audit function at all, the Exchange does not believe that providing an extended transition period for its internal audit function should raise concern.

2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Securities Exchange Act of 1934 (the ''Act'') generally [9] and furthers the objectives of Section 6(b)(5) of the Act [10] in particular, in that it is designed to promote just and equitable principles of trade, 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.

The Exchange believes that the proposed amendment is consistent with the investor protection objectives of Section 6(b)(5) of the Act in that the proposed amendment would provide an extended transition period to comply with the internal audit requirement, thus enabling issuers to design a comprehensive and effective internal audit function. As discussed above, the Exchange views the internal audit function as a supplement to the statutory protections contained in Section 404(a) and 404(b) of the Sarbanes-Oxley Act which require that management annually assess an issuer's internal control environment and the external auditor provide an attestation on such assessment. In addition, Exchange rules require all listed issuers to have a fully independent Audit Committee responsible for, among other things, oversight of risk mitigation and internal controls. Finally, the Exchange notes that Nasdaq rules do not require listed companies to maintain an internal audit function. Therefore, even with an extended transition period, the Exchange's rules in this regard will be more stringent than its peer exchange.

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 proposal simply extends the transition period for compliance with the Exchange's internal audit requirement. The Exchange does not believe that extending the transition period in this manner presents any burden on competition as Nasdaq does not have an internal audit requirement.

[9] 15 U.S.C. 78f(b).

[10] 15 U.S.C. 78f(b)(5).

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

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

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

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

(A) by order approve or disapprove the proposed rule change, or

(B) institute proceedings to determine whether the proposed rule change should be disapproved.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic Comments

- Use the Commission's internet comment form (*https://www.sec.gov/rules/sro.shtml*); or
- Send an email to *rule-comments@sec.gov.* Please include file number SR–NYSE–2026–37 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–NYSE–2026–37. 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–NYSE–2026–37 and should be submitted on or before September 8, 2026.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[11]

Sherry R. Haywood,

Assistant Secretary.

[FR Doc. 2026–16781 Filed 8–17–26; 8:45 am]

BILLING CODE 8011–01–P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–106129; File No. SR–OCC–2026–802]

Self-Regulatory Organizations; The Options Clearing Corporation; Notice of Filing of Advance Notice Relating to The Options Clearing Corporation's Proposal To Amend the Evergreen Provisions Relating to Its Revolving Credit Facility

August 13, 2026.

Pursuant to Section 806(e)(1) of Title VIII of the Dodd-Frank Wall Street Reform and Consumer Protection Act, entitled Payment, Clearing and Settlement Supervision Act of 2010 (''Clearing Supervision Act'') [1] and Rule 19b–4(n)(1)(i) [2] of the Securities Exchange Act of 1934 (''Exchange Act'' or ''Act''),[3] notice is hereby given that on July 31, 2026, The Options Clearing Corporation (''OCC'') filed with the Securities and Exchange Commission (''SEC'' or ''Commission'') an advance notice as described in Items I, II and III below, which Items have been prepared primarily by OCC. The Commission is publishing this notice to solicit comments on the advance notice from interested persons.

I. Clearing Agency's Statement of the Terms of Substance of the Advance Notice

This advance notice is submitted by OCC in connection with a prosed change to its operations to amend the circumstances under which OCC may renew its revolving credit facility that OCC maintains for a 364-day term and that it may use: (i) to meet obligations arising out of the default or suspension of a Clearing Member or any action taken by OCC to address such a default or suspension; (ii) to reimburse OCC for bankruptcy losses, subject to the conditions set forth in the By-Laws and Rules; (iii) to the extent permitted by the By-Laws and Rules, (a) to obtain funds

[11] 17 CFR 200.30–3(a)(12).

[1] 12 U.S.C. 5465(e)(1).

[2] 17 CFR 240.19b–4(n)(1)(i).

