relating to certain responsibilities it delegates to the fund's investment adviser. These procedures and guidelines typically address various aspects of the fund's operations. The fund must maintain and preserve for six years a written copy of both these procedures and guidelines. The fund also must maintain and preserve for six years a written record of the board's considerations and actions taken in connection with the discharge of its responsibilities, to be included in the board's minutes. In addition, the fund must maintain and preserve for three years written records of certain credit risk analyses, evaluations with respect to securities subject to demand features or guarantees, and determinations with respect to adjustable rate securities and asset backed securities.

Funds must also post monthly portfolio information and certain other information on their websites and maintain records of creditworthiness evaluations on counterparties to repurchase agreements that the fund intends to ''look through'' for purposes of rule 2a–7's diversification limitations. If a retail or government money market fund determines to use a share cancellation method to maintain a stable net asset value in a period with negative interest rates, it must provide certain disclosures to investors in advance of using share cancellation and when share cancellation is used. Compliance with rule 2a–7's information collection requirements is required to obtain or retain benefits.

We estimate that approximately 284 money market funds are subject to rule 2a–7. We estimate that each money market fund incurs an average of 700 hours per year to comply with the recordkeeping requirements of rule 2a–7 (relating to the establishment and maintenance of policies and procedures, records of credit risk analyses, certain notices or reports to the fund's board of directors, determinations made by the fund's board of directors, and other information collection requirements that do not involve third-party disclosures) and an average of 75 hours per year to comply with the third-party disclosure requirements of rule 2a–7 (including requirements to provide certain information on money market fund websites and requirements for certain funds to provide disclosures to investors related to share cancellation). We estimate the total annual burden of the collection of information requirements of rule 2a–7 to be 220,100 hours, with an aggregate external cost burden of $51,120,000.

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 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* by October 5, 2026.

Dated: July 30, 2026.

Sherry R. Haywood,

Assistant Secretary.

[FR Doc. 2026–15729 Filed 8–3–26; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–106014; File No. SR–MSRB–2026–04]

Self-Regulatory Organizations; Municipal Securities Rulemaking Board; Notice of Filing of a Proposed Rule Change To Amend MSRB Rule G–27 To Exclude Certain Public Finance Activities From Term "Structuring of Public Offerings or Private Placements," Extend the Length of the Exclusion for Non-Primary Residences From Municipal Branch Office Designation, and Make a Technical Update to the Rule's Title

July 30, 2026.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (''Act'' or ''Exchange Act'') [1] and Rule 19b–4 thereunder,[2] notice is hereby given that on July 27, 2026 the Municipal Securities Rulemaking Board (''MSRB'' or ''Board'') 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 MSRB. 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 MSRB filed with the Commission a proposed rule change to (i) exclude certain public finance activities from the term ''structuring of public offerings or private placements'' as used within MSRB Rule G–27, (ii) extend the length of the exclusion for non-primary residences from municipal branch office designation, and (iii) make a technical update to the title of MSRB Rule G–27, as described herein (the ''proposed rule change'').

If the Commission approves the proposed rule change, the MSRB will announce the operative date of the proposed rule change in a regulatory notice to be published on the MSRB website no later than 30 days following Commission approval. The compliance date would be no earlier than 90 days and no later than 180 days following Commission approval.

The text of the proposed rule change is available on the MSRB's website at *https://msrb.org/2026-SEC-Filings* and at the MSRB's principal office.

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 MSRB 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 MSRB 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

As part of the MSRB's broad retrospective rule review,[3] the MSRB continues to evaluate ways to modernize its rules to reflect how brokers, dealers, and municipal securities dealers (collectively,

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

[2] 17 CFR 240.19b–4.

[3] The MSRB regularly engages in retrospective reviews of its rules and associated interpretive guidance with the goal of ensuring that they achieve their intended purposes and take into account the current state of the municipal securities market. *See* MSRB Rulebook Modernization web page, available at *https://www.msrb.org/Rulebook-Modernization.*

''dealers'') operate today and will continue to evolve their businesses to operate in the future. Additionally, the MSRB recognizes that advancements in technology and compliance tools have enhanced dealers' ability to more effectively supervise the conduct of the municipal securities activities of the dealer and that of its associated persons in a decentralized environment due to hybrid work arrangements. The MSRB understands that certain surveillance and monitoring technology can provide a more real-time supervision of associated persons regardless of their physical location Thus, dealers have made strides in modernizing their workplace while also undertaking the necessity of putting proper safeguards in place to ensure compliance with MSRB rules and the applicable provisions of the Exchange Act and rules thereunder.

The proposed rule change is intended to provide greater flexibility to dealers and their associated persons with respect to hybrid work arrangements without modifying the office of municipal supervisory jurisdiction (''OMSJ'') and municipal branch office definitions within MSRB Rule G–27(g)(i) and MSRB Rule G–27(g)(ii), respectively. These provisions were originally adopted to harmonize with the supervisory requirements for broker-dealer members of FINRA (formerly NASD) under applicable supervisory rules (then NASD Rules 3010 and 3012, now FINRA Rules 3110 and 3120).[4] In the context of harmonizing the prior version of MSRB Rule G–27 to parallel the overall supervisory obligations established by FINRA for its member firms, the MSRB stated that it intends generally that the provisions of Rule G–27 be read consistently with the analogous NASD provisions, unless the MSRB specifically indicates otherwise. Thus, relevant NASD interpretations would be presumed to apply to the comparable MSRB provision, subject to the MSRB's right to make distinctions when necessary and appropriate.[5] The MSRB highlights that this presumption with respect to MSRB Rule G–27 and interpretations of analogous FINRA provisions only applies where there are no material differences between such comparable provisions and that any material differences in MSRB Rule G–27 from the provisions of otherwise comparable FINRA supervisory requirements cannot be ignored.

The proposed rule change would extend an exemption from municipal branch office designation under MSRB Rule G–27(g)(ii)(A)(3) for non-primary residences from less than 30 business days per year to up to 90 business days per year providing broader latitude to dealers designing their remote or hybrid work policies. The proposed rule change would also provide clarity to dealers attempting to interpret and comply with MSRB Rule G–27(g)(i) by providing guidance on the meaning of the term ''structuring of public offerings or private placements'', also commonly referred to as public finance banking activities. More specifically, the proposed rule change describes the types of activities that would be included or excluded from the meaning of ''structuring of public offerings or private placements'' under MSRB Rule G–27. The MSRB notes it has never publicly defined the scope of the term ''structuring of public offerings or private placements,'' [6] which the MSRB understands has led to dealers designating some locations as an OMSJ out of an abundance of caution.[7] Thus, the MSRB believes defining the term would permit dealers to better evaluate such designations. Resultingly, a better understanding for the municipal securities market regarding how the term is interpreted would aid understanding of the required supervisory framework under MSRB Rule G–27. The proposed rule change would also make clarifying edits to the title of MSRB Rule G–27 to plainly state that the rule is applicable to brokers, dealers, and municipal securities dealers.

Background

MSRB Rule G–27(a), on obligation to supervise, requires each dealer to supervise the conduct of the municipal securities activities of the dealer and its associated persons to ensure compliance with MSRB rules, and the applicable provisions of the Exchange Act and rules thereunder. As such, MSRB Rule G–27(b)(iii) requires dealers to designate as an OMSJ any office at which any one or more of the enumerated activities under MSRB Rule G–27(g)(i) occurs at such office with respect to municipal securities. Locations that are not required to be designated as an OMSJ constitute either a municipal branch office or a non-branch location.[8]

Definition of Municipal Branch Office

Rule G–27(g)(ii)(A) defines a municipal branch office as any location where one or more associated persons of a dealer regularly conducts the business of effecting any transactions in, or inducing or attempting to induce the purchase or sale of any municipal security, or is held out as such, with certain exceptions.[9] The MSRB has not defined the phrase ''regularly conducts'' for purposes of MSRB Rule G–27(g)(ii)(A), on municipal branch office, but instead, has provided a measure of flexibility for dealers to define and interpret how the phrase ''regularly conducts'' fits within their respective business models, and what frequency would constitute regularly working from a particular location for purposes of MSRB Rule G–27(g)(ii)(A)'s definition of municipal branch office.[10] The exceptions from municipal branch office designation pursuant to MSRB Rule G–27(g)(ii) are applicable to locations that would not otherwise trigger designation as an OMSJ under the conditions outlined in MSRB Rule G–27(g)(i),[11] as an OMSJ designation for a particular office would trump the exceptions under the rule. One such exception from the municipal branch office definition, listed in Rule G–27(g)(ii)(A)(3), is for any location, other than a primary residence, that is used for municipal

[4] *See* Exchange Act Release No. 55792 (May 22, 2007), 72 FR 29564 (May 29, 2007) (File No. SR–MSRB–2006–10) (the ''2007 Supervisory Amendments'').

[5] *Id.,* 72 FR at 29564. Currently, FINRA publishes guidance with respect to its supervisory requirements on its website at *https://www.finra.org/rules-guidance/key-topics/supervision#guidance.*

[6] The MSRB notes that FINRA also has never defined the term ''structuring of public offerings or private placements.''

[7] The MSRB reviewed some data derived from the Uniform Branch Office Registration Form (Form BR), which is a form that firms use to register branch offices and offices of supervisory jurisdiction (''OSJs'') with FINRA and as required by the relevant state jurisdiction or other SROs. Form BR's Section 2 (Registration/Notice Filing/Type of Office/Activities) requires a firm to indicate whether a branch office is an OSJ. The MSRB notes that the designation of a branch office as an OMSJ, as defined under MSRB Rule G–27, is optional on Form BR, so while incomplete, the MSRB took note of the significant number of single-person OMSJ's, which was useful in the MSRB's analysis of current designation practices.

[8] FINRA similarly distinguishes among offices of supervisory jurisdiction and branch offices, which must be registered, and unregistered offices or non-branch locations in FINRA Rule 3110. *See also* Exchange Act Release No. 48897 (December 9, 2003), 68 FR 70059, 70061 (December 16, 2003) (File No. SR–NASD–2003–104) (Notice of Filing of Proposed Rule Change and Amendment Nos. 1 and 2 Related to Proposed New Uniform Definition of ''Branch Office'' Under NASD Rule 3010(g)(2)) (the ''2003 FINRA Notice of Filing'').

[9] *See* MSRB Rule G–27(g)(ii)(A)(1)–(7).

[10] FINRA has also publicly stated ''[t]he term ''regularly conducts'' in Rule 3110(f)(2)(A) historically has not been a defined term under the uniform branch office definition. As such, there is no defined threshold level of ''regular'' that would make a location a ''branch office'' under Rule 3110(f)(2)(A).'' *See* FINRA's Residential Supervisory Locations (RSLs) Frequently Asked Questions, Q.18 on meaning of ''regularly conducts'' under FINRA Rule 3110(f)(2), available at *https://www.finra.org/rules-guidance/key-topics/residential-supervisory-locations#faqs.*

[11] *See* MSRB Rule G–27(g)(i).

securities activities for less than 30 business days in any one calendar year, provided the dealer complies with the provisions of MSRB Rule G–27(g)(ii)(A)(2)(a) through (h).[12] The MSRB also points out that conduct that rises to the level of constituting regularly conducting the business of effecting transactions in municipal securities is conduct that could cause a primary residence to be designated as a municipal branch office.

Definition of Office of Municipal Supervisory Jurisdiction

Rule G–27(g)(i) defines the term OMSJ as any office of a dealer where one or more of the following functions take place:

(A) order execution and/or market making;

(B) structuring of public offerings or private placements;

(C) maintaining custody of customers' funds and/or municipal securities;

(D) final acceptance (approval) of new accounts on behalf of the dealer;

(E) review and endorsement of customer orders, pursuant to MSRB Rule G–27(c)(i)(G)(2);

(F) final approval of advertising for use by persons associated with the dealer, pursuant to MSRB Rule G–21(f); or

(G) responsibility for supervising the municipal securities activities of persons associated with the dealer at one or more other municipal branch offices of the dealer.

As aforementioned, the MSRB has never defined the phrase ''structuring of public offerings or private placements'' under MSRB Rule G–27(g)(i)(B). As such, it has been up to dealers to determine which public finance banking activities would fall under the umbrella of ''structuring of public offerings or private placements,'' and would therefore be required to be conducted at an OMSJ, and which activities would not fall under the umbrella and could potentially be conducted at other location types.

There are additional compliance and regulatory obligations for locations classified as an OMSJ or a municipal branch office. MSRB Rule G–27(d)(i)(A) requires dealers to inspect every OMSJ and supervisory municipal branch office at least annually.[13] MSRB Rule G–27(d)(i)(B) requires every non-supervisory municipal branch office to be inspected at least every three years.[14] MSRB Rule G–27(d)(i)(C) requires every non-branch location to be inspected on a regular periodic schedule.[15] Furthermore, an office that is designated as an OMSJ or a supervisory municipal branch office must have one or more appropriately registered principals on-site.[16] All municipal branch offices must have at least one or more appropriately registered representatives or principal.[17] The OMSJ and municipal branch office supervisory framework is currently harmonized with FINRA Rule 3110's definitions of an OSJ and branch office, respectively.[18] The proposed rule change is discussed in greater detail below.

Description of Proposed Rule Change

Extend the 30-Business Day Exclusion for Non-Primary Residences from Municipal Branch Office Designation

MSRB Rule G–27(g)(ii)(A)(3) currently allows for a non-primary residence where municipal securities business is conducted for less than 30 business days per calendar year to be excluded from municipal branch office designation, if the location meets the provisions of MSRB Rule G–27(g)(ii)(A)(2)(a) through (h), as described above.[19] The proposed rule change would increase this limit in MSRB Rule G–27(g)(ii)(A)(3) to up to 90 business days per calendar year without amending the conditions outlined in the rule.

The increase from less than 30 business days per calendar year to up to 90 business days per calendar year for an associated person to work from a non-primary residence without triggering municipal branch office designation would provide dealers greater latitude in permitting their associated persons to work at non-primary residential locations, such as a vacation home or the home of a partner or family member, or at another location. The MSRB believes that the proposed rule change would also provide dealers additional and reasonable flexibility in implementing hybrid work arrangements that acknowledge and account for advances in technology that could allow for effective remote supervision capabilities, while also appropriately limiting the municipal securities related work that could be done away from a municipal branch office. In addition to changing the annual business day limit from 30 to 90, the proposed rule change would also make minor technical edits to MSRB Rule G–27(g)(ii)(A)(3) to improve clarity of the rule by removing the term ''less than'' and adding the term ''or fewer'' into the text of the rule.

The MSRB notes that the current less than 30-business days per calendar year exclusion from municipal branch office designation for work performed at a non-primary residence, and the potential extension to up to 90 business days per calendar year under the proposed rule change, is an exclusion that would be allowed under MSRB Rule G–27. However, dealers would need to conduct their own risk analysis to determine if this type of remote work, and the 90-business day limit allowed under the proposed rule change, is appropriate for their business model,

[12] MSRB Rule G–27(g)(ii)(A)(2)(a) through (h) requires, as conditions for meeting the exception from municipal branch office designation, that: (a) only one associated person, or multiple associated persons who reside at that location and are members of the same immediate family, conduct business at the location; (b) the location is not held out to the public as an office and the associated person does not meet with customers at the location; (c) neither customer funds nor securities are handled at that location; (d) the associated person is assigned to a designated municipal branch office, and such designated municipal branch office is reflected on all business cards, stationery, advertisements and other communications to the public by such associated person; (e) the associated person's correspondence and communications with the public are subject to the dealer's supervision in accordance with MSRB Rule G–27; (f) electronic communications (*e.g.,* email) are made through the dealer's electronic system; (g) all orders are entered through the designated municipal branch office or an electronic system established by the dealer that is reviewable at the municipal branch office; and (h) written supervisory procedures pertaining to supervision of sales activities conducted at the residence are maintained by the dealer.

[13] Pursuant to MSRB Rule G–27(g)(ii)(B), notwithstanding the exclusions in MSRB Rule G–27(g)(ii)(A), any location that is responsible for supervising the municipal securities activities of persons associated with the dealer at one or more non-branch locations of the dealer is considered to be a municipal branch office. Moreover, this type of municipal branch office is known as a ''supervisory municipal branch office.'' *See, e.g.,* MSRB Rule G–27(d)(i)(B). *See also* FINRA Rule 3110 Describes Four Office Classifications available at: *https://www.finra.org/rules-guidance/key-topics/residential-supervisory-locations/office-clasifications* (the ''FINRA Office Classification Guidance'').

[14] A non-supervisory municipal branch office would generally be deemed a location that is not charged with supervising the municipal securities activities of persons associated with the dealer. *See generally* FINRA Office Classification Guidance (distinguishing supervisory branch office and non-supervisory branch office locations).

[15] While MSRB rules do not explicitly establish a specific timeframe for such regular periodic inspections, currently FINRA Rule 3110.13 sets out a general presumption that a non-branch location will be inspected at least every three years, even in the absence of any red flags, and if a FINRA-member dealer establishes a longer periodic inspection schedule, such member must document in its written supervisory and inspection procedures the factors used in determining that a longer periodic inspection cycle is appropriate. *See* FINRA Rule 3110.13.

[16] *See* MSRB Rule G–27(b)(iv).

[17] *Id.*

[18] *See* FINRA Rule 3110(f)(1), defining office of supervisory jurisdiction, and FINRA Rule 3110(f)(2), defining branch office.

[19] *See supra* note 12.

supervisory structure and overarching supervisory system.

Structuring of Public Offering or Private Placements

The proposed rule change would add proposed new Supplementary Material .06, on Exemption of Excluded Public Finance Activities from Office of Municipal Supervisory Jurisdiction and Municipal Branch Office Designation, and .07, on Definition of Excluded Public Finance Activities to MSRB Rule G–27. Proposed new Supplementary Material .06 of MSRB Rule G–27 would state that a location would not meet the definition of an OMSJ under MSRB Rule G–27(g)(i) if associated persons at such location engage in excluded public finance activities, so long as that location does not engage in any other activities that would require designation as an OMSJ. The proposed supplementary material would also expressly state that these excluded public finance activities would not be deemed to constitute ''structuring of public offerings or private placements'' within the meaning of OMSJ under MSRB Rule G–27(g)(i)(B). Furthermore, under proposed new Supplementary Material .06 of MSRB Rule G–27, a primary residence that otherwise meets the exception from municipal branch office designation under MSRB Rule G–27(g)(ii)(A)(2), and from which an associated person engages in excluded public finance activities, would be deemed a non-branch location, as long as the associated person does not engage in any other activities that would require designation of such location as an OMSJ, under MSRB Rule G–27(g)(i). Dealers would need to look carefully at the activities of their non-branch locations to ensure that they are not considered by MSRB Rule G–27 to be a municipal branch office. In addition, the proposed rule change would add a reference to new Supplementary Materials .06 and .07.

Proposed new Supplementary Material .07 of MSRB Rule G–27 would define the term excluded public finance activities as activities that are associated with the structuring of public offerings or private placements, including but not limited to, debt modeling, financial analysis, number running and the solicitation of issuers or obligated persons for the dealer's investment banking services in connection with municipal securities (*e.g.* public finance banking services). However, this does not include final approval of a public offering or private placement transaction (*i.e.,* structuring) conducted by the dealer. Proposed new Supplementary Material .07 of MSRB Rule G–27 would also make clear that the activities described within the definition of excluded public finance activities are not an exhaustive list of excluded public finance activities, and other activities could fall within the definition if a dealer can demonstrate that such other activities do not include the final approval of a public offering or private placement transaction. The MSRB believes that activities such as preliminary data analysis and modeling, as well as running standard debt capacity or sensitivity analyses using established firm models controlled by senior personnel, which are much more specific than the broader enumerated list of excluded public finance activities, would be examples of activities that would be categorized as excluded public finance activities under proposed new Supplementary Material .07 of MSRB Rule G–27. The MSRB is intentionally leaving the definition of excluded public finance activities under proposed new Supplementary Material .07 as business model neutral, without listing an exhaustive list of activities that would qualify as excluded public finance activities, to account for the diversity in business models among dealers.

