

## SECURITIES AND EXCHANGE COMMISSION

[OMB Control No. 3235–0214]

### Agency Information Collection Activities; Proposed Collection; Comment Request; Extension: Rule 17a–7—Exemption of Certain Purchase or Sale Transactions Between an Investment Company and Certain Affiliated Persons Thereof

*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.*), the Securities and Exchange Commission (SEC or “Commission”) is soliciting comments on the proposed collection of information under rule 17a–7 [17 CFR 270.17a–7].<sup>1</sup> Rule 17a–7, as subsequently amended on several occasions, provides an exemption from section 17(a) of the Act for purchases and sales of securities between funds that are affiliated persons<sup>2</sup> (“first-tier affiliate”) of a registered investment company (“fund”) or an affiliated person of that first-tier affiliate (“second-tier affiliate”), or between a fund and a first- or second-tier affiliate other than another fund, when the affiliation arises solely because of a common investment adviser (or advisers that are affiliated persons of each other), director, or officer. The exemption is subject to conditions intended to eliminate the likelihood of overreaching. The rule permits funds and other companies under common management to trade securities with each other and thus to avoid brokerage commissions.<sup>3</sup> The rule also limits the prices at which purchase and sale

<sup>1</sup> See Exemption of Certain Purchase or Sale Transactions Between Affiliated Registered Investment Companies; Investment Company Act Release No. 4697 (Sept. 8, 1966) [31 FR 12092 (Sept. 16, 1966)].

<sup>2</sup> Under section 2(a)(3) of the Act, “affiliated person” of another person means:

“(A) any person directly or indirectly owning, controlling, or holding with power to vote, 5 per centum or more of the outstanding voting securities of such other person; (B) any person 5 per centum or more of whose outstanding voting securities are directly or indirectly owned, controlled, or held with power to vote, by such other person; (C) any person directly or indirectly controlling, controlled by, or under common control with, such other person; (D) any officer, director, partner, copartner, or employee of such other person; (E) if such other person is an investment company, any investment adviser thereof or any member of an advisory board thereof; and (F) if such other person is an unincorporated investment company not having a board of directors, the depositor thereof.”

<sup>3</sup> See rule 17a–7(d).

transactions may occur, to prevent inequitable pricing practices that could harm a participating fund.<sup>4</sup>

Rule 17a–7(e) requires the board of directors of a fund to make, adopt, and approve changes to procedures reasonably designed to ensure that the conditions of the rule have been satisfied for purchases and sales effected in reliance on the rule. In addition, the rule requires that the fund maintain and preserve permanently a written copy of the procedures adopted by the board. Under the rule, the board is required to determine, at least on a quarterly basis, that all affiliated transactions effected during the preceding quarter in reliance on the rule were made in compliance with these established procedures. The rule requires the fund to maintain written records of this board determination and each rule 17a–7 transaction for a period of not less than six years.<sup>5</sup> The Commission’s examination staff uses these records to evaluate for compliance with the rule. Compliance with rule 17a–7 is required to obtain or retain benefits.

We estimate that approximately 446 funds use rule 17a–7 to make cross trades annually.<sup>6</sup> Based on conversations with fund representatives and the Commission’s experience with the use of rule 17a–7, we estimate that the recordkeeping burden of compliance with rule 17a–7 is approximately 5 hours per respondent. This time is spent, for example, maintaining various records of rule 17a–7 transactions and materials connected to the board’s determination of compliance. Accordingly, we calculate the total estimated annual internal burden of complying with rule 17a–7 to be approximately 2,230 hours. We estimate the annual external costs to be \$1,659,120.

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.

Written comments are invited on: (a) whether this proposed collection of information is necessary for the proper

<sup>4</sup> See rule 17a–7(b).

<sup>5</sup> Rule 17a–7(g) requires the written record of the affiliated transaction to include the following information: a description of the security purchased or sold, the identity of the person on the other side of the transaction, the terms of the purchase or sale transaction, and the information or materials upon which the board determined that the purchase or sale complied with the procedures set by the board.

<sup>6</sup> This estimate is based on the average of the number of active registrants/trusts as of December 2023, 2024, and 2025 that indicated on Form N-CEN filings received through March 15, 2026 that at least one of their funds/series rely on rule 17a–7.

performance of the functions of the SEC, including whether the information will have practical utility; (b) the accuracy of the SEC’s estimate of the burden imposed by the proposed collection of information, including the validity of the methodology and the assumptions used; (c) ways to enhance the quality, utility, and clarity of the information to be collected; and (d) ways to minimize the burden of the collection of information on respondents, including through the use of automated, electronic collection techniques or other forms of information technology.