[3] 15 U.S.C. 78a *et seq.*

projected to be required by OCC in anticipation of a potential default by, or suspension of, a Clearing Member; or (b) to address liquidity needs for daily settlement obligations as the result of the failure of any bank, securities or commodities clearing organization, or investment counterparty to perform any obligation to OCC when due (''Revolving Credit Facility'' or ''Facility''). OCC proposes to remove the requirement that OCC submit an advance notice prior to any future decision to replace the lead or backup administrative agent of the Facility, update the current commitment amount of the Facility, and make other non-substantive changes. OCC does not presently have any plan to replace the lead or backup administrative agents of its Facility, but it may wish to do so in the future. The proposed change is described in detail in Item 10 below. All terms with initial capitalization that are not otherwise defined herein have the same meaning as set forth in the OCC By-Laws and Rules.[4]

II. Clearing Agency's Statement of the Purpose of, and Statutory Basis for, Uthe Advance Notice

In its filing with the Commission, OCC included statements concerning the purpose of and basis for the advance notice and discussed any comments it received on the advance notice. The text of these statements may be examined at the places specified in Item IV below. OCC has prepared summaries, set forth in sections (A) and (B) below, of the most significant aspects of these statements.

(A) Clearing Agency's Statement on Comments on the Advance Notice Received From Members, Participants or Others

Written comments were not and are not intended to be solicited with respect to the proposed change and none have been received.

(B) Advance Notice Filed Pursuant to Section 806(e) of the Payment, Clearing, and Settlement Supervision Act

Description of Change

OCC maintains a Revolving Credit Facility to ensure access to needed liquidity in time to satisfy settlement obligations, even in the event of a default by a Clearing Member or another market disruption. A prior advance notice filing relating to the Facility, to which the Commission did not object, set forth the circumstances under which OCC may renew the Facility without filing an additional advance notice (the ''Evergreen Provisions'').[5] OCC now seeks to change the Evergreen Provisions to eliminate OCC's need to file an advance notice in order to change the lead administrative agent in future renewals of the Facility. OCC believes that removing this requirement will allow OCC the operational freedom to quickly and efficiently ensure that the proper lead administrative agent is in place if and when circumstances change. OCC also seeks to update the current commitment amount of the Facility and make other non-substantive changes to the language of the Evergreen Provisions.

Background

OCC proposes amending the Evergreen Provisions, to which the Commission has not objected, to permit OCC to replace the lead or backup administrative agent of its Revolving Credit Facility without first submitting an advance notice.

The Revolving Credit Facility provides short-term secured borrowings in an aggregate principal amount of $2.5 billion but may be increased to $3.5 billion if OCC so requests and sufficient commitments from lenders are received and accepted. To obtain a loan under the Revolving Credit Facility, OCC would pledge as collateral: (i) U.S. dollars; (ii) securities issued or guaranteed by the U.S. Government or the Government of Canada; (iii) equities included in the S&P 500 Market Index, the NASDAQ exchange, or any United States or Canadian national securities exchange; (iv) Exchange-Traded Funds (''ETFs''); or (v) American Depositary Receipts (''ADRs''). The Facility is renewed annually for a 364-day term.

Presently, OCC must submit an advance notice prior to renewing the Revolving Credit Facility if it intends to make changes to: (a) the financial institution acting as lead administrative agent;[6] or (b) the commitment period (which would continue to be 364 calendar days unless changes are necessary to avoid the expiration of the term falling on a weekend or other day that is not a business day).[7] However, without submitting an advance notice, OCC may change: (1) the aggregate and potential additional commitment amounts that it may seek, so long as such amounts considered: (i) increase by no more than $500 million in total (whether in the initial commitment amount, additional commitment amount, or both) as compared to the 2020 Bank Syndicate Revolving Credit Facility, which authorized a $2 billion initial commitment that could be increased to $3 billion if OCC so requests and sufficient commitments from lenders are received and accepted, or (ii) decrease by no more than $500 million, provided that any decrease in the initial commitment amount is replaced by other qualifying liquid resources (as defined in Exchange Act Rule 17ad–22(a)(14))[8] of an equal amount;[9] (2) the syndicate so long as all lenders party to future facilities are subject to the same credit review as those lenders that were party to the 2020 Revolving Credit Facility; (3) pricing and collateral haircuts,[10] so long as such terms are consistent with the then current market practice; and (4) representations, warranties, covenants, and terms of events of default,[11] so long as any modifications are immaterial to OCC as a borrower and do not impair materially OCC's ability to borrow under the line of credit consistent with these provisions. OCC proposes to remove the requirement that it file an advance notice in order to change the financial institution acting as lead administrative agent without submitting an advance notice.