Proposed new Supplementary Material .07 of MSRB Rule G–27 would also expressly state that the final approval of a public offering or private placement transaction would be explicitly outside of the scope and definition of excluded public finance activities, since such final approval of a public offering or private placement transaction is deemed structuring for purposes of the OMSJ definition, pursuant to MSRB Rule G–27(g)(i). The MSRB recognizes that there are many individual supportive decisions made in the overall work to be done on a municipal securities public offering or private placement and, as a result, the MSRB is clarifying that it deems the final approval of a public offering or private placement transaction as constituting ''structuring of public offerings or private placements.'' The MSRB notes that such final approval of a public offering or private placement transaction should be conducted by a person in a principal-level capacity.[20]

The MSRB believes that proposed new Supplementary Material .06 and .07 of MSRB Rule G–27 would not alter the definition of OMSJ, but rather, would clarify that certain activities performed by municipal securities professionals in furtherance of the ''structuring of a public offering or private placements'' do not constitute structuring and therefore do not rise to the level of activities that need to take place at an OMSJ. Furthermore, by clarifying that the MSRB deems structuring as the final approval of a public offering or private placement transaction, dealers are better equipped, given varying business models, to evaluate their specific business model and make determinations as to where ultimate decision making and supervisory authority rest for purposes of designating such locations as an OMSJ.

The MSRB notes that the phrase ''final approval of a public offering or private placement transaction'' in proposed new Supplementary Material .07 would reference actions internal to the dealer relating to the decision to approve such transaction, the timing of which may vary depending on the specific transaction or the processes undertaken by a specific dealer. It is not the MSRB's intention for final approval to entail the act itself of executing a bond purchase agreement (which may occur at an issuer's location or at some other location away from the offices of the dealer) or submitting a bid in response to a notice of sale. Rather, this provision of the proposed rule change turns on dealers' actions that ultimately leads to the formality of executing the bond purchase agreement or submitting a bid. The MSRB notes that, while the proposed rule change takes a principles-based approach to the determination of what constitutes final approval of a public offering or private placement transaction, proposed new Supplementary Material .07 would require dealers to adopt compliance policies and procedures reasonably designed to make clear what action taken constitutes such final approval by the dealer. Proposed new Supplementary Material .07 would also require dealers to take into consideration all relevant factors in determining what action taken constitutes final approval of a public offering or private placement transaction to ensure dealers'

[20] Pursuant to MSRB Rule G–2, on standards of professional qualification, no dealer shall effect any transaction in, or induce or attempt to induce the purchase or sale of, any municipal security, unless such dealer and every natural person associated with such dealer is qualified in accordance with the rules of the MSRB. MSRB Rule G–3(b)(i) defines a municipal securities principal as a person, associated with a dealer, who is directly engaged in the management, direction or supervision of, among other things, underwriting, trading or sales of municipal securities, and MSRB Rule G–3(b)(ii) requires such individuals that meet the definition of a municipal securities principal to be appropriately qualified by taking and passing the Municipal Securities Principal Qualification Examination.

supervisory systems are reasonably designed to achieve compliance with applicable securities laws and regulations, and with applicable MSRB rules. The proposed rule change also prescribes that such compliance policies and procedures should support evidencing compliance to the appropriate examining authority.

Regulatory Need

The MSRB acknowledges that extending the exclusion for municipal securities work performed at a non-primary residence from municipal branch office designation from less than 30 business days per calendar year to up to 90 business days per calendar year under MSRB Rule G–27(g)(ii)(A)(3) would result in a move away from harmonization with FINRA Rule 3110, which contains a similar exclusion from branch office registration for work performed at a non-primary residence for less than 30 business days per year.[21] The MSRB also recognizes that defining ''structuring of public offerings or private placements,'' and resultingly potential changes in designations of office or locations may cause regulatory inconsistencies. Although harmonization allows dealers who are also FINRA members to more easily comply with the requirements under both rule sets regarding office classification and designation, it has been the MSRB's longstanding position that it would weigh rule harmonization in the context of the uniqueness of the municipal securities market.

The MSRB highlights that there are an estimated 50,000 issuers (and other issuing authorities) that rely on municipal bonds to fund local projects, which provide essential services to local communities.[22] In the last five years, the MSRB estimates that 22,000 issuers engaged in a public offering or private placement transaction. In addition, there are approximately one million unique municipal bonds outstanding, whereas by comparison the corporate bond market has about 6,600 different issuers and 60,000 unique bonds outstanding.[23] Given the broad geographical dispersion of municipal issuers across the entirety of the country in all 50 states, the District of Columbia, and U.S. territories in which offerings of municipal securities are conducted according to state and local laws and regional practices that vary considerably, it can be uniquely challenging for dealers in this market, as compared to other securities markets, to effectively engage with prospective issuer clients and service existing issuer clients.[24] It is the MSRB's understanding that many dealers may choose a business model that segments their issuer coverage by region to offer more tailored and more easily accessible service to such issuer clients. In addition, the MSRB estimates that a large segment of the issuer community is not geographically positioned in close proximity to larger metropolitan areas where financial services firms have historically operated the bulk of their activities. Resultingly, many dealers choose to have public finance bankers operate in a much more geographically dispersed manner as compared to other segments of their securities activities so as to meet the needs of their issuer clients in a more effective manner in light of the realities of the municipal securities market. Often, these geographically dispersed public finance bankers must operate under current MSRB Rule G–27 as a single-person OMSJ, meeting all of the requirements under MSRB Rule G–27 arising from being an OMSJ. The MSRB believes that the proposed rule change would support the competitiveness of the municipal securities market and would provide greater workplace flexibility while maintaining appropriate supervisory requirements for the activities conducted in the manner described above.

Rule Title Clarification

The proposed rule change would change the title of MSRB Rule G–27 from ''Supervision'' to ''Supervisory and Compliance Obligations of Brokers, Dealers and Municipal Securities Dealers.'' This non-substantive, technical change would clarify that MSRB Rule G–27 is applicable to dealers only, as well as standardize the title with MSRB Rule G–44, on Supervisory and Compliance Obligations of Municipal Advisors.

2. Statutory Basis

The MSRB believes that the proposed rule change is consistent with Section 15B(b)(2) of the Exchange Act,[25] which provides that the MSRB shall propose and adopt rules to effect the purposes of the Exchange Act with respect to, among other matters, transactions in municipal securities effected by dealers. Section 15B(b)(2)(C) of the Exchange Act[26] provides that the MSRB's rules shall 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 municipal securities and municipal financial products, to remove impediments to and perfect the mechanism of a free and open market in municipal securities and municipal financial products, and, in general, to protect investors, municipal entities, obligated persons, and the public interest.

