SECURITIES AND EXCHANGE COMMISSION

Proposed Collection; Comment Request

Upon Written Request, Copies Available From: Securities and Exchange Commission, Office of Investor Education and Advocacy, Washington, DC 20549–0213.

Extension:
Rule 17Ad–3(b); SEC File No. 270–424; OMB Control No. 3235–0473.

Notice is hereby given that pursuant to the Paperwork Reduction Act of 1995 (44 U.S.C. 3501 *et seq.*), the Securities and Exchange Commission (''Commission'') is soliciting comments on the existing 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.*). The Commission plans to submit this existing collection of information to the Office of Management and Budget (''OMB'') for extension and approval.

Rule 17Ad–3(b) requires registered transfer agents to send a copy of the written notice required under Rule 17Ad–2(c), (d), and (h) to the chief executive officer of each issuer for which the transfer agent acts when it 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), for two consecutive months. The issuer may use the information contained in the notices to: (1) Provide an early warning to the issuer of the transfer agent's non-compliance with the Commission's minimum performance standards regarding registered transfer agents; and (2) assure that the issuer is aware of problems and poor performance with respect to the transfer agents that are servicing the issuer's securities. If the issuer does not receive notice of a registered transfer agent's failure to comply with the Commission's minimum performance standards then the issuer will be unable to take remedial action to correct the problem or to find another registered transfer agent. Pursuant to Rule 17Ad–3(b), a transfer agent that has already filed a Notice of Non-Compliance with the Commission pursuant to Rule 17Ad–2 will only be required to send a copy of that notice to issuers for which it acts when that transfer agent fails to turnaround 75% of all routine items or to process 75% of all items.

The Commission estimates that only two transfer agents will meet the requirements of Rule 17Ad–3(b). If a transfer agent fails to meet those requirements under 17Ad–3(b), it would simply send a copy of the notice that had already been produced for the Commission. The Commission estimates the requirement will take each respondent approximately one hour to complete, for a total annual estimate burden of two hours at an internal labor costs cost of approximately $60.00 an hour. There are no external labor costs associated with sending the notice to issuers.

Written comments are invited on: (a) Whether the proposed collection of information is necessary for the proper performance of the functions of the Commission, including whether the information shall have practical utility; (b) the accuracy of the Commission's estimates of the burden of the proposed collection of information; (c) ways to enhance the quality, utility, and clarity of the information collected; and (d) ways to minimize the burden of the collection of information on respondents, including through the use of automated collection techniques or other forms of information technology. Consideration will be given to comments and suggestions submitted in writing within 60 days of this publication.

An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information under the PRA unless it displays a currently valid OMB control number.

Please direct your written comments to: Thomas Bayer, Director/Chief Information Officer, Securities and Exchange Commission, c/o Remi Pavlik-Simon, 100 F Street NE., Washington, DC 20549, or send an email to: *PRA_Mailbox@sec.gov.*

Dated: April 24, 2014.

Kevin M. O'Neill,

Deputy Secretary.

[FR Doc. 2014–09811 Filed 4–29–14; 8:45 am]

BILLING CODE 8011–01–P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–72016; File No. SR–EDGX–2014–13]

Self-Regulatory Organizations; EDGX Exchange, Inc.; Notice of Filing of Proposed Rule Change To Amend Footnote 4 of the Exchange's Fee Schedule To Permit Members To Designate Their Retail Orders To Be Identified as Retail on the EDGX Book Feed

April 24, 2014.

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 April 17, 2014, EDGX Exchange, Inc. (the ''Exchange'' or ''EDGX'') 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 self-regulatory organization. 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 amend Footnote 4 of its Fee Schedule to permit Members to designate that their Retail Orders be identified as Retail on the EDGX Book Feed. The text of the proposed rule change is available on the Exchange's Internet Web site at *www.directedge.com*, at the Exchange's principal office, and at the Public Reference Room of the Commission.

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 self-regulatory organization 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 self-regulatory organization has prepared summaries, set forth in sections A, B and C below, of the most significant aspects of such statements.

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

[2] 17 CFR 240.19b–4.

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 Footnote 4 of its Fee Schedule to permit Members to designate that their Retail Orders be identified as Retail on the EDGX Book Feed. Footnote 4 of the Exchange's Fee Schedule defines a Retail Order [3] and provides an attestation requirement [4] that Members must complete to send Retail Orders to the Exchange. Footnote 4 of the Exchange's Fee Schedule also provides that Members may designate orders as Retail Orders on an order-by-order basis or a port level basis by designating particular FIX ports as Retail Order Ports.[5]

Currently, Members may elect that their display-eligible orders entered into the Exchange utilize Attributable Orders [6] to include their market participant identifier (''MPID'') with their published quotations on the EDGX Book Feed. The Exchange now proposes to amend Footnote 4 of its Fee Schedule to permit Members to designate that their Retail Orders be identified as Retail on the EDGX Book Feed, rather than by their MPID.[7] A Member may elect that their Retail Orders be identified as Retail on an order-by-order basis or instruct the Exchange to identify all its Retail Orders as Retail on a port-by-port basis where that port is also designated as a Retail Order Port. However, if a Member instructs the Exchange to identify all its orders as Retail on a Retail Order Port, it will not be able to designate any Retail Order from that port as an Attributable Order or as a Non-Attributable Order.[8]

Implementation Date

The Exchange will announce the effective date of the proposed rule change in a Trading Notice to be published no later than 30 days following approval of the proposed rule change by the Commission.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with Section 6(b) of the Act,[9] in general, and furthers the objectives of Section 6(b)(5) of the Act,[10] in particular, in that it is designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, and to remove impediments to and perfect the mechanism of a free and open market and a national market system.

The Exchange believes that the proposal will benefit market participants and help to promote transparency by providing additional information regarding quotