

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹⁰

Brent J. Fields,
Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-82401; File No. SR-CboeBZX-2017-014]

Self-Regulatory Organizations; Cboe BZX Exchange, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change Related to Fees for Use on the Cboe BZX Exchange, Inc. Equity Options Platform

December 26, 2017.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Act”),¹ and Rule 19b-4 thereunder,² notice is hereby given that on December 12, 2017, Cboe BZX Exchange, Inc. (“BZX” or the “Exchange”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as described in Items I, II and III below, which Items have been prepared by the Exchange. The Exchange has designated the proposed rule change as one establishing or changing a member due, fee, or other charge imposed by the Exchange under Section 19(b)(3)(A)(ii) of the Act³ and Rule 19b-4(f)(2) thereunder,⁴ which renders the proposed rule change effective upon filing with the Commission. 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 Exchange filed a proposal to amend its fees and rebates applicable to Members⁵ and non-Members of the Exchange pursuant to BZX Rule 15.1(a) and (c).

The text of the proposed rule change is available at the Exchange’s website at www.markets.cboe.com, at the principal office of the Exchange, and at the Commission’s Public Reference Room.

II. Self-Regulatory Organization’s Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, the Exchange included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The Exchange has prepared summaries, set forth in Sections A, B, and C below, of the most significant parts of such statements.

A. Self-Regulatory Organization’s Statement of the Purpose of, and the Statutory Basis for, the Proposed Rule Change

1. Purpose

The Exchange proposes to amend its fee schedule for its equity options platform (“BZX Options”) to adopt a new Firm,⁶ Broker Dealer⁷ and Joint Back Office⁸ Penny Pilot⁹ Add Volume Tier under footnote 2, effective immediately.¹⁰

The Exchange currently offers one Firm, Broker Dealer and Joint Back Office Penny Add Volume Tier under footnote 2, which provides an enhanced rebate of \$0.46 per contract for qualifying orders that add liquidity in Penny Pilot Securities and yield fee code PF.¹¹ The Exchange now proposes to add a new Tier 1 and to re-number current Tier 1 as Tier 2.

Currently under Tier 1, to be re-numbered as Tier 2, a Member’s orders

⁶ “Firm” applies to any transaction identified by a Member for clearing in the Firm range at the OCC, excluding any Joint Back Office transaction. See the Exchange’s fee schedule available at http://markets.cboe.com/us/options/membership/fee_schedule/bzx/.

⁷ “Broker Dealer” applies to any order for the account of a broker dealer, including a foreign broker dealer, that clears in the Customer range at the Options Clearing Corporation (“OCC”). See *id.*

⁸ “Joint Back Office” applies to any transaction identified by a Member for clearing in the Firm range at the OCC that is identified with an origin code as Joint Back Office. A Joint Back Office participant is a Member that maintains a Joint Back Office arrangement with a clearing broker-dealer. See *id.*

⁹ “Penny Pilot Securities” are those issues quoted pursuant to Exchange Rule 21.5, Interpretation and Policy .01.

¹⁰ The Exchange initially filed the proposed rule changes on December 1, 2017 (SR-CboeBZX-2017-10). On December 12, 2017 the Exchange withdrew SR-CboeBZX-2017-10 and then subsequently submitted this filing (SR-CboeBZX-2017-14).

¹¹ Fee code PF is appended to Firm, Broker Dealer and Joint Back Office orders in Penny Pilot Securities that add liquidity. Orders that yield fee code PF are provided a standard rebate of \$0.25 per contract. See the Exchange’s fee schedule available at http://markets.cboe.com/us/options/membership/fee_schedule/bzx/.