Please direct your written comments on this 60-Day Collection Notice to Austin Gerig, Director/Chief Data Officer, Securities and Exchange Commission, c/o Tanya Ruttenberg via email to [PaperworkReductionAct@sec.gov](mailto:PaperworkReductionAct@sec.gov) by May 26, 2026. There will be a second opportunity to comment on this SEC request following the **Federal Register** publishing a 30-Day Submission Notice.

Dated: March 24, 2026.

**Sherry R. Haywood,**  
*Assistant Secretary.*

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## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–105064; File No. SR–CBOE–2026–024]

### Self-Regulatory Organizations; Cboe Exchange, Inc.; Notice of Filing of Proposed Rule Change To Amend Certain of Its Rules Regarding Complex Orders and Complex Order Auctions To Accommodate Stop-Limit Complex Orders and Establish Stop Complex Order Auctions (“SCOA”) as a New Type of Auction Mechanism

March 23, 2026.

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 March 9, 2026, Cboe Exchange, Inc. (“Exchange” or “Cboe Options”) filed with the Securities and Exchange Commission (“SEC” or “Commission”) the proposed rule change as described in Items I, II, and III, below, which Items have been prepared by the Exchange. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

<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

Cboe Exchange, Inc. (the "Exchange" or "Cboe Options") proposes to amend certain of its rules regarding complex orders and complex order auctions to accommodate stop-limit complex orders and establish Stop Complex Order Auctions ("SCOA") as a new type of auction mechanism. The text of the proposed rule change is provided in Exhibit 5.

The text of the proposed rule change is also available on the Commission's website (<https://www.sec.gov/rules/sro.shtml>), the Exchange's website ([https://www.cboe.com/us/options/regulation/rule\\_filings/bzx/](https://www.cboe.com/us/options/regulation/rule_filings/bzx/)), and at the principal office of the Exchange.

## 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 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 Exchange proposes to amend certain Exchange rules regarding complex orders and complex order auctions to establish stop-limit complex orders as a type of complex order and SCOA as a type of auction mechanism that will facilitate auctions for stop-limit complex orders. Specifically, the Exchange proposes to amend Rule 5.33 to (1) define stop-limit complex orders and SCOA, as well as additional terms needed to support stop-limit complex orders and SCOA, (2) describe SCOA processing as a new type of auction for complex orders, and (3) broaden the existing naming convention for auction communications to include SCOA while also updating certain auction references throughout to include SCOA. Additionally, the Exchange proposed to amend Rule 5.21(b), Rule 5.25(c), and Rule 5.34(c) to include SCOA in certain references with other types of auctions, thereby applying certain existing safeguards to SCOA. The Exchange also

proposes an administrative change to Rule 5.33(b) to make a grammatical correction.

A "complex order" is an order or quote involving the concurrent execution of two or more different series in the same underlying equity security or index (the "legs" or "components" of the complex order), for the same account, occurring at or near the same time and for the purpose of executing a particular investment strategy with no more than the applicable number of legs.<sup>3</sup> A "Stop-Limit" order is an order to buy (sell) that becomes a limit order<sup>4</sup> when the consolidated last sale price (excluding prices from complex order trades if outside the NBBO) or NBB (NBO) for a particular option contract is equal to or above (below) the specified stop price.<sup>5</sup> Currently, the Exchange offers stop-limit functionality for simple orders only. The Exchange proposes to extend this functionality to complex orders, thereby creating stop-limit complex orders for options.

Taking into consideration the growth of daily expiring options, the Exchange believes that market participants will use stop-limit complex orders to more efficiently manage the short side of a complex order. The Exchange understands market participants currently may enter a stop-limit order on the short leg of a complex order while managing the long leg separately. A stop-limit complex order will provide market participants with the ability to manage both the long and short legs simultaneously.

To establish stop-limit complex orders, the Exchange proposes to add "stop-limit complex order" in Rule 5.33(b) as a new instruction type that the System<sup>6</sup> will accept as a complex order and "Market-Maker SBBO" as a new term in Rule 5.33(a). As a new type of complex order, a stop-limit complex order means a complex order to buy or sell, as the case may be, two or more different series in the same underlying equity security or index, which are the "legs" or "components" of the complex order, for the same account, occurring at or near the same time and for the purpose of executing a particular investment strategy with no more than the applicable number of legs. Stop-