OCC seeks this change in order to be able to more quickly replace the lead administrative agent if doubts arise as to the agent's ability to meet OCC's expectations in the event that OCC might need to draw on the Facility, given that any new agent is subject to the requirements for selecting providers of core services as set forth in Rule 17ad–25(i).[12] OCC renews the Facility annually in June. To meet the June renewal, OCC needs to identify a lead

[4] OCC's By-Laws and Rules can be found on OCC's public website: *https://www.theocc.com/Company-Information/Documents-and-Archives/By-Laws-and-Rules.*

[5] *See* Securities Exchange Act Release No. 88971 (May 28, 2020), 85 FR 34257 (June 3, 2020) (SR–OCC–2020–804) (Notice of Filing of Advance Notice of and No Objection to Revolving Credit Facility).

[6] As discussed in detail below, OCC proposes removing this condition and permitting a change in the lead and/or backup administrative agent without an advance notice.

[7] *See* Securities Exchange Act Release No. 88971 (May 28, 2020), 85 FR 34257 (June 3, 2020) (SR–OCC–2020–804) (Notice of Filing of Advance Notice of and No Objection to Revolving Credit Facility).

[8] 17 CFR 240.17ad–22(a)(14).

[9] For example, this may include an increase in OCC's Cash Clearing Fund Requirement as required under Rule 1002(a) or other committed liquidity resources for which the Commission has issued a Notice of No Objection. *See, e.g.,* Securities Exchange Act Release No. 88317 (March 4, 2020), 85 FR 13681 (March 9, 2020) (SR–OCC–2020–801).

[10] ''Collateral haircuts'' with respect to the collateral for any borrowing under the Facility refers to the schedule of percentages of market value by type of collateral, determining the collateral value of that type of collateral, for purposes of securing a borrowing.

[11] ''Events of default'' refers to those events or conditions which trigger or constitute a default of OCC under the credit agreement.

[12] 17 CFR 240.17ad–25(i).

administrative agency with certainty by March so that OCC and its chosen agent can arrange the syndicate. If OCC wanted to replace the administrative agent, an advance notice would need to be filed by January to meet that timeline, meaning that a decision to replace the administrative agent would need to be made in the fourth quarter of the preceding year and would be based on events, including performance in OCC's periodic testing of the Facility, that occurred even earlier. OCC seeks to remove the administrative notice requirement from this process to minimize the delay between the time in which OCC may recognize the need to replace its lead administrative agent and the time in which OCC is actually able to replace the agent. The change would also reduce the possibility that the Facility renewal may fall in an interim period in which OCC recognizes the need to replace a lead administrative agent but has not yet been able to do so. As such, OCC believes this change would better enable it to ensure that the Facility has an appropriate lead administrative agent, and would thereby reduce OCC's liquidity risk.

To be clear, OCC is satisfied with the current lead administrative agent of the Facility, and does not presently intend to replace the agent. However, OCC seeks the ability to more quickly replace the lead administrative agent if at some point in the future it develops concerns with the then-current lead administrative agent's ability to meet OCC's expectations.

