

Substitution Date) or each Replacement Portfolio Subaccount (after the Substitution Date) to any other available investment option under the Contract, without charge, for a period beginning at least 30 days before the Substitution Date through at least 30 days following the Substitution Date. Except as described in any market timing/short-term trading provisions of the relevant prospectus or limitations imposed by Death Benefit Riders or Living Benefit Riders with investment restrictions, the Insurance Company Applicants will not exercise any right they may have under the Contracts to impose restrictions on transfers between the subaccounts under the Contracts, including limitations on the future number of transfers, for a period beginning at least 30 days before the Substitution Date through at least 30 days following the Substitution Date.

7. All affected Contract owners will be notified, at least 30 days before the Substitution Date about: (a) The intended substitution of the Existing Portfolios with the Replacement Portfolios; (b) the intended Substitution Date; and (c) information with respect to transfers as set forth in Condition 6 above. In addition, the Insurance Company Applicants will deliver to all affected Contract owners, at least 30 days before the Substitution Date, a prospectus for each applicable Replacement Portfolio.

8. The Insurance Company Applicants will deliver to each affected Contract owner within five (5) business days of the Substitution Date a written confirmation which will include: (a) A confirmation that the Substitutions were carried out as previously notified; (b) a restatement of the information set forth in the Supplements; and (c) before and after account values.

9. With respect to Substitutions 1 and 2, for a period of two (2) years following the Substitution Date and for those Contracts with assets allocated to the applicable Existing Portfolio on the Substitution Date, the Insurance Company Applicants will make a corresponding reduction in Separate Account (or subaccount) expenses, no later than the last business day of each fiscal quarter, to Contract owners whose subaccount invests in the applicable Replacement Portfolio to the extent that the applicable Replacement Portfolio's annual net operating expenses for such period exceeds, on an annualized basis, the annual net operating expenses of the corresponding Existing Portfolio for fiscal year 2019.

The Section 26 Applicants further agree that separate account charges or expenses (e.g., mortality and expense

risk and account expense charges) of any subaccounts investing in the Substitution 1 and 2 Replacement Portfolios for any applicable Contract owner on the Substitution Date will not be increased at any time during the two year period following the Substitution Date.

10. In addition, with respect to Substitutions 3–6, ONII will enter into a written contract with the applicable Replacement Portfolio whereby during the two years following the Substitution Date the annual net operating expenses of the applicable Replacement Portfolio will not exceed the annual net operating expenses of the Existing Portfolio for the fiscal year ended December 31, 2019.

The Section 26 Applicants further agree that separate account charges or expenses (e.g., mortality and expense risk account expenses charges) of any subaccounts investing in the Substitution 3–6 Replacement Portfolios for any applicable Contract owner on the Substitution Date will not be increased at any time during the two year period following the Substitution Date.

11. The Substitution 3–6 Replacement Portfolios will not rely on the Manager of Managers Order unless such action is approved by a majority of the applicable Replacement Portfolio's outstanding voting securities, as defined in the Act, at a meeting whose record date is after the applicable Substitution has been effected.

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

J. Matthew DeLesDernier,
Assistant Secretary.

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BILLING CODE 8011-01-P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-91496; File No. SR-PEARL-2021-10]

Self-Regulatory Organizations: Notice of Filing and Immediate Effectiveness of a Proposed Rule Change by MIA X PEARL, LLC To Amend the MIA X Pearl Fee Schedule

April 7, 2021.

Pursuant to the provisions of 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 March 25 2021, MIA X PEARL, LLC (“MIA X Pearl” or “Exchange”) filed with the Securities and Exchange

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

Commission (“Commission”) a proposed rule change as described in Items I, II, and III below, which Items have been prepared by the Exchange. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

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

The Exchange is filing a proposal to add liquidity indicator codes to the fee schedule applicable for MIA X Pearl Equities, an equities trading facility of the Exchange (the “Fee Schedule”). The Exchange also proposes to add new Section 4 to the Fee Schedule concerning the Exchange's obligations under Section 31 of the Act.³

The text of the proposed rule change is available on the Exchange's website at <http://www.miaoptions.com/rule-filings/pearl> at MIA X Pearl's principal office, 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 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 purpose of the proposed rule change is to add liquidity indicator codes to the MIA X Pearl Equities Fee Schedule. The Exchange also proposes to add new Section 4 to the Fee Schedule concerning the Exchange's obligations under Section 31 of the Exchange Act.