limit complex orders will become limit orders when certain trigger conditions are met, one of which involves Market-Maker quotes in the individual legs of a complex order. Therefore, the Exchange proposes to adopt the new term "Market-Maker SBBO" to mean the best bid and offer on the Exchange calculated using only appointed Market-Maker quotes in the individual legs of a complex order. The Exchange believes that the use of the Market-Maker SBBO is preferable because it insulates stop-limit complex orders from inappropriate triggering events that could otherwise be caused by including non-Market-Maker single-leg limit orders into the SBBO. Specifically, using the Market-Maker SBBO will help avoid cascading events where a customer enters a single-leg order with a limit price that is higher than the current best Market-Maker bid. Using the SBBO inclusive of single-leg customer orders could cause resting complex stop limit orders to trigger on SBBOs that are not reflective of liquidity provider price levels, which could harm complex stop limit customers. Further, the execution of the first stop-limit complex order(s) that are inappropriately triggered by inclusion of a non-Market-Maker order into the SBBO may in turn trigger a second investor's stop limit order with a more aggressive stop price, and so on, thereby creating a cascading event of inappropriately-triggered customer stop-limit orders. The Exchange believes that limiting the trigger condition, as described below, to quotes from Market-Makers will be more reflective of the market value and provide a more authentic market valuation to determine if a stop-limit complex order should be triggered.

A stop-limit complex order will become a limit order when either (i) the Market-Maker SBBO or a trade price for a trade that occurs in the same complex strategy is equal to or higher (lower) than the stop-limit price, or (ii) the same side bid (ask) of the underlying equity security or the underlying index level, as the case may be, is equal to or higher (lower) than the designated stop-limit price or if a complex trade price is equal to or higher (lower) than the stop-limit price. In other words, a complex-stop limit order is a conditional order that becomes a limit order when triggered by one of two conditions. Only one of the two possible trigger conditions can be designated for a stop-limit complex order. Stop-limit complex orders may

<sup>3</sup> See Rule 1.1.

<sup>4</sup> See Rule 1.1, which states that a "limit order" is an order to buy or sell a stated number of option contracts at a specified price or better.

<sup>5</sup> See Rule 5.6(c).

<sup>6</sup> See Rule 1.1, which states that the term "System" means the Exchange's hybrid trading platform that integrates electronic and open outcry trading of option contracts on the Exchange, and includes any connectivity to the foregoing trading platform that is administered by or on behalf of the Exchange, such as a communications hub.

not be designated for bulk messages or as orders Direct to PAR.<sup>7</sup>

To facilitate order processing for stop-limit complex orders, the Exchange proposes to establish SCOA as a new type of auction mechanism. The Exchange currently offers a variety of auction mechanisms which provide price improvement opportunities for eligible orders but only one type of auction mechanism for complex orders, Complex Order Auction (“COA”).<sup>8</sup> The Exchange proposes SCOA as a second type of auction mechanism for complex orders, specifically stop-limit complex orders, that is similar to COA. Like COA, SCOA is intended to provide opportunities for price improvements, but it is also designed to maximize execution quantity, particularly given that one event may trigger multiple complex stop-limit orders. SCOA is the auction mechanism for stop-limit complex orders, and stop-limit complex orders are only eligible for SCOA processing (in other words, all triggered stop-limit complex orders will be processed in a SCOA). Consequently, Rule 5.33(b)(5)(A) is amended to state that a stop-limit complex order is not COA-eligible.

To add SCOA to Rule 5.33 as a new type of auction mechanism for stop-limit complex orders, the Exchange proposes to add the term “Stop Complex Order Auction” or “SCOA” as a new definition in Rule 5.33(a) and detail SCOA and SCOA processing in Rule 5.33(d). Rule 5.33(d) currently details COA and COA processing. Since both COA and SCOA are auction mechanisms for complex orders, the Exchange proposes to rename Rule 5.33(d) from “Complex Order Auctions (COAs)” to “Auction Types for Complex Orders” and relocate all existing COA provisions currently in Rule 5.33(d) to Rule 5.33(d)(1). Additionally, SCOA will utilize the same system functionality for order entry and messaging as COA. Consequently, the existing naming convention found in Rule 5.33 for order entry, including transaction ID, and auction messaging that currently reference COA (e.g., COA messages) is broadened by replacing the existing “COA” designation with “auction” throughout Rule 5.33. For example, instances of “COA messages” throughout Rule 5.33 are replaced with “auction messages” so as to apply to both COA and SCOA messages within

Rule 5.33. Also, language in existing Rule 5.33(d)(3)—*Response Time Interval* is updated to Rule 5.33(d)(1)(C)—*Response Time Interval for COA* to clarify that occurrences of Response Time Interval in that subparagraph are applicable to COA whereas occurrences of Response Time Interval in new Rule 5.33(d)(2)(D) are applicable to SCOA.

The Exchange proposes to further amend Rule 5.33(d) by adding “*Stop Complex Order Auction (SCOAs)*” as the second action [sic] type of auction mechanism for complex orders, specifically (and solely) for stop-limit complex orders, as new subparagraph (d)(2). New Rule 5.33(d)(2)(A) establishes that a SCOA is triggered when the trigger condition designated for a stop-limit complex order has been met. There are two possible trigger conditions for a stop-limit complex order: the SBBO/trade price trigger condition and the underlying price trigger condition. However, only one of the two possible types of trigger conditions may apply to a stop-limit complex, and the trigger condition type is determined when a stop-limit complex order is submitted by the User.<sup>9</sup> If no trigger condition type is designated when a stop-limit complex order is submitted, the default trigger condition will be applied, as described below.