that yield fee code PF receive an enhanced rebate of \$0.46 per contract where the Member has an: (i) ADAV¹² in Away Market Maker¹³, Firm, Broker Dealer and Joint Back Office orders greater than or equal to 1.05% of average OCV¹⁴; and (ii) ADV¹⁵ equal to or greater than 1.95% of average OCV. The Exchange proposes to adopt new Tier 1, which would be similar to re-numbered Tier 2 but would have lower criteria (but with different qualifying volume, as described below) and a lower rebate. In order to provide an incentive to encourage additional participation by Members that do not participate on the Exchange as Market Makers or Away Market Makers, new Tier 1 would not take Away Market Maker volume into account for purposes of the Tier calculation. Specifically, pursuant to new Tier 1 a Member’s orders that yield fee code PF would receive an enhanced rebate of \$0.38 per contract where the Member has an ADAV in Firm, Broker Dealer and Joint Back Office orders greater than or equal to 0.20% of average OCV.

Implementation Date

The Exchange proposes to implement the above changes to its fee schedule immediately.

2. Statutory Basis

The Exchange believes that the proposed rule changes are consistent with the objectives of Section 6 of the Act,¹⁶ in general, and furthers the objectives of Section 6(b)(4),¹⁷ in particular, as it is designed to provide for the equitable allocation of reasonable dues, fees and other charges among its Members and other persons using its facilities. The Exchange believes that the proposed modification to the Exchange’s tiered pricing structure is reasonable, fair and equitable, and non-discriminatory. The Exchange operates in a highly competitive market in which

¹² “ADAV” means average daily added volume calculated as the number of contracts added per day. See *id.*

¹³ “Away Market Maker” applies to any transaction identified by a Member for clearing in the Market Maker range at the OCC, where such Member is not registered with the Exchange as a Market Maker, but is registered as a market maker on another options exchange. See *id.*

¹⁴ “OCV” means the total equity and ETF options volume that clears in the Customer range at the Options Clearing Corporation (“OCC”) for the month for which the fees apply, excluding volume on any day that the Exchange experiences an Exchange System Disruption and on any day with a scheduled early market close. See *id.*

¹⁵ “ADV” means average daily volume calculated as the number of contracts added or removed, combined, per day. See *id.*

¹⁶ 15 U.S.C. 78f.

¹⁷ 15 U.S.C. 78f(b)(4).

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 15 U.S.C. 78s(b)(3)(A)(ii).

⁴ 17 CFR 240.19b-4(f)(2).

⁵ The term “Member” is defined as “any registered broker or dealer that has been admitted to membership in the Exchange.” See Exchange Rule 1.5(n).

market participants may readily send order flow to many competing venues if they deem fees at the Exchange to be excessive or incentives provided to be insufficient. The proposed structure remains intended to attract order flow to the Exchange by offering market participants a competitive pricing structure. The Exchange believes it is reasonable to offer and incrementally modify incentives intended to help to contribute to the growth of the Exchange.

Volume-based pricing structures such as that maintained by the Exchange have been widely adopted by exchanges, including the Exchange, and are equitable because they are open to all Members on an equal basis and provide additional benefits or discounts that are reasonably related to: (i) The value to an exchange's market quality; (ii) associated higher levels of market activity, such as higher levels of liquidity provisions and/or growth patterns; and (iii) introduction of higher volumes of orders into the price and volume discovery processes. In particular, the proposed change to footnote 2 is a minor change intended to provide an incentive similar to an existing incentive. The proposed incentive, in turn, is intended to incentivize Members to send increased order flow to the Exchange in an effort to qualify for the enhanced rebates made available by the tier. This increased order flow, in turn, contributes to the growth of the Exchange. The Exchange also believes the rebate associated with the tier is reasonable as it reflects the difficulty in achieving the tier, requiring less participation than existing Tier 1 but also providing a lower rebate. The Exchange again notes that the proposed tier also does not include the same volume as is included when determining whether a Member has qualified for existing Tier 1, specifically, the new tier would not take Away Market Maker volume into account, whereas existing Tier 1 does. The Exchange believes that the proposal to only count Firm, Broker Dealer and Joint Back Office volume for purposes of Tier 1 is reasonable, fair and equitable and not unreasonably discriminatory because it is intended to encourage participants that do not participate as Market Makers or Away Market Makers on the Exchange to increase their participation on the Exchange. The Exchange also believes the proposal is reasonable, equitably allocated and not unreasonably discriminatory because there are other existing incentives offered by the Exchange that are provided to Market Makers and Away