Liquidity Indicator Codes

Liquidity indicator codes would be applied to a transaction so that the Equity Member ⁴ that entered the order

³ 15 U.S.C. 78ee.

⁴ The term “Equity Member” is defined as “a Member authorized by the Exchange to transact business on MIA X Pearl Equities. See Exchange Rule 1901.

may better understand the fee or rebate that will be applied to the execution. Each side of a trade would be assigned a liquidity indicator code in order to identify the scenario under which the trade occurred. This liquidity indicator code will be returned on the real-time trade reports sent to the Equity Member that submitted the order. The Exchange proposes to add a liquidity indicator code table to the Fee Schedule that would identify the liquidity indicator code, describe the transaction type, and set forth the applicable fee or rebate.⁵ The Exchange also proposes to add the standard liquidity indicator codes to the Fee Schedules Standard Rates table. The proposed liquidity indicator codes are simply meant to be illustrative and provide Equity Members increased clarity as to which fee or rebate may ultimately be applied to their execution. The Exchange does not propose to amend any fees or rebates.

The Exchange proposes to describe the below liquidity indicator codes in the Fee Schedule.

- Liquidity indicator code AA would be applied to a Displayed⁶ order that adds liquidity in Tape A securities. The Liquidity Indicator Code and Associated Fees table would specify that orders that yield liquidity indicator code AA would receive the existing rebate of \$0.0032 per share in securities priced at or above \$1.00 and 0.05% of the transaction's dollar value in securities priced below \$1.00.

- Liquidity indicator code AB would be applied to a Displayed order that adds liquidity in Tape B securities. The Liquidity Indicator Code and Associated Fees table would specify that orders that yield liquidity indicator code AB would receive the existing rebate of \$0.0035 per share in securities priced at or above \$1.00 and 0.05% of the transaction's dollar value in securities priced below \$1.00.

- Liquidity indicator code AC would be applied to a Displayed order that adds liquidity in Tape C securities. The Liquidity Indicator Code and Associated Fees table would specify that orders that yield liquidity indicator code AC would

receive the existing rebate of \$0.0032 per share in securities priced at or above \$1.00 and 0.05% of the transaction's dollar value in securities priced below \$1.00.

- Liquidity indicator code Aa would be applied to a Non-Displayed⁷ order that adds liquidity in Tape A securities. The Liquidity Indicator Code and Associated Fees table would specify that orders that yield liquidity indicator code Aa would receive the existing rebate of \$0.0022 per share in securities priced at or above \$1.00 and 0.05% of the transaction's dollar value in securities priced below \$1.00.

- Liquidity indicator code Ab would be applied to a Non-Displayed order that adds liquidity in Tape B securities. The Liquidity Indicator Code and Associated Fees table would specify that orders that yield liquidity indicator code Ab would receive the existing rebate of \$0.0022 per share in securities priced at or above \$1.00 and 0.05% of the transaction's dollar value in securities priced below \$1.00.

- Liquidity indicator code Ac would be applied to a Non-Displayed order that adds liquidity in Tape C securities. The Liquidity Indicator Code and Associated Fees table would specify that orders that yield liquidity indicator code Ab would receive the existing rebate of \$0.0022 per share in securities priced at or above \$1.00 and 0.05% of the transaction's dollar value in securities priced below \$1.00.

- Liquidity indicator code O would be applied to an order that is executed during MIAx Pearl Equities' Opening or Re-Opening process.⁸ The Liquidity Indicator Code and Associated Fees table would specify that orders that yield liquidity indicator code O would be subject to the existing rate and provided free of charge in securities priced at or above \$1.00 and securities priced below \$1.00.

- Liquidity indicator code RA would be applied to a Displayed order⁹ that removes liquidity in Tape A securities. The Liquidity Indicator Code and Associated Fees table would specify that orders that yield liquidity indicator

code Ra would be subject to the existing fee of \$0.0028 per share in securities priced at or above \$1.00 and 0.05% of the transaction's dollar value in securities priced below \$1.00.