For a stop-limit complex order with the SBBO/trade price trigger condition, the trigger condition is met when either (i) the same side Market-Maker SBBO is equal to or higher (lower) than the stop-limit price or (ii) a trade occurs in the same complex instrument at a price equal to or higher (lower) than the stop-limit price. The SBBO/trade price trigger condition will be the trigger condition for a SCOA if the SBBO/trade price trigger condition is designated as such when an order is submitted or if no trigger condition is designated at the time of order submission since the SBBO/trade price trigger condition functions as the default trigger condition. Stop-limit complex orders comprised of legs in different groups of series in a class that designate the SBBO/Trade Price trigger condition will only trigger a SCOA if a trade occurs at or better than the stop price. As an example, for stop-limit complex orders with both SPX and SPXW leg components that have the SBBO/Trade Price trigger condition, the SCOA will only trigger if a trade occurs at or better than the stop price.

For a stop-limit complex order with an underlying price designated as the trigger condition, the order must be submitted with instructions that designate the price threshold of the underlying security or index as either (i) at or above the underlying price or index level or (ii) at or below the underlying price or index level. If the underlying security is an equity, the SCOA is triggered when the same side bid (ask) of the underlying security is equal to or higher (lower) than the designated stop-limit price or if a last-sale eligible trade price is equal to or higher (lower) than the stop-limit price. If the underlying security is an index, the SCOA is triggered when the underlying index level is equal to or higher (lower) than the designated threshold price. The price threshold must be designated at a price that is higher (lower) than the current value of the underlying security.

Once the trigger condition designated for a stop-limit complex order is met, a SCOA will be initiated, and the System will send an auction message to all subscribers that receive auction messages. An auction message will identify the auction ID, instrument ID, quantity, and side of the market of the stop-limit complex order. If a single stop-limit complex order is triggered, the SCOA starting auction price will be the less aggressive of the order’s limit price or the opposite side SBBO. In addition to addressing a single stop-limit complex order, SCOA is an auction mechanism designed to effectively manage order handling in the event that multiple stop-limit complex orders with the same trigger event are elected simultaneously, which has been observed for simple complex [sic] orders. If multiple stop-limit complex orders in the same complex instrument are triggered by the same trigger event, such orders are bundled into the same SCOA, as stated in new Rule 5.33(d)(2)(B). For multiple stop-limit complex orders in the same SCOA with the same trigger event, the SCOA starting auction price will be the less aggressive of either the most aggressive limit price of the orders in the SCOA or the opposite side SBBO.

If multiple stop-limit complex orders are received for the same complex strategy but with different trigger conditions, such orders will not be bundled into the same SCOA. Instead, multiple stop-limit complex orders in the same complex strategy but with different trigger events will be processed as separate SCOAs. SCOAs may process concurrently, and the System may initiate a SCOA in a complex strategy

<sup>7</sup> See Rule 5.6(b), which defines a “Direct to PAR” order as an order a User designates to be routed directly to a specified PAR workstation for manual handling. A PAR workstation is an Exchange-provided order management tool for use on the Exchange’s trading floor.

<sup>8</sup> See Rule 5.33.

<sup>9</sup> See Rule 1.1, which states that the term “User” means any TPH or Sponsored User who is authorized to obtain access to the System pursuant to Rule 5.5.

even though another SCOA in that complex strategy is ongoing.

Proposed Rule 5.33(b)(2)(D) defines “Response Time Interval” for SCOA as the period of time during which Users may submit responses to the auction message. The Exchange will establish the Response Time Intervals for SCOA on a class-by-class basis, and as provided in new Rule, the duration of the response time interval may not exceed 1000 milliseconds. Auction Responses to SCOA will be substantially similar to Auction Responses to COA, and consequently, the process of submitting Auction Responses for SCOA in Rule 5.33(b)(2)(E) is substantially similar to the process of submitting Auction Responses for COA in Rule 5.33(b)(1)(D). As is the case for COA, the Exchange will determine on a class-by-class basis if all Users are eligible to submit Auction Response(s) or if only Market-Makers with an appointment in the class and TPHs acting as agent for orders resting at the top of the COB<sup>10</sup> in the relevant complex strategy may submit Auction Response(s). An Auction Response must specify the price, size, side of the market and auction ID for the SCOA that the Auction Response is in response to. Auction Response(s) with a permissible Capacity in the applicable minimum increment during the Response Time Interval will be accepted by the System. Auction Responses may be for a quantity that is more than the SCOA order. The System will aggregate the size of Auction Responses submitted at the same price for an EFID<sup>11</sup> and cap the size of the aggregated Auction Responses at the size of the SCOA order. During the Response Time Interval, Auction Responses are not firm and can be modified or withdrawn at any time prior to the end of the Response Time Interval. However, any modified Auction Response will be given a new timestamp by the System, resulting in a loss of priority unless the modification was to decrease the size in the Auction Response. At the end of the Response Time Interval, Auction Responses are firm, and their price and size are guaranteed. Auction Responses are not displayed and may only execute against the SCOA order for which an Auction Response is submitted. The System will cancel or reject any unexecuted Auction Responses or unexecuted portions at the conclusion of the SCOA. In certain circumstances, the System will