Market Makers, and because a participant with Away Market Maker volume could still qualify for the new tier to the extent they also have Firm, Broker Dealer and Joint Back Office volume that reaches the required level, it is just that their Away Market Maker Volume will not be included in the calculation. The Exchange believes that the incentives it provides remain reasonably related to the value to the Exchange's market quality associated with higher levels of market activity, including liquidity provision and the introduction of higher volumes of orders into the price and volume discovery processes. The proposed change to the tiered pricing structure is not unfairly discriminatory because it will apply equally to all Members.

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

The Exchange believes the proposed amendment to its fee schedule would not impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The Exchange does not believe that the proposed change represents a significant departure from previous pricing offered by the Exchange or pricing offered by the Exchange's competitors. Additionally, Members may opt to disfavor the Exchange's pricing if they believe that alternatives offer them better value. Accordingly, the Exchange does not believe that the proposed change will impair the ability of Members or competing venues to maintain their competitive standing in the financial markets. The Exchange does not believe that the proposed change to the Exchange's tiered pricing structure burdens competition, but instead, enhances competition, as it is intended to increase the competitiveness of the Exchange.

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

The Exchange has not solicited, and does not intend to solicit, comments on this proposed rule change. The Exchange has not received any written comments from members or other interested parties.

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

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A) of the Act¹⁸ and paragraph (f) of Rule

19b-4 thereunder.¹⁹ At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act.

IV. Solicitation of Comments

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

Electronic Comments

- Use the Commission's internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an email to rule-comments@sec.gov. Please include File Number SR-CboeBZX-2017-014 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-CboeBZX-2017-014. This file number should be included on the subject line if email is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's internet website (<http://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for website viewing and printing in the Commission's Public Reference Room, 100 F Street NE, Washington, DC 20549, on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of this filing will also be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change. Persons submitting comments are cautioned that we do not redact or edit personal identifying information from comment submissions. You should

¹⁸ 15 U.S.C. 78s(b)(3)(A).

¹⁹ 17 CFR 240.19b-4(f).

submit only information that you wish to make available publicly. All submissions should refer to File Number SR-CboeBZX-2017-014 and should be submitted on or before January 23, 2018.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.²⁰

Brent J. Fields,
Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-82408; File No. SR-NASDAQ-2017-131]

Self-Regulatory Organizations; The Nasdaq Stock Market LLC; Notice of Filing of Proposed Rule Change To List and Trade the Shares of the Reinhart Intermediate Bond NextShares Fund

December 27, 2017.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act"),¹ and Rule 19b-4 thereunder,² notice is hereby given that on December 20, 2017, The Nasdaq Stock Market LLC ("Nasdaq" or "Exchange") filed with the Securities and Exchange Commission ("Commission") the proposed rule change as described in Items I and II below, which Items have been prepared by the Exchange. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

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

The Exchange proposes to list and trade under Nasdaq Rule 5745 (Exchange-Traded Managed Fund Shares ("NextShares")) the common shares ("Shares") of the Reinhart Intermediate Bond NextShares (the "Fund").

II. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, the Exchange included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the

places specified in Item IV below. The Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.

A. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

1. Purpose

The Exchange proposes to list and trade the Shares of the Fund under Nasdaq Rule 5745, which governs the listing and trading of exchange-traded managed fund shares, as defined in Nasdaq Rule 5745(c)(1), on the Exchange.³ Managed Portfolio Series, which is discussed below, is registered with the Commission as an open-end investment company and has filed a registration statement on Form N-1A ("Registration Statement") with the Commission. The Fund is a series of Managed Portfolio Series and will be advised by an investment adviser registered under the Investment Advisers Act of 1940 ("Advisers Act"), as described below. The Fund will be actively managed and will pursue the principal investment strategy noted below.⁴