The MSRB believes the proposed rule change is consistent with Section 15B(b)(2)(C) of the Exchange Act[27] because the proposed rule change would promote just and equitable principles of trade by interpreting and clarifying the meaning behind the term structuring of public offerings or private placements by way of excluding certain activities from the definition. The MSRB believes that clear guidance as to what work functions are included within the meaning of the term ''structuring'' for the municipal securities market would facilitate dealers' understanding and implementation of sound compliance policies and procedures when applying the principles of MSRB Rule G–27 to each dealer's business model. Furthermore, while differing from FINRA, the proposed rule change's definition of excluded public finance activities would remove impediments from a free and open market in municipal securities and municipal financial products. By clarifying the phrase, ''structuring of public offerings or private placements,'' that has not been defined by the MSRB and has been interpreted inconsistently by the dealer community, dealers are able to lessen resources spent on such compliance matters and focus on the functional work that facilitate a free and open market in municipal securities and municipal financial products.

In addition, the proposed rule change would remove an impediment to a free and open market by providing flexibility to firms implementing their hybrid work models. The MSRB believes that

[21] FINRA Rule 3110(f)(2)(A)(iii) contains an exception from branch office registration for any location, other than a primary residence, that is used for securities business for less than 30 business days in any one calendar year, provided certain conditions proscribed by FINRA Rule 3110 are met.

[22] *See* MSRB's 2026 Municipal Market Factsheet, January 2026, available at: *https://www.msrb.org/sites/default/files/2022-09/MSRB-Muni-Facts.pdf.*

[23] The MSRB used the Bloomberg Terminal to analyze and aggregate the data on the size of the corporate bond market and unique outstanding bonds.

[24] The MSRB notes that, based on Form A–12 filings, only 177 of the 926 MSRB-registered dealers identify municipal debt underwriting as a business activity.

[25] 15.U.S.C. 78*o*–4(b)(2).

[26] 15 U.S.C. 78*o*–4(b)(2)(C).

[27] *Id.*

allowing the additional flexibility of working remote from a non-primary residence for up to 90 business days per calendar year, and clarifying that excluded public finance activities can generally be conducted at a primary residence if the applicable conditions are met, in both cases without triggering municipal branch office designation would remove an impediment to dealers and their municipal securities professionals by allowing dealers more flexibility to craft their hybrid work models that reflect their own individual risk factors and technological capabilities. Furthermore, the MSRB does not believe that any changes to MSRB Rule G–27 under the proposed rule change would cause harm to investors, issuers, obligated persons or the public interest.

B. Self-Regulatory Organization's Statement on Burden on Competition

Section 15B(b)(2)(C) of the Exchange Act [28] requires that MSRB rules not be designed to impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Exchange Act. The MSRB has considered the economic impact of the proposed rule change and believes that it would not impose any burden on competition, as the proposed rule change to MSRB Rule G–27 on dealer supervision would clarify the meaning of ''structuring of public offerings or private placements'' and increase the 30-business day per calendar year exclusion from the municipal branch office designation for locations that are not a primary residence to 90-business days per calendar year. The MSRB believes that the proposed rule change would provide reasonable flexibility for public finance activities without compromising the need for investor and issuer protection. In addition, the proposed rule change would be applicable to all dealers. Therefore, the MSRB believes the proposed rule change would not impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Exchange Act.[29]

In determining whether the proposed rule change is necessary and appropriate, the MSRB was guided by the MSRB's Policy on the Use of Economic Analysis in MSRB Rulemaking.[30] In accordance with this policy, the MSRB evaluated the potential impacts of the proposed rule change relative to the baseline, which is the current MSRB Rule G–27. The proposed rule change to MSRB Rule G–27 is intended to foster greater flexibility for municipal market professionals in two separate ways. First, the proposed rule change seeks to outline, in proposed new Supplementary Material .07, a non-exhaustive list of excluded activities from the ''structuring of public offerings or private placements'' by drawing a distinction between the function of final approval of a public offering or private placement transaction from the functional work that supports the structuring of such a transaction and exclude these supporting activities from the definition of ''structuring of public offerings or private placements.'' Under the proposed rule change, these excluded public finance activities would not be required to be conducted at an OMSJ or, if conducted at a primary residence and the applicable conditions are met, at a municipal branch office. Second, the proposed rule change is intended to create flexibility for municipal market professionals by extending the exclusion for locations, other than a primary residence, that are used for municipal securities activities from less than 30 business days per calendar year to up to 90 business days per calendar year from municipal branch office designation.

Benefits

The MSRB believes that dealers would benefit from proposed new Supplementary Material .06 and .07 of MSRB Rule G–27 regarding public finance activities that are excluded from the definition of OMSJ. At present, any location with one or more persons engaging in activities that consist of structuring of public offerings or private placements should be classified by the dealer under MSRB Rule G–27(g)(i) as an OMSJ, and as a result, these locations must comply with MSRB Rule G–27's accompanying regulatory and compliance requirements for OMSJs. These requirements include the presence of an on-site supervisor qualified as a municipal securities principal and the annual inspection of the location.[31] The proposed rule change identifies a non-exhaustive list of excluded public finance activities that support the overall structuring process but would not necessarily need to be conducted from a location designated as an OMSJ. More specifically, performing these activities at a given location would not, by itself, qualify the office or location as an OMSJ if no other activities occurring at such location would necessitate OMSJ designation. Further, the proposed rule change would provide that performing such excluded public finance activities at an associated person's primary residence, if all other applicable conditions are met, would not necessitate municipal branch office designation. The MSRB expects that dealers would benefit from the proposed rule change with a reduction in expenses related to inspecting, licensing and supervising at OMSJs without harming issuer and investor protection.

In addition, the proposed rule change's extended 90-business day per calendar year exclusion from municipal branch office designation for locations, other than a primary residence, that are used for municipal securities activities would provide dealers' associated persons additional and reasonable flexibility to work from locations that are not their primary residence, such as a vacation or second home, without triggering a municipal branch office designation. The MSRB believes the extension would lessen the compliance burden for firms tracking the location of their employees by extending the number of days they are allowed to work at these locations each calendar year, without materially reducing the protections for investors and issuers given the widespread adoption of a culture of hybrid work environments, which the MSRB believes would help in recruiting and maintaining valuable personnel.

Costs [32]

The MSRB acknowledges that dealers would likely incur some higher compliance costs due to the proposed rule change, relative to the baseline state (current state). Dealers would be expected to incur one-time, upfront costs related to assessing the functions of OMSJs for purposes of re-designation, as applicable, and revising policies and procedures along with ongoing compliance costs with the proposed rule change. Table 1 shows that firms would incur one-time upfront costs of approximately $3,446. This includes the costs associated with compliance

[28] *Id.*

[29] *Id.*

[30] *See* The MSRB's Policy on the Use of Economic Analysis in MSRB Rulemaking, available at *https://www.msrb.org/Policy-Use-Economic-Analysis-MSRB-Rulemaking.* In evaluating whether there was any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Exchange Act, the MSRB was guided by its principles that required the MSRB to consider costs and benefits of a rule change, its impact on efficiency, capital formation and competition, and the main reasonable alternative regulatory approaches.

[31] *See* MSRB Rule G–27(b)(iv) and MSRB Rule G–27(d)(i)(A).