terminate a SCOA prior to end of the Response Time Interval.

Similar to COA,<sup>12</sup> a SCOA may be terminated early if orders are received in a leg of the stop-limit complex order that would improve the SBBO on the same side as the SCOA order to a price better than the limit price of any of the orders in the SCOA. A SCOA may also be terminated early if an order is received in a leg of the stop-limit complex order that would join or improve the SBBO on the same side of the SCOA order to a price equal to the limit price of any of the orders in the SCOA and cause any component of the SBBO to be represented by a Priority Customer.<sup>13</sup> In either case of early termination, the SCOA will be terminated by the System and any unexecuted orders resulting from the termination will be entered into the COB, if eligible, in accordance with new Rule 5.33(d)(2)(E)(iii).

Since other orders received in a leg of the complex order may result in early termination of a SCOA as described above, the Exchange recognizes it is possible that market activity may be used to interfere with SCOA processing in a way that is contrary to just and equitable principles of trade in the markets. Consequently, the Exchange proposes to amend Interpretations and Policies .03 to Rule 5.33 to include SCOA so that if the Exchange identifies a pattern or practice of order submissions by a TPH that results in early termination of a SCOA(s) because such orders cause one of the conditions for early SCOA termination to be met, the actions of the TPH will be deemed conduct inconsistent with just and equitable principles of trade and a violation of Rule 8.1, as is currently the case for COA.

New Rule 5.33(d)(2)(F) establishes the processing of SCOA orders. Once the Response Time Interval has ended, the System will execute a SCOA order, in whole or in part, against complex contra-side interest by using an allocation algorithm that will allocate Auction Responses and unrelated orders resting in the COB to maximize executed volume. The SCOA allocation algorithm maximizes execution quantity while optimizing price-improvement opportunity for stop-limit complex order customers. The Exchange notes that SCOA does not allow legging because the SCOA allocation algorithm considers all available liquidity and has multiple rounds. The complexity is

compounded if legging is included and is further compounded if any of the legging events trip risk control limits for the single-leg book participants (particularly for Market-Makers who rely heavily on risk controls). The Exchange notes if the SCOA orders aren't filled in the auction, then they will be added to the COB in sequence and individually eligible for legging at that point (as they are ultimately just complex limit orders at that point). If there are any unfilled order(s) in a SCOA after allocating Auction Responses and unrelated orders resting in the COB, the System will use an iteration process to attempt to fill the remaining orders of the initial SCOA. Upon completion of the initial SCOA, unfilled order(s) will iterate through additional SCOAs at incrementally more aggressive starting prices, as stated in the Exchange's technical specifications, until all orders are filled, their limit price has been reached, or the current opposite side SBBO price has been used as the last auction start price. The System enters any unexecuted portion of a SCOA order that does not execute at the end of the SCOA iterations into the COB, if eligible for entry, and applies a timestamp based on the time it enters the COB. The System cancels or rejects any unexecuted portion of a SCOA order that does not execute at the end of the SCOA iterations if not eligible for entry into the COB, in accordance with the instructions for the stop-limit complex order.

The Exchange proposes additional amendments to Rule 5.33 to apply certain existing provisions of the rule to SCOA or add SCOA as an auction mechanism applicable to existing rule provisions. Specifically, the definition of “Regular Trading” in Rule 5.33(a) is amended to add SCOA to the existing COA reference, thereby excluding complex orders processed through COA or SCOA from the definition of regular trading since complex orders processed during the COA or SCOA process are not part of regular trading of complex orders. The Exchange also proposes to amend Rule 5.33(b) to add SCOA to references of COA since SCOA is treated in the same manner as COA regarding the Exchange's determination of terms and Capacities.<sup>14</sup> The instruction type of Stock-Option Order as provided in Rule 5.33(b)(5) is amended to state that, like COA and other auction mechanisms, a nonconforming stock-option order is not eligible for SCOA

<sup>10</sup> See Rule 5.33(a), which defines “Complex Order Book” or “COB” as the Exchange's electronic book of complex orders used for all trading sessions.

<sup>11</sup> See Rule 1.1, which states that the term “EFID” means an Executing Firm ID.