Proposed Change

OCC proposes to remove the Evergreen Provision currently applicable to renewals of its Revolving Credit Facility requiring an advance notice to change the lead administrative agent of the Facility. In its place, OCC requests a new Evergreen Provision permitting it to change its lead administrative agent, its backup administrative agent, or both, so long as any new agents are subject to the requirements for selecting providers of core services as set forth in OCC's policies and procedures as required by Rule 17ad–25(i).[13] OCC wishes to be able to, in the future, replace its lead and/or backup administrative agent with another suitable agent without filing an advance notice. This change would provide OCC with the flexibility to quickly replace its lead administrative agent with another institution that has been vetted under the exacting process for providers of core services set forth in Rule 17ad–25(i)[14] and in OCC's written policies and procedures implementing that Rule.

After the Commission promulgated Rule 17ad–25(i), OCC filed a proposed rule change to establish its framework for complying with the new obligations.[15] Specifically, OCC amended several documents including its Board of Directors Charter and Corporate Governance Principles (''Board Charter''), Risk Committee Charter, and Third-Party Risk Management Framework to ensure compliance with Rule 17ad–25(i). Among other things, the changes require OCC's Management Committee, as part of the process of onboarding a service provider for core services, to evaluate and document risks related to the service agreement with the service provider, assess the risks, and submit its findings to the Board for review and approval prior to onboarding. OCC's Management Committee must also monitor service provider performance and report any actions taken by senior management to the Board to: (i) remedy significant deterioration in services; (ii) address changing risks or material issues; or (iii) assess and document weaknesses or deficiencies if the risks or material issues cannot be remedied.

The lead and backup administrative agents of the Revolving Credit Facility constitute service providers for core services under the governance framework that OCC established to comply with SEC Rule 17ad–25(i).[16] As such, OCC's potential replacement of an administrative agent would be subject to the enhanced governance process required by that rule. This enhanced governance process provides appropriate oversight for administrative agent selections without requiring advance notice filings for what are fundamentally routine operational decisions. The Board-level review ensures that a proposed change to the administrative agent would receive appropriate scrutiny regarding operational risk, institutional quality, and service capabilities.

Moreover, SEC Rule 17ad–25(i)[17] carries with it the expectation that a clearing agency will take steps to address deficiencies in performance of a service provider for core services. OCC may in the future seek to substitute an administrative agent if OCC determines such action was necessary to address performance concerns. Its ability to quickly and efficiently make this change, if necessary, would enhance OCC's ability to manage liquidity risk. Accordingly, the risks that may have motivated requiring an advance notice for a lead administrative agent change have since been mitigated through other Commission regulation and OCC rulemaking.

Because changes to the regulatory landscape, namely the enhanced processes for onboarding a provider of core services such as a lead or backup administrative agent, ensure that any replacement administrative agent will be safe and capable, and because OCC seeks the ability to quickly and efficiently change administrative agents in the event that problems are identified with the current administrative agent, the proposed change is consistent with Rule 17ad–22(e)(7).[18]

The role of lead administrative agent in OCC's Revolving Credit Facility includes acting as the central coordinator and manager, serving as the primary contact between OCC and syndicate lenders, and handling daily operations such as payment distribution, notice distribution, and other administrative functions. This role is designed to provide OCC with convenience and efficiency by creating a streamlined, single point of contact for the Facility—a complex, multi-lender transaction. In addition to the lead administrative agent, the Facility is also supported by a backup administrative agent to ensure redundancy and operational continuity in the event that the lead administrative agent was unavailable. OCC regularly tests the Facility using hypothetical drawdowns to assess operational readiness and identify process improvement opportunities, and it wishes to be able to quickly substitute the lead and/or backup administrative agent if the testing reveals concerns with the agent's performance, among other potential reasons for a change.

OCC also proposes that the Evergreen Provision relating to its ability to increase commitment amounts be updated to reflect the size of the current Bank Syndicate Revolving Committee, which is $2.5 billion. OCC seeks to retain the ability to increase or decrease the size of the Facility by an additional $500 million without submitting an advance notice. And OCC proposes other non-substantive revisions to the language of certain Evergreen Provisions for consistency and clarity.

OCC proposes that the Evergreen Provisions applicable to its Bank

[13] 17 CFR 240.17ad–25(i).

[14] 17 CFR 240.17ad–25(i).

[15] *See* Exchange Act Release No. 101792 (Dec. 2, 2024), 89 FR 97127 (Dec. 6, 2024) (SR–OCC–2024–015).

[16] 17 CFR 240.17ad–25(i).

[17] 17 CFR 240.17ad–25(i).

[18] 17 CFR 240.17ad–22(e)(7).

Syndicate Revolving Credit Facility be revised as follows:

i. An advance notice filing is required if OCC seeks to change the commitment period (which would continue to be 364 calendar days unless changes are necessary to avoid the expiration of the term falling on a weekend or other day that is not a business day) in connection with future renewals;

ii. OCC may increase the commitment amounts without an advance notice filing so long as the increase (whether in the initial commitment amount, additional commitment amount, or both) is by no more than $500 million in total as compared to the 2025 Bank Syndicate Revolving Credit Facility, which authorized a $2.5 billion initial commitment that could be increased to $3.5 billion if OCC so requests and sufficient commitments from lenders are received and accepted;

iii. OCC may decrease the commitment amounts by up to $500 million without an advance notice filing so long as any decrease in the initial commitment amount is replaced by other qualifying liquid resources (as defined in Exchange Act Rule 17ad–22(a)(14)) of an equal amount;

iv. OCC may add new lenders or remove existing lenders without an advance notice filing so long as all lenders to future renewals are subject to the same credit review as those lenders that were party to its 2020 Bank Syndicate Revolving Credit Facility;

v. OCC may change the lead administrative agent and/or backup administrative agent so long as the new agent in future renewals is subject to the requirements for selecting providers of core services set forth in OCC's policies and procedures;

vi. OCC may change pricing and collateral haircuts without an advance notice filing so long as such terms are consistent with the then-current market practice; and

vii. OCC may otherwise change the terms and conditions of the agreement without an advance notice filing so long as the changes do not materially affect the nature or level of risk presented to OCC.

Anticipated Effect on and Management of Risk

As a covered clearing agency and DCO, OCC's ability to meet settlement demands in the event of a Clearing Member default, or the failure of another participant to meet its obligations to OCC, is critical to the markets that OCC serves. OCC believes that the overall effect of this proposed change on the risk profile at OCC would be to reduce liquidity risk associated with OCC's function as a covered clearing agency and DCO by providing it with the flexibility to more quickly replace its lead administrative agent in the event that testing reveals doubt about the agent's ability to meet OCC's expectations with respect to the Revolving Credit Facility. At worst, the proposed change is neutral with respect to OCC's risk profile, because any replacement lead administrative agent would vetted under the exacting process for providers of core services set forth in OCC's policies and procedures established to comply with Rule 17ad–25(i).[19]

Consistency With the Payment, Clearing and Settlement Supervision Act

The stated purpose of the Clearing Supervision Act is to mitigate systemic risk in the financial system and promote financial stability by, among other things, promoting uniform risk management standards for systemically important financial market utilities and strengthening the liquidity of systemically important financial market utilities.[20] Section 805(a)(2) of the Clearing Supervision Act[21] also authorizes the Commission to prescribe risk management standards for the payment, clearing and settlement activities of designated clearing entities, like OCC, for which the Commission is the supervisory agency. Section 805(b) of the Clearing Supervision Act[22] states that the objectives and principles for risk management standards prescribed under Section 805(a) shall be to:

- promote robust risk management;
- promote safety and soundness;
- reduce systemic risks; and
- support the stability of the broader financial system.

The Commission has adopted risk management standards under Section 805(a)(2) of the Clearing Supervision Act and the Exchange Act in furtherance of these objectives and principles.[23] Rule 17ad–22 requires registered clearing agencies, like OCC, to establish, implement, maintain, and enforce written policies and procedures that are reasonably designed to meet certain minimum requirements for their operations and risk management practices on an ongoing basis.[24]

Therefore, the Commission has stated[25] that it believes it is appropriate to review changes proposed in advance notices against Rule 17ad–22 and the objectives and principles of these risk management standards as described in Section 805(b) of the Clearing Supervision Act.[26]

OCC believes that the proposed change is consistent with Section 805(b)(1) of the Clearing Supervision Act[27] because it promotes robust risk management and promotes safety and soundness. Allowing OCC to replace the lead or backup administrative agent without first filing an advance notice provides OCC with the ability to swiftly replace the administrative agent if it determines that incumbent agent may not be able to meet OCC's expectations with respect to the speed and reliability of the execution of the Facility. Any replacement administrative agent would be selected through the process for selection of service providers for core services, ensuring an appropriate replacement administrative agent. Allowing OCC to promptly replace the lead or backup administrative agent without first submitting an advance notice reduces the risk that OCC would be unable to change its administrative agent, if necessary, prior to the annual renewal of its annual Revolving Credit Facility, and therefore reduce the risk that OCC might need to rely on potentially deficient administrative agent in the event that OCC needed to draw on the Facility. In this way, the proposed change is designed to promote robust risk management; promote safety and soundness; reduce systemic risks; and support the stability of the broader financial system.

OCC believes the proposed change is reasonably designed to comply with Rule 17ad–22(e)(7).[28] Rule 17ad–22(e)(7)[29] requires OCC to, in part, establish, implement, maintain, and enforce written policies and procedures reasonably designed to effectively measure, monitor, and manage the liquidity risk that arises in or is borne by the covered clearing agency. OCC's proposed change is consistent with Rule 17ad–22(e)(7)[30] because it would safely provide OCC with operational flexibility to quickly address any issues that may arise with its administrative agent.

For the foregoing reasons, OCC believes that the proposed change is

[19] 17 CFR 240.17ad–25(i).

[20] 12 U.S.C. 5461(b).

[21] 12 U.S.C. 5464(a)(2).

[22] 12 U.S.C. 5464(b).

[23] 17 CFR 240.17ad–22. *See* Exchange Act Release Nos. 68080 (October 22, 2012), 77 FR 66220 (November 2, 2012) (S7–08–11) (''Clearing Agency Standards''); 78961 (September 28, 2016), 81 FR 70786 (October 13, 2016) (S7–03–14) (''Standards for Covered Clearing Agencies'').

[24] 17 CFR 240.17ad–22.

[25] *See, e.g.,* Exchange Act Release No. 86182 (June 24, 2019), 84 FR 31128, 31129 (June 28, 2019) (SR–OCC–2019–803).

[26] 12 U.S.C. 5464(b).

[27] 12 U.S.C. 5464(b)(1).

[28] 17 CFR 240.17ad–22(e)(7).

[29] 17 CFR 240.17ad–22(e)(7).

[30] 17 CFR 240.17ad–22(e)(7).

consistent with Section 805(b)(1) of the Clearing Supervision Act [31] and Rule 17ad–22(e) [32] under the Exchange Act.

III. Date of Effectiveness of the Advance Notice and Timing for Commission Action

The proposed change may be implemented if the Commission does not object to the proposed change within 60 days of the later of (i) the date that the proposed change was filed with the Commission or (ii) the date that any additional information requested by the Commission is received. The clearing agency shall not implement the proposed change if the Commission has any objection to the proposed change.

The Commission may extend period for review by an additional 60 days if the proposed change raises novel or complex issues, subject to the Commission or the Board of Governors of the Federal Reserve System providing the clearing agency with prompt written notice of the extension. A proposed change may be implemented in less than 60 days from the date the advance notice is filed, or the date further information requested by the Commission is received, if the Commission notifies the clearing agency in writing that it does not object to the proposed change and authorizes the clearing agency to implement the proposed change on an earlier date, subject to any conditions imposed by the Commission. The clearing agency shall post notice on its website of proposed changes that are implemented.