- Liquidity indicator code RB would be applied to a Displayed order that removes liquidity in Tape B securities. The Liquidity Indicator Code and Associated Fees table would specify that orders that yield liquidity indicator code RB would be subject to the existing fee of \$0.0027 per share in securities priced at or above \$1.00 and 0.05% of the transaction's dollar value in securities priced below \$1.00.

- Liquidity indicator code RC would be applied to a Displayed order that removes liquidity in Tape C securities. The Liquidity Indicator Code and Associated Fees table would specify that orders that yield liquidity indicator code RC would be subject to the existing fee of \$0.0028 per share in securities priced at or above \$1.00 and 0.05% of the transaction's dollar value in securities priced below \$1.00.

- Liquidity indicator code Ra would be applied to a Non-Displayed order that removes liquidity in Tape A securities. The Liquidity Indicator Code and Associated Fees table would specify that orders that yield liquidity indicator code Ra would be subject to the existing fee of \$0.0028 per share in securities priced at or above \$1.00 and 0.05% of the transaction's dollar value in securities priced below \$1.00.

- Liquidity indicator code Rb would be applied to a Non-Displayed order that removes liquidity in Tape B securities. The Liquidity Indicator Code and Associated Fees table would specify that orders that yield liquidity indicator code Rb would be subject to the existing fee of \$0.0027 per share in securities priced at or above \$1.00 and 0.05% of the transaction's dollar value in securities priced below \$1.00.

- Liquidity indicator code Rc would be applied to a Non-Displayed order that removes liquidity in Tape C securities. The Liquidity Indicator Code and Associated Fees table would specify that orders that yield liquidity indicator code Rc would be subject to the existing fee of \$0.0028 per share in securities priced at or above \$1.00 and 0.05% of the transaction's dollar value in securities priced below \$1.00.

- Liquidity indicator code X would be applied to an order that is routed to and executed on an away market. The Liquidity Indicator Code and Associated Fees table would specify that orders that yield liquidity indicator code X would be subject to the existing fee of \$0.0030 per share in securities priced at or above \$1.00 and 0.30% of the dollar value of

⁵ The use of liquidity indicator codes (aka fee codes) is not novel and are currently utilized by other equity exchanges. For example, see the fee schedules of the Cboe EDGX Exchange, Inc. ("EDGX") available at http://markets.cboe.com/us/equities/membership/fee_schedule/edgx/, Investors Exchange LLC ("IEX") available at <https://iextrading.com/trading/fees/>, and MEMX LLC. ("MEMX") available at <https://info.memxtrading.com/fee-schedule/>.

⁶ The term "Displayed" is defined as "[a]n instruction the User may attach to an order stating that the order is to be displayed by the System on the MIAx Pearl Equities Book. See Exchange Rule 2614(c)(3).

⁷ The term "Non-Displayed" is defined as "[a]n instruction the User may attach to an order stating that any part of the order is not to be displayed by the System on the MIAx Pearl Equities Book. See Exchange Rule 2614(c)(4).

⁸ See Exchange Rule 2615 for a description of the MIAx Pearl Equities Opening and Re-Opening process.

⁹ The Exchange notes that, unlike orders that add liquidity, whether an order that removes liquidity is either Displayed or Non-Displayed does not impact the applicable rate. The Exchange proposes to provide separate liquidity indicator codes based on whether the order that removes liquidity was Displayed or Non-Displayed as a convenience to Equity Members.

a transaction in securities priced below \$1.00.

The Exchange also proposes to add the above liquidity indicator codes to the Standard Rates table. Specifically, liquidity indicator codes AA, AB, and AC would be added to the “Added Liquidity Displayed Order” column, liquidity indicator codes Aa, Ab, and Ac would be added to the “Added Liquidity Non-Displayed Order” column, liquidity indicator codes RA, RB, RC, Ra, Rb, and Rc would be added to the “Removing Liquidity” column, liquidity indicator code X would be added to the “Routing and Removing Liquidity” column, and liquidity indicator code O would be added to the “Opening and Re-Opening Process” column.

Due to the technological changes associated with the proposed liquidity indicator codes, the Exchange will issue a trading alert publicly announcing the implementation date of when the liquidity indicator codes would be available. The Exchange anticipates that the implementation date will be in either the second or third quarter of 2021.

Section 31

The Exchange also proposes to add new Section 4 to the Fee Schedule concerning the Exchange’s obligations under Section 31 of the Act. Exchange Rule 3000(b) describes the Exchange’s obligations under Section 31 of the Act and provides that “[e]ach Equity Member engaged in executing transactions on MIAX Pearl Equities shall pay, in such manner and at such times as the Exchange shall direct, a Regulatory Transaction Fee equal to (i) the rate determined by the Commission to be applicable to covered sales occurring on the Exchange in accordance with Section 31 of the Exchange Act multiplied by (ii) the Equity Member’s aggregate dollar amount of covered sales occurring on MIAX Pearl Equities during any computational period. Exchange Rule 3000(c) provides that “[t]o the extent the Exchange is charged a fee by a third party that results directly from an Equity Member cross-connecting its trading hardware to the Exchange’s System from another Trading Center’s system that is located in the same data center as the Exchange, the Exchange will pass that fee on, in full, to the Equity Member.”

The Exchange proposed to add Section 4 to the Fee Schedule to reference the fees described under Exchange Rule 3000. Proposed Section 4 would provide that “[a]dditional fees are set forth in Rule 3000 of the MIAX

Pearl Rule book.” Proposed Section 4 would further provide that “[s]uch fees include Regulatory Transaction Fees collected to fund the Exchange’s Section 31 obligations.” The Exchange notes that this proposed addition is to provide additional specificity to the Fee Schedule. The Exchange currently includes a similar provision in its fee schedule for its options trading facility.¹⁰ The Exchange’s affiliates, the Miami International Securities Exchange, LLC (“MIAEX”) and MIAEX Emerald, LLC (“Emerald”), also include similar provisions in their respective fee schedules.¹¹

2. Statutory Basis

The Exchange believes that its proposal to amend its Fee Schedule is consistent with Section 6(b) of the Act¹² in general, and furthers the objectives of Section 6(b)(4) of the Act¹³ in particular, in that it is an equitable allocation of reasonable fees and other charges among its members and issuers and other persons using its facilities. The Exchange repeats that it does not propose to amend any fees or rebates. The proposal simply seek to provide additional specificity within the Fee Schedule to provide Equity Members greater certainty about what fee or rebate would apply to their transaction and to reference the applicable Exchange Rules regarding the Exchange’s obligations under Section 31 of the Act.

The proposed liquidity indicator codes are equitable and reasonable because they are simply meant to be illustrative and provide Equity Members increased clarity as to which fee or rebate may ultimately be applied to their execution. As discussed above, each side of a trade would be assigned a liquidity indicator code in order to identify the scenario under which the trade occurred. This liquidity indicator code would be returned on the real-time trade reports sent to the Equity Member that submitted the order. The use of liquidity indicator codes is not unique to the Exchange and are currently

¹⁰ See Section 2(a) of the Exchange’s options fee schedule available at https://www.miaxoptions.com/sites/default/files/fee_schedule-files/MIAX_PEARL_Options_Fee_Schedule_03012021.pdf.

¹¹ See, e.g., Section 2(a) of the MIAEX fee schedule available at https://www.miaxoptions.com/sites/default/files/fee_schedule-files/MIAEX_Options_Fee_Schedule_01_13_21.pdf, and Section 2(a) of Emerald’s fee schedule available at https://www.miaxoptions.com/sites/default/files/fee_schedule-files/MIAX_Emerald_Fee_Schedule_03_24_2021.pdf.

¹² 15 U.S.C. 78f(b).

¹³ 15 U.S.C. 78f(b)(4) and (5).

utilized and described in the fee schedules of other equity exchanges.¹⁴

The Exchange’s proposal to add new Section 4 referencing Exchange Rule 3000 regarding fee charged pursuant to Section 31 of the Act is also equitable and reasonable because it is simple intended to provide additional information regarding the Exchange’s obligations under Section 31 of the Act and how fees may be passed through to the Equity Member. The Exchange currently includes a similar provision in its fee schedule for its options trading facility and similar language is in the fee schedules of other exchanges.¹⁵

Lastly, both of the proposed changes are not unfairly discriminatory because they will apply equally to all Equity Members.