<sup>12</sup> See existing Rule 5.33(d)(3)

<sup>13</sup> See Rule 1.1 which states that the term “Priority Customer” means a person or entity that is a Public Customer and is not a Professional.

<sup>14</sup> See Rule 1.1 which states that “Capacity” means the capacity in which a User submits an order, such as an order for the account of a Market-Maker or Public Customer.

processing. SCOA is added to COA references in Rule 5.33(k) so that a SCOA will end if any component or underlying security of a SCOA order is halted.

The Exchange also proposes to add SCOA to Rules 5.21, 5.25, and 5.34 to include SCOA with COA references regarding order handling, message traffic mitigation, and protection mechanisms and risk controls for complex orders. Specifically, the Exchange proposes to amend Rule 5.21(b)(3) to remove language limiting response auctions for complex orders and add SCOA to electronic order handling during a limit up-limit down state. The proposed amendment to Rule 5.25(c) adds SCOA to the list of the Exchange's auction mechanisms, thereby applying the message traffic mitigation requirements for auction response processing to SCOA. The Exchange also proposes to amend Rule 5.34(b) and (c) to include SCOA with existing references to COA to extend existing order and quote price protection mechanisms and risk controls for complex order to SCOA communications and processing. Under proposed 5.34(c)(4)(B)(i), a User may specify whether volume or executions in SCOA, in addition to existing auction mechanisms named in the rule, will count toward the User's class, EFID, or EFID Group limit. Option volume resulting from SCOA processing may be excluded from certain risk monitor mechanism risk parameters, namely the volume parameter in Rule 5.34(c)(4)(A)(i) and the count parameter in Rule 5.34(c)(4)(A)(iii). Additionally, under proposed rule 5.34(c)(4)(F), SCOA is named as a type of complex order within the rule so that individual trades executed as part of a complex order response may be counted when determining that the volume, notional, count, or risk trips limit as well as percentage limit have been reached. Use of this functionality is optional, and a User may continue to include executions resulting from these exchange auctions in their risk parameters.

The Exchange also proposes to make a grammatical correction to Rule 5.33(d)(1)(D) to update "appointed" to "appointment" when referencing the appointment of a Market-Maker.

## 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>15</sup> Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)<sup>16</sup> requirements that the rules of an exchange be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest. Additionally, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)<sup>17</sup> requirement that the rules of an exchange not be designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

In particular, the Exchange believes the proposed change would remove impediments to and perfect the mechanism of a free and open market and a national market system, and protect investors and the public interest by making available to investors a type of complex order that incorporates the functionality of a stop-limit order. A stop-limit complex order can effectively be used by a market participant to replace manual monitoring and management a market participant must currently engage in to gain the benefits of stop-limit functionality. Market participants may choose to execute a transaction once certain market conditions are met as a way to help manage and reduce the risk of extreme loss. Stop-limit complex orders provide investors an execution and risk management tool to execute transactions without the manual monitoring needed today. The addition of a stop-limit complex order gives market participants who wish to utilize this order type an automated way of monitoring for conditions in which they desire an execution to occur, thereby creating operational efficiencies for the market. The Exchange believes the proposed rules are appropriate in that complex orders are recognized by market participants as useful, both as an investment and a risk management strategy, and adding stop-limit order functionality to complex orders provides even greater utility. The proposed rules will provide an efficient mechanism for carrying out investor strategies.

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

<sup>16</sup> 15 U.S.C. 78f(b)(5).

<sup>17</sup> *Id.*

The Exchange also believes auctioning triggered stop-limit complex orders through a SCOA will provide those orders with additional opportunities for price improvement and executions, particularly given that multiple stop-limit complex orders may be triggered by the same event. SCOA is necessary as a new auction mechanism to accommodate stop-limit complex order auctions because SCOA functionality that bundles multiple orders is unique to the SCOA auction mechanism. The Exchange believes that when multiple stop-limit complex orders are triggered by the same event, bundling into a single SCOA will have better execution outcomes than processing multiple individual orders in separate auctions. Pursuant to the proposed trigger process, the System will initiate the SCOA process for all stop-limit complex orders once designated conditions are met. Through the SCOA process, the Exchange intends to allocate resting interest against auctioned stop-limit orders to maximize executed volume, thereby filling stop-limit complex orders to the extent possible based on the auction responses received for the SCOA and resting interest in the COB. The Exchange believes this allocation method will benefit investors because it will result in execution of as many contracts of the auctioned order(s) as possible. The Exchange believes that the proposal to initiate a SCOA once the designated trigger condition for a stop-limit complex order has been met removes impediments to, and perfects the mechanisms of, a free and open market and a national market system and, in general, protects investors and the public interest because the Exchange will initiate a SCOA for a stop-limit complex order in accordance with the user's instructions. Additionally, through the SCOA functionality that bundles multiple stop-limit complex orders with the same trigger condition into the same SCOA, SCOA processing will pursue price improvement through its allocation algorithm that is designed to maximize execution quantity while optimizing price-improvement opportunity for customers. The proposed execution of SCOA orders following the conclusion of a SCOA is consistent with general principles of customer priority and protects the leg markets. While SCOA orders may execute against complex contra-side interest only, the prices of these executions must improve the SBBO if there is a Priority Customer representing any leg on the Simple Book as required by Rule 5.33(f)(2)(A)(iv). The proposed

