal analysis, and conditions, please refer to Applicants’ first amended and restated application, filed August 14, 2025, which may be obtained via the Commission’s website by searching for the file number at the top of this document, or for an Applicant using the Company name search field, on the SEC’s EDGAR system.

The SEC’s EDGAR system may be searched at <https://www.sec.gov/edgar/searchedgar/companysearch>. You may also call the SEC’s Office of Investor Education and Advocacy at (202) 551-8090.

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

Vanessa A. Countryman,

Secretary.

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¹² 17 CFR 200.30-3(a)(57).