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

The Exchange does not believe that the proposed fee change will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act. Rather, the proposed change is not designed to have a competitive impact and does not seek to amend any of the Exchange’s current fees or rebates. The proposal is simply intended to provide additional specificity in the Fee Schedule so that Equity Members may connect an execution to the applicable fee or rebate. The proposal also seeks to reference the Exchange’s obligations under Section 31 of the Act by reference the applicable Exchange Rule 3000 so that the Exchange’s Section 31 obligations are referenced in the Fee Schedule making the Fee Schedule more comprehensive.

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

Written comments were neither solicited nor received.

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)(ii) of the Act,¹⁶ and Rule 19b-4(f)(2)¹⁷ thereunder. 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

¹⁴ See *supra* note 5.

¹⁵ See *supra* notes 10 and 11.

¹⁶ 15 U.S.C. 78s(b)(3)(A)(ii).

¹⁷ 17 CFR 240.19b-4(f)(2).

interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission shall institute proceedings to determine whether the proposed rule should be approved or 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 (<http://www.sec.gov/rules/sro.shtml>); or
- Send an email to rule-comments@sec.gov. Please include File Number SR-PEARL-2021-10 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-PEARL-2021-10. 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 the filing also will 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 submit only information that you wish to make available publicly. All submissions should refer to File Number SR-PEARL-2021-10, and

should be submitted on or before May 4, 2021.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹⁸

J. Matthew DeLesDernier,

Assistant Secretary.

[FR Doc. 2021-07495 Filed 4-12-21; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-91495; File No. SR-FINRA-2021-006]

Self-Regulatory Organizations; Financial Industry Regulatory Authority, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Extend the Expiration Date of the Temporary Amendments Set Forth in SR-FINRA-2020-015 and SR-FINRA-2020-027

April 7, 2021.

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 April 1, 2021, the Financial Industry Regulatory Authority, Inc. ("FINRA") filed with the Securities and Exchange Commission ("SEC" or "Commission") the proposed rule change as described in Items I and II below, which Items have been prepared substantially by FINRA. FINRA has designated the proposed rule change as constituting a "non-controversial" rule change under paragraph (f)(6) of Rule 19b-4 under the Act,³ which renders the proposal effective upon receipt of this filing by 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

FINRA is proposing to extend the expiration date of the temporary amendments set forth in SR-FINRA-2020-015 and SR-FINRA-2020-027 from April 30, 2021, to August 31, 2021.⁴ The proposed rule change would

¹⁸ 17 CFR 200.30-3(a)(12).

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 17 CFR 240.19b-4(f)(6).

⁴ If FINRA seeks to provide additional temporary relief from the rule requirements identified in this proposed rule change beyond August 31, 2021, FINRA will submit a separate rule filing to further extend the temporary extension of time. The amended FINRA rules will revert to their original form at the conclusion of the temporary relief period and any extension thereof.

not make any changes to the text of FINRA rules.

The text of the proposed rule change is available on FINRA's website at <http://www.finra.org>, at the principal office of FINRA 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, FINRA 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. FINRA 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

In response to the COVID-19 global health crisis and the corresponding need to restrict in-person activities, FINRA filed proposed rule changes, SR-FINRA-2020-015 and SR-FINRA-2020-027, which respectively provide temporary relief from some timing, method of service and other procedural requirements in FINRA rules and allow FINRA's Office of Hearing Officers ("OHO") and the National Adjudicatory Council ("NAC") to conduct hearings, on a temporary basis, by video conference, if warranted by the current COVID-19-related public health risks posed by an in-person hearing. In December 2020, FINRA filed a proposed rule change, SR-FINRA-2020-042, to extend the expiration date of the temporary amendments in both SR-FINRA-2020-015 and SR-FINRA-2020-027 from December 31, 2020, to April 30, 2021.⁵ While there are signs of improvement, the COVID-19 conditions necessitating these temporary amendments persist and, based on its assessment of current COVID-19 conditions and the lack of certainty as to when COVID-19-related health concerns and corresponding restrictions will meaningfully subside, FINRA has determined that there is a continued need for this temporary relief for several months beyond April 30, 2021. Accordingly, FINRA proposes to extend

⁵ See Securities Exchange Act Release No. 90619 (December 9, 2020), 85 FR 81250 (December 15, 2020) (Notice of Filing and Immediate Effectiveness of File No. SR-FINRA-2020-042).