stop-limit complex order rules also promote equal access by providing recipients of the Exchange's data feeds that include auction notifications with the opportunity to interact with orders in a SCOA.

The Exchange again notes that the communication functionality for SCOA is the same as the existing functionality for COA, providing Users with the ability to place a stop-limit complex order if they so choose. When utilizing a stop-limit complex order, Users also have the choice to select the trigger condition for the order. Market participants who wish to place a stop-limit complex order have the flexibility to choose one of two types of trigger conditions which, if met, would execute the stop-limit complex order for SCOA processing. The trigger conditions rely on certain option or underlying prices, or index levels. The Exchange believes it is appropriate to use the Market-Maker SBBO for one of the trigger conditions because it will help insulate a stop-limit complex order from being triggered by an inappropriate trigger event (such as one or more customer orders placed at an extreme price) that could otherwise be caused by including non-Market-Maker limit orders into the SBBO. Use of the Market-Maker SBBO as a triggering condition is intended to help avoid cascading triggering events that could result from customer stop-limit complex orders with limit prices that are not necessarily reflective of market valuation. Use of the Market-maker SBBO will help support greater market stability and execution and provides certain protections to market participants who wish to utilize stop-limit complex orders. The Exchange believes the proposed changes to add stop-limit complex orders and SCOA are not unfairly discriminatory, as the abilities to place a stop-limit order and respond to a SCOA auction message are generally available to all Users. The proposed rule change provides the Exchange with the authority to determine if all Users or only Market-Makers and certain TPHs may respond to auction messages in alignment with Exchange authority for responses to auction messages for COA,<sup>18</sup> and the Exchange believes is appropriate to limit responses to Market-Makers and certain TPHs if it is necessary to incentivize those Market-Makers or TPHs to provide liquidity and further encourage competition. If the Exchange were to limit responses to only Market-Makers and designated TPHs, the Exchange would do so to encourage more competitive responses because

such responses will have a greater likelihood of fulfillment in larger quantities when such responses are at more competitive prices.

Additionally, regarding risk controls and price protection mechanisms, the Exchange believes the proposed change would remove impediments to and perfect the mechanism of a free and open market and a national market system, and protect investors and the public interest by providing market participants with enhanced abilities to manage their risk with respect to stop-limit complex orders on the Exchange. The Exchange believes that the proposed rule change will protect investors and the public interest because the proposed extension of reasonability checks and the inclusion of SCOA processing with drill-through protection as a risk monitoring mechanism will assist Users in minimizing their risk exposure, thereby reducing the potential for disruptive, market-wide events. The Exchange also notes that the proposed amendment to Rule 5.33(k) to cancel or reject all auction responses to a SCOA in the event that any component or underlying security to a stop-limit complex order is halted provides an additional layer of protection to market participants by eliminating SCOA processing when trading in underlying securities is not available. SCOA will function in a similar manner as COA with respect to these protection and risk mechanisms, as well as trading halts, and the proposed amendments are consistent with Cboe Rules as applicable to COA.

Proposed amendments to Rules 5.34(b) and (c) specifically include SCOA with safeguards that exist for COA. The Exchange believes the proposed change to include SCOA in the auction mechanism types that allow Users to specify whether volume executions in the various named auction mechanisms will count toward the User's class, EFID, or EFID Group limits is reasonable because orders executed through these auction mechanisms are subject to different protections, such as price improvement requirements, as compared to other order types. As a result, these orders have different risk considerations. The Exchange notes that this functionality is optional, and Users may continue to include executions resulting from these exchange auctions in their risk parameters (as is the case today) if they prefer. Additionally, the Exchange believes the proposed changes are not unfairly discriminatory, as the risk controls and protection mechanisms that will be applied to SCOA are currently available for other auction

types. Additionally, the risk controls and protection mechanisms are available to all Users and applied uniformly to all Users who may choose to utilize enhanced risk parameter settings.

Last, the Exchange believes correcting a grammatical error by replacing "appointed" with "appointment" in Rule 5.33(d)(1)(D) will eliminate confusion in this provision of the rule.