I. Managed Portfolio Series

Managed Portfolio Series is registered with the Commission as an open-end investment company and has filed a Registration Statement with the Commission.⁵ The following Fund is a series of Managed Portfolio Series.⁶

Reinhart Partners, Inc. (the "Adviser") will be the adviser to the Fund. The Adviser is not a registered broker-dealer, and is not affiliated with a broker-dealer. Personnel who make decisions on the Fund's portfolio composition must be subject to procedures designed to prevent the use and dissemination of material, non-public information

³ The Commission approved Nasdaq Rule 5745 in Securities Exchange Act Release No. 34-73562 (Nov. 7, 2014), 79 FR 68309 (Nov. 14, 2014) (SR-NASDAQ-2014-020).

⁴ Additional information regarding the Fund will be available on the free public website for the Fund at www.reinhartfunds.com and in the Registration Statement for the Fund.

⁵ See Post-Effective Amendment number 316 to the Registration Statement on Form N-1A for Managed Portfolio Series dated Oct. 26, 2017 (File Nos. 333-172080 and 811-22525). The descriptions of the Fund and the Shares contained herein conform to the initial Registration Statement.

⁶ The Commission has issued an order granting Managed Portfolio Series and certain affiliates exemptive relief under the Investment Company Act of 1940, as amended (the "Investment Company Act"). See Investment Company Act Release No. 32893 (Nov. 28, 2017) (File No. 812-14830).

regarding the open-end fund's portfolio.⁷

In the event that (a) the Adviser registers as a broker-dealer or becomes newly affiliated with a broker-dealer, or (b) any new adviser or sub-adviser to the Fund is a registered broker-dealer or is affiliated with a broker-dealer, such adviser or sub-adviser will implement and will maintain a fire wall with respect to its relevant personnel and/or such broker-dealer affiliate, as applicable, regarding access to information concerning the composition and/or changes to the Fund's portfolio and will be subject to procedures designed to prevent the use and dissemination of material non-public information regarding such portfolio.

Quasar Distributors, LLC will be the principal underwriter and distributor of the Fund's Shares. U.S. Bancorp Fund Services, LLC will act as the administrator and accounting agent to the Fund; U.S. Bancorp Fund Services, LLC will act as transfer agent to the Fund; and U.S. Bank, NA will act as custodian to the Fund.

The Fund will be actively managed and will pursue the principal investment strategies described below.⁸

Reinhart Intermediate Bond NextShares

The investment objective of the Reinhart Intermediate Bond NextShares is that the Fund will seek to outperform its benchmark, the Barclays Capital Intermediate Government/Credit Index, measured over an entire market cycle, while maintaining key risks (interest

⁷ An investment adviser to an open-end fund is required to be registered under the Advisers Act. As a result, the Adviser and its related personnel are subject to the provisions of Rule 204A-1 under the Advisers Act relating to codes of ethics. This Rule requires investment advisers to adopt a code of ethics that reflects the fiduciary nature of the relationship to clients as well as compliance with other applicable securities laws. Accordingly, procedures designed to prevent the communication and misuse of non-public information by an investment adviser must be consistent with Rule 204A-1 under the Advisers Act. In addition, Rule 206(4)-7 under the Advisers Act makes it unlawful for an investment adviser to provide investment advice to clients unless such investment adviser has (i) adopted and implemented written policies and procedures reasonably designed to prevent violation, by the investment adviser and its supervised persons, of the Advisers Act and the Commission rules adopted thereunder; (ii) implemented, at a minimum, an annual review regarding the adequacy of the policies and procedures established pursuant to subparagraph (i) above and the effectiveness of their implementation; and (iii) designated an individual (who is a supervised person) responsible for administering the policies and procedures adopted under subparagraph (i) above.

⁸ Additional information regarding the Fund will be available on a free public website for the Fund (www.reinhartfunds.com which may contain links for certain information to www.nextshares.com) and in the Registration Statement for the Fund.

²⁰ 17 CFR 200.30-3(a)(12).

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.