[32] Due to rounding, numbers presented throughout this document may not add up precisely to the totals provided.

personnel evaluating all current OMSJs and making a determination on whether certain locations should be re-designated based on functional work ($393 × 2 hours = $786) updating existing written supervisory procedures (WSPs) along with a review by an inhouse compliance counsel ($463 × 1 hour = $463) and outside legal counsel ($630 × 1 hour = $630) and the approvals conducted by the director of compliance ($610 × 1 hour = $610) and the chief compliance officer ($693 × 0.5 hours = $347).[33] The MSRB also estimates one hour of training and education conducted by the director of compliance ($610 × 1 hour = $610). In addition to the upfront costs, the MSRB also identified one area of incremental ongoing costs for a total of approximately $2,440 for the purpose of ensuring compliance, especially in light of different requirements between FINRA's Rule 3110 and MSRB's Rule G–27, which includes dealers undertaking a review of the policies on an annual basis to be conducted by the director of compliance ($610 × 4 hours = $2,440). On aggregate, the MSRB believes the upfront and ongoing costs are minor. The MSRB notes, while dealers would have initial upfront costs and may face higher ongoing compliance costs, brought on by having diverging regulatory requirements, the MSRB notes that the proposed rule change does not remove any of the current designations that are available under the baseline. Thus, the MSRB expects that dealers will assess and re-designate locations, as applicable, only if doing so is beneficial to their operations—recognizing that the cost of complying with the proposed rule change would presumably be a factor in dealers' decision-making process.[34]

TABLE 1—UPFRONT AND PARTIAL ONGOING COSTS FOR DEALERS [35]

Cost components	Hourly rate	Number of hours	Cost per firm
Upfront Costs.			
(a) Revision of Policies and Procedures:			
Compliance Manager	$393	2	$786
In-House Compliance Counsel	463	1	463
Outside Legal Counsel	630	1	630
Director of Compliance	610	1	610
Chief Compliance Officer (CCO)	693	0.5	347
			2,836
(b) Training and Education:			
Director of Compliance	610	1	610
			610
Total Upfront Costs			3,446
Ongoing Costs			
(a) Compliance Review.			
Director of Compliance	610	4	2,440
Total Ongoing Costs			2,440

It is the MSRB's belief that investors and issuers would not realize any material reduction in protections from the proposed rule change as the proposed 90-business days per calendar year exclusion would account for approximately one-third (35%) of the total business days in a year and the majority of municipal securities activities would be conducted at a municipal branch office location.[36] In addition, the final approval of a public offering or private placement transaction would continue to take place at OMSJs and all activities in the structuring process would continue to be subject to the same fair practice and supervisory obligations established under MSRB rules. In summary, the MSRB anticipates that the benefits, as described above, would outweigh the costs over time.

Effect on Competition, Efficiency, and Capital Formation

The MSRB believes that the proposed rule change would not impose a burden on competition nor hinder capital formation, as the changes are applicable to all dealers. The proposed rule change could improve the municipal securities market's operational efficiency and promote regulatory certainty by providing dealers with greater flexibility in achieving the regulatory obligations outlined in MSRB Rule G–27. At present, the MSRB is unable to quantitatively evaluate the magnitude of the efficiency gains or losses but believes the benefits of greater flexibility and a reduction in certain compliance burdens, including expenses related to annual office inspection requirements and the on-site principal requirement for OMSJs, if dealers choose to re-designate locations, are accumulated over time for all dealers and would outweigh the one-time upfront costs of revising policies and procedures as well as the incremental ongoing compliance and recordkeeping costs by dealers.

[33] The total cost to update policies and procedures is estimated as $2,836 ($786 + $463 + $630 + $610 + $347 = $2,836).

[34] The MSRB believes that dealers may find that some existing OMSJs become unnecessary in light of the proposed rule change, and thereby, are able to reduce their expenses attendant to those locations, including FINRA branch office registration fees.

[35] The hourly rates data is gathered from a previous Commission filing. *See* Exchange Act Release No. 94062 (January 26, 2022), 87 FR 15496, 15624 (March 18, 2022) (File No. S7–02–22). The Commission's economic analysis utilizes the Securities Industry and Financial Markets Association, Management & Professional Earnings in the Securities Industry—2013 Report for the hourly rates of various financial industry market professionals. To compensate for inflation, the data reflects the fourth quarter of 2025 hourly rate level after adjusting for the annual cumulative wage inflation rate of 47% between 2013 and 2025. *See* The Federal Reserve Bank of St. Louis Employment Cost Index: Wages and Salaries: Private Industry Workers, available at *https://fred.stlouisfed.org/series/ECIWAG.* The MSRB estimates the number of hours for each task based on the MSRB's consultation with regulated entities' compliance officers for a median-sized firm.

[36] The number of business days, as percentages, as used in this alternative assumes 250 business days per year.

Reasonable Regulatory Alternatives

The MSRB has identified several reasonable alternatives for the proposed rule change that were first presented in the request for comment.[37]

One alternative contemplated was to remove the activity of ''structuring of public offerings or private placements'' from MSRB Rule G–27(g)(i)'s definition of OMSJ. This alternative would reduce instances of designating a location as an OMSJ, as well as the burden associated with such designation because ''structuring of public offerings or private placements'' would no longer prompt a designation. This would further decrease compliance burdens associated with assigning an on-site supervisor qualified as a municipal securities principal, as well as remove the need to conduct an annual inspection of that location by the dealer. While this alternative calls for the removal of ''structuring of public offerings or private placements'' from MSRB Rule G–27(g)(i)'s definition of OMSJ, dealers may still be required to designate such locations as an OSJ under FINRA Rule 3110, which does not contain a similar provision excluding certain public finance activities from the definition of OSJ, and could lead to an increase in burdens and challenges due to inconsistencies in regulatory approach in complying with MSRB and FINRA rules. Additionally, there are interdependencies upon which the current office and location framework rests, for example, state security regulators utilize data collected by FINRA on OSJ and voluntary OMSJ designations. The result would be a patchwork of supervisory regulation that may introduce additional compliance burdens for dealers. For this reason, the MSRB believes the proposed rule change is superior to this alternative, although the MSRB believes that this alternative could be reconsidered in the future if, for example, other regulators were to revisit, in a holistic manner, the office designation requirements in their respective regulatory frameworks.

Another alternative the MSRB considered was to explicitly provide for a fully principle-based approach to defining the term ''structuring of public offerings or private placements.'' MSRB Rule G–27 does not currently differentiate between the various public finance activities that may be performed as part of the ''structuring of public offerings or private placements.'' A fully principles-based approach would allow dealers to make their own determination, with significantly less regulatory guidance, of what structuring means to each individual dealer, and subsequently which locations would require OMSJ designation. However, this alternative approach may introduce additional regulatory uncertainty into dealer supervision. A dealer may require all public finance activities to occur at an OMSJ out of an abundance of caution, which would not reduce any compliance burden. By comparison, the approach taken by the proposed rule change would provide a framework that would allow greater certainty for dealers regarding those activities that may constitute structuring and those that may be excluded. The proposed rule change would also maintain some degree of flexibility in determining whether any activities not explicitly outlined in the proposed rule change are best treated in one category or another, depending on a dealer's specific business model, practices and processes. It is for this reason that the MSRB determined this alternative is inferior to the proposed rule change.