The proposal shall not take effect until all regulatory actions required with respect to the proposal are completed.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views and arguments concerning the foregoing, including whether the advance notice 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–OCC–2026–802 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–OCC–2026–802. 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 of submission. The Commission will post all comments on the Commission's internet website (*https://www.sec.gov/rules-regulations/self-regulatory-organization-rulemaking*). Copies of this filing will be available for inspection and copying at the principal office of OCC and on OCC's website at *https://www.theocc.com/Company-Information/Documents-and-Archives/By-Laws-and-Rules.*

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–OCC–2026–802 and should be submitted on or before September 9, 2026.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[33]

Sherry R. Haywood,

Assistant Secretary.

[FR Doc. 2026–16782 Filed 8–17–26; 8:45 am]

BILLING CODE 8011–01–P

[31] 12 U.S.C. 5464(b)(1).

[32] 17 CFR 240.17ad–22(e).

[33] 17 CFR 200.30–3(a)(12).

SECURITIES AND EXCHANGE COMMISSION

[OMB Control No. 3235–0473]

Agency Information Collection Activities; Proposed Collection; Comment Request; Extension: Rule 17Ad–3(b)

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 (''PRA'') (44 U.S.C. 3501 *et seq.*), the Securities and Exchange Commission (''SEC'' or ''Commission'') is soliciting comments on the proposed collection of information provided for in Rule 17Ad–3(b) (17 CFR 240.17Ad–3(b)), under the Securities Exchange Act of 1934 (15 U.S.C. 78a *et seq.*) (''Exchange Act'').

Section 17A(d)(1)(A) of the Exchange Act generally prohibits any registered transfer agent from engaging in any transfer agent activity in contravention of such rules and regulations as the Commission may prescribe as necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Exchange Act. In addition, Sections 17(a)(1) and (3) of the Exchange Act require every registered transfer agent to make reports as the Commission or other appropriate regulatory agency (''ARA''), as defined in Section 3(a)(34)(B) of the Exchange Act, prescribe by rule as necessary or appropriate in furtherance of the purposes of Section 17A of the Exchange Act.

On June 16, 1977, the Commission adopted Rules 17Ad–2(c) and (d), pursuant to Sections 2, 17, 17A, and 23(a) of the Exchange Act [1] in order to provide an early warning system to ARAs when a registered transfer agent is not meeting the performance standards set forth in the Commission's rules.[2] Rules 17Ad–2(c) and (d) enable an ARA to take timely, preventive, and remedial measures to protect the public interest and investors. Similarly, the Commission also adopted Rule 17Ad–3(b) to alert issuers when their transfer agents fail to meet the minimum performance standards set forth in Rule 17Ad–3(b).[3]

Rule 17Ad–3(b) requires a registered transfer agent to send a copy of the written notice required pursuant to Rules 17Ad–2(c) and (d) to all the issuers for which that transfer agent acts when for two consecutive months the transfer agent has failed to turnaround at least 75% of all routine items in accordance with the requirements of Rule 17Ad–2(a) or to process at least 75% of all items in accordance with the requirements of Rule 17Ad–2(b). The transfer agent is required to send the notice within twenty business days after the close of the second month to the chief executive officer (''CEO'') of each issuer for which such registered transfer agent acts.

The Commission estimates that each year approximately two registered transfer agents send a notice of non-compliance to the Commission and their ARA pursuant to Rule 17Ad–2(c) and (d). Pursuant to Rule 17Ad–3(b), a transfer agent that has already filed a notice of non-compliance with the Commission and its ARA pursuant to Rule 17Ad–2 will only be required to send a copy of that notice to issuers it

[1] 15 U.S.C. 78b, § 78q, § 78q–1, and § 78w(a), respectively.

[2] *See* Exchange Act Release No. 13636 (Jun. 16, 1977), 42 FR 32404 (Jun. 24, 1977).

[3] *Id.*