#### *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 intended to provide market participants with new voluntary functionality to automate a manual monitoring process to determine when to execute an order in the event that a specific condition has been met. The Exchange does not believe that the proposed rule change will impose any burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act, because stop-limit complex orders will be available to all Users and processed in the same manner. A stop-limit complex order is a type of complex order that is intended to achieve the execution of a complex order that Users can achieve today through manual monitoring and order submissions. Stop-limit complex orders offer market participants an automated alternative to this manual process. The proposed rule change provides all Users with the ability to submit a stop-limit complex order, which will be processed through SCOA once the trigger condition for the order has been met. Use of a stop-limit complex order (as well as the trigger condition) will be voluntary and within the discretion of a User, and a User may continue to manage complex orders to achieve an execution of a complex order under certain conditions in the same manner they do today. Additionally, SCOA messaging for an order will be sent to all Users who are recipients of auction messaging data, and all Users generally may submit responses to the auction if they so choose.

The Exchange does not believe the proposed rule change will impose any burden on intermarket competition that is not necessary or appropriate in furtherance of the purposes of the Act, as the proposed rule changes apply only to a permissible User order instruction regarding how the Exchange will handle and then execute an order. Stop-limit complex orders extend functionality that is available today on the Exchange

<sup>18</sup> See Rule 5.33(d)(1)(D).

in stop-limit orders for simple orders to complex orders, and SCOA will utilize certain COA functionality that is currently used on the Exchange. Additionally, to the extent that the proposed changes may make the Exchange a more attractive trading venue for market participants on other exchanges, such market participants may elect to become Exchange market participants.

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

The Exchange neither solicited nor received written comments on 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 (i) as the Commission may designate up to 90 days of such date if it finds such longer period to be appropriate and publishes its reasons for so finding or (ii) as to which the Exchange consents, the Commission shall: (a) by order approve or disapprove such 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 (<https://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-CBOE-2026-024 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-CBOE-2026-024. 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 filing 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-CBOE-2026-024 and should be submitted on or before April 16, 2026.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>19</sup>

**Vanessa A. Countryman,**  
*Secretary.*

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**SECURITIES AND EXCHANGE COMMISSION**

[Release No. 34-105065; File No. SR-FICC-2026-006]

**Self-Regulatory Organizations; Fixed Income Clearing Corporation; Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Make Corrections, Clarifications and Certain Other Changes to the GSD Rules, MBSD Rules, and EPN Rules**

March 23, 2026.

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 March 17, 2026, Fixed Income Clearing Corporation ("FICC") 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 clearing agency. FICC filed the proposed rule change pursuant to Section 19(b)(3)(A) of the Act<sup>3</sup> and Rule 19b-4(f)(4) thereunder.<sup>4</sup> The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

**I. Clearing Agency's Statement of the Terms of Substance of the Proposed Rule Change**

FICC is proposing to (i) make certain corrections and clarifications in the Government Securities Division ("GSD") Rulebook (the "GSD Rules"),

Mortgage-Backed Securities Division ("MBSD") Clearing Rules (the "MBSD Rules") and MBSD EPN Rules (the "EPN Rules," and collectively with the GSD Rules and the MBSD Rules, the "Rules")<sup>5</sup> and (ii) make certain changes to harmonize the language in the GSD Rules, MBSD Rules and the EPN Rules with each other and with the rules of FICC's two clearing agency affiliates, The Depository Trust Company ("DTC") and National Securities Clearing Corporation ("NSCC").

**II. Clearing Agency's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change**

In its filing with the Commission, the clearing agency 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 clearing agency has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.

(A) *Clearing Agency's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change*

1. Purpose

FICC is proposing to (i) make certain corrections and clarifications in the Rules and (ii) make certain changes to harmonize the language in the GSD Rules, MBSD Rules and the EPN Rules with each other and with the rules of FICC's two clearing agency affiliates, DTC and NSCC.

FICC has conducted a review of its Rules to improve transparency and consistency and to harmonize language in its Rules with similar language in the Rules, By-Laws and Organization Certificate of DTC ("DTC Rules") and the NSCC Rules & Procedures ("NSCC Rules").<sup>6</sup> DTC and NSCC have also conducted similar reviews of their respective rulebooks. As a result of the reviews, FICC is proposing the following changes to the Rules.

<sup>5</sup> Each capitalized term used herein and not otherwise defined shall have the meaning set forth in the GSD Rules, MBSD Clearing Rules or the EPN Rules, as applicable, available at [www.dtcc.com/legal/rules-and-procedures](http://www.dtcc.com/legal/rules-and-procedures).

<sup>6</sup> Each capitalized term used herein and not otherwise defined shall have the meaning set forth in the DTC Rules or the NSCC Rules, as applicable, available at [www.dtcc.com/legal/rules-and-procedures](http://www.dtcc.com/legal/rules-and-procedures).

<sup>19</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.

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

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