Finally, an alternative to extending the 30-business day per calendar year exclusion from municipal branch office designation to 90-business days per calendar year for non-primary residences, would be to extend the 30-business day per calendar year exclusion to 120 business days per calendar year, or approximately 48% of the total business days in a year.[38] As noted above, the 90-business days per calendar year exclusion in the proposed rule change would account for approximately 35% of the total business days in a year. This alternative of 120 business days per calendar year would provide even more flexibility for associated persons and further reduce the burdens associated with designation of municipal branch offices, and accompanying office inspection requirements. However, the MSRB believes that approaching the threshold of one half of all business days of remote work from such locations without triggering municipal branch office designation for such locations could, under the current supervisory rule paradigm, incrementally raise risks to investor and issuer protection and could be inconsistent with the rule's intended use for such locations on a temporary basis, since these remote working locations are subject to a less stringent dealer inspection requirement than municipal branch offices. Therefore, the MSRB believes the proposed rule change offers a superior approach to this alternative.

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

The MSRB sought comment on the proposed rule change in a request for comment that was published on January 14, 2026 (the ''Request for Comment'').[39] The MSRB received 4 letters in response to the Request for Comment.[40] In addition to the proposed rule change, the Request for Comment sought comment on additional areas of MSRB Rule G–27 that the MSRB should consider amending through future rulemaking efforts. The four comment letters are summarized below as they pertain to the proposed rule change, with MSRB responses provided.[41]

Extend the 30-Business Day Exclusion for Non-Primary Residences From Municipal Branch Office Designation

The Request for Comment solicited comments on draft rule text that would extend MSRB Rule G–27(g)(ii)(A)(3)'s exclusion from municipal branch office designation for non-primary residences from less than 30 business days per calendar year to up to 60 business days per calendar year. Comment letters were generally in favor of the Request for Comment's proposed extension from 30 to 60 business days per calendar year. ASA stated that the proposed extension would better align with hybrid work patterns and ease administrative tracking of occasional remote work.[42] SIFMA encouraged the MSRB to adopt the increase to the 30-business day exclusion from municipal branch office designation for locations other than a

[37] *See* MSRB Notice 2026–01, Request for Comment on MSRB Rule G–27 on Dealer Supervision (January 14, 2026), at 12–13, available at *https://www.msrb.org/sites/default/files/2026-01/2026-01.pdf.*

[38] *See supra* note 36.

[39] *See* MSRB Notice 2026–01, Request for Comment on MSRB Rule G–27 on Dealer Supervision (January 14, 2026), available at *https://www.msrb.org/sites/default/files/2026-01/2026-01.pdf.*

[40] Comment letters were received from: American Securities Association (''ASA''): Letter from Jessica R. Giroux, Chief Legal Officer, dated March 16, 2026 (the ''ASA Letter''); Bond Dealers of America (''BDA''): Letter from Michael Decker, Senior Vice President, Research and Public Policy, dated March 16, 2026 (the ''BDA Letter''); Peg Henry LLC: Letter from Margaret C. (Peg) Henry, Sole Member, dated March 6, 2026 (the ''Henry Letter''); and Securities Industry and Financial Markets Association (''SIFMA''): Letter from Leslie M. Norwood, Managing Director and Associate General Counsel, Head of Municipal Securities, dated March 16, 2026 (the ''SIFMA Letter''). Comment letters are available at: *https://www.msrb.org/sites/default/files/2026-03/All-Comments-to-Notice-2026-01.pdf.*

[41] The MSRB will continue to consider separately the comments received on additional areas of MSRB Rule G–27 that the MSRB should potentially amend through future rulemaking efforts.

[42] *See* ASA Letter at 2.

primary residence to 60-business days per year.[43]

However, certain comment letters advocated for the MSRB to further extend MSRB Rule G–27(g)(ii)(A)(3)'s exclusion past the proposed 60 business days per calendar year limit in the proposed rule change. SIFMA suggested that the MSRB consider a 120 business day per year exclusion.[44] ASA encouraged the MSRB to consider additional flexibility tied to supervisory risk rather than fixed day counts, and to explicitly recognize that firms may rely on centralized electronic surveillance to manage remote work.[45] BDA suggested that the MSRB remove the distinction between primary residences or other locations and that the MSRB specify that employees subject to supervision can work and be supervised remotely for up to 60 business days per year regardless whether those days are spent at a primary residence or other location.[46]

The MSRB appreciates the views expressed in the comment letters requesting additional flexibility than provided for in the Request for Comment's proposal to extend the 30-business days per calendar exclusion from municipal branch office designation for non-primary residences to 60 business days per calendar year. The MSRB recognizes that providing 90 business days per calendar year would remain consistent with the objectives of the proposed rule change without reducing investor and issuer protections, as the proposed 90-business days per calendar year exclusion would only account for approximately one-third (35%) of the total 250 business days typically in a year—thus the majority of municipal securities activities would still be conducted at a municipal branch office location. As such, the proposed rule change would extend the exclusion from municipal branch office designation for non-primary residences to 90 business days per calendar year. The MSRB believes that an extension up to 90 business days per calendar year will provide the industry with additional and reasoned flexibility, while also maintaining an appropriate limit for registered persons to work from a non-primary residence location without triggering municipal branch office designation. The MSRB believes that an extension to the municipal branch office designation exclusion past 90 business days per calendar year at a particular location would no longer qualify such location as a temporary location (*i.e.,* as occasional work from a non-primary residence location) and instead could be considered regularly engaged in conduct under MSRB Rule G–27(g)(ii)(A)'s definition of municipal branch office. In addition, the MSRB will consider the suggestions to remove the distinctions among various types of offices and locations (including with respect to the treatment of primary residences), or the reliance on a centralized supervision model, at a later date.

Structuring of Public Offering or Private Placements

The Request for Comment solicited comments on potentially excluding certain public finance activities from MSRB Rule G–27(g)(i)'s definition of OMSJ by way of adding new supplementary material explaining the scope of excluded public finance activities that would not qualify as ''structuring of public offerings or private placements'' and would therefore not trigger OMSJ designation.

The comment letters were generally in favor of this draft amended rule text. ASA stated that they support the clarification of ''structuring of public offerings or private placements'' in the definition of an OMSJ and that clarification would reduce uncertainty about which public finance activities trigger OMSJ designation.[47] SIFMA stated that the proposed rule change is a significant and positive development which creates necessary added clarity and recognizes that some public finance activities commonly occur at a client site, while traveling, or otherwise away from an OMSJ.[48]

BDA pointed out that its member firms have interpreted the meaning of ''structuring of public offerings or private placements'' differently, and the confusion has led to a lack of consistency in how dealers are complying with the rule.[49] As a result, BDA welcomed the MSRB's proposed rule change to provide clarity and consistency and urged the MSRB to provide as much flexibility as possible around the specifics each firm might identify as their own process for final approval within the proposed rule change.[50]

Comment letters in support of the proposed rule change also provided suggestions as to how to amend the draft language of the definition of excluded public finance activities. SIFMA proposed removing references to bespoke recommendations, commitment of dealer capital or other formal action with respect to a public offering or private placement conducted by the dealer from proposed language in the Request for Comment's definition of excluded public finance activities.[51] SIFMA further stated that its members believe that the final approval of a transaction by the broker-dealer is what should be considered structuring.[52] BDA stated that it is important that the proposed rule change allow firms to define a single, clear moment or event that meets the criteria for structuring and not lead to a misinterpretation that multiple events within a transaction would trigger OMSJ registration.[53] The MSRB removed language referencing bespoke recommendations from the definition of excluded public finance activities in the Request for Comments in response to the comments received. As a result, the MSRB believes that the proposed rule change is business model neutral and acknowledges that dealers may have different business practices pertaining to the ''structuring of public offerings or private placements.''

One comment letter questioned whether the proposed rule change would allow a municipal securities principal to supervise excluded public finance activities from a private residence but may not engage in structuring from that residence.[54] The comment letter went on to question whether the municipal securities principal would therefore need to go to a dealer's office to sign a bond purchase agreement, and argued that there is no supervisory benefit to be gained by requiring a bond purchase agreement to be signed in the office of a dealer as opposed to a primary residence.[55]

As aforementioned, the final approval of a public offering or private placement transaction, as used in proposed new Supplementary Material .07, would reference actions internal to the dealer relating to the decision to approve such transaction. The timing of such decisive action may vary depending on the specific transaction or the processes undertaken by a specific dealer and may, for example, coincide with pricing and re-pricing, as necessary, in an effort to get to verbal award. As the MSRB previously noted, the physical act of signing a bond purchase agreement (*i.e.,* formal award) is distinct from the meaning of ''final approval'' as used

[43] *See* SIFMA Letter at 4.

[44] *Id.*

[45] *See* ASA Letter at 2.

[46] *See* BDA Letter at 3.

[47] *See* ASA Letter at 1.

[48] *See* SIFMA Letter at 4.

[49] *See* BDA Letter at 2.

[50] *Id.*

[51] *See* SIFMA Letter at 4–5.

[52] *See* SIFMA Letter at 6.

[53] *See* BDA Letter at 2–3.

[54] *See* Henry Letter at 1.

[55] *See* Henry Letter at 1–2.

within the proposed rule change and for purposes of this rule. Therefore, final approval would not include the mere formality of executing a bond purchase agreement. Proposed new Supplementary Material .07 would require dealers to adopt compliance policies and procedures reasonably designed to make clear what action taken would constitute final approval of a public offering or private placement transaction conducted by the dealer. Proposed new Supplementary Material .07, would also require dealers to take into consideration all relevant factors in determining what action taken constitutes final approval of a public offering or private placement transaction to ensure dealers' supervisory systems are reasonably designed to achieve compliance with applicable securities laws and regulations, and with applicable Board rules.

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 of 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 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*. Please include File Number SR–MSRB–2026–04 on the subject line.

Paper Comments

- Send paper comments in triplicate to Secretary, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549.

All submissions should refer to File Number SR–MSRB–2026–04. 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 MSRB. 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–MSRB–2026–04 and should be submitted on or before August 25, 2026.

For the Commission, pursuant to delegated authority.[56]

Sherry R. Haywood,

Assistant Secretary.

[FR Doc. 2026–15736 Filed 8–3–26; 8:45 am]

BILLING CODE 8011–01–P

[56] 17 CFR 200.30–3(a)(12).

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–106017; File No. SR–NYSEAMER–2026–34]

Self-Regulatory Organizations; NYSE American LLC; Notice of Designation of a Longer Period for Commission Action on a Proposed Change To Amend Its Rules To Extend Trading Hours for Certain Eligible Equity Options

July 30, 2026.

On June 5, 2026, NYSE American LLC (''NYSE American'' or the ''Exchange'') filed with the Securities and Exchange Commission (the ''Commission''), pursuant to Section 19(b)(1)[1] of the Securities Exchange Act of 1934 (''Act'')[2] and Rule 19b–4 thereunder,[3] a proposal to amend its rules to extend trading hours for certain eligible equity options and make related conforming changes. The proposed rule change was published for comment in the **Federal Register** on June 22, 2026.[4]

Section 19(b)(2) of the Act[5] provides that within 45 days of the publication of notice of the filing of a proposed rule change, or within such longer period up to 90 days as the Commission may designate if it finds such longer period to be appropriate and publishes its reasons for so finding or as to which the self-regulatory organization consents, the Commission shall either approve the proposed rule change, disapprove the proposed rule change, or institute proceedings to determine whether the proposed rule change should be disapproved. The 45th day after publication of the notice for this proposed rule change is August 6, 2026. The Commission is extending this 45-day time period.

The Commission finds it appropriate to designate a longer period within which to take action on 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,[6] designates September 20, 2026, as the date by which the Commission shall either approve or disapprove, or institute proceedings to determine whether to disapprove, the proposed rule change (File No. SR–NYSEAmer–2026–34).

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[7]

Sherry R. Haywood,

Assistant Secretary.

[FR Doc. 2026–15735 Filed 8–3–26; 8:45 am]

BILLING CODE 8011–01–P

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

[2] 15 U.S.C. 78a.

[3] 17 CFR 240.19b–4.

[4] *See* Securities Exchange Act Release No. 105704 (June 16, 2026), 91 FR 37201.

[5] 15 U.S.C. 78s(b)(2).

[6] 15 U.S.C. 78s(b)(2).

[7] 17 CFR 200.30–3(a)(12).

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–106013; File No. SR–CBOE–2026–008]

Self-Regulatory Organizations; Cboe Exchange, Inc.; Notice of Designation of a Longer Period for Commission Action on Proceedings To Determine Whether To Approve or Disapprove a Proposed Rule Change To Adopt Rule 8.23

July 30, 2026.

On January 20, 2026, Cboe Exchange, Inc. (''Exchange'' or ''Cboe Options'') filed with the Securities and Exchange Commission (''Commission''), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (''Act''),[1] and Rule 19b–4 thereunder,[2] a proposed rule change to adopt Exchange Rule (''Rule'') 8.23 to codify certain order and quote entry and trading activity that is prohibited on the Exchange. The proposed rule change was immediately effective upon filing with the Commission pursuant to Section

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

[2] 17 CFR 240.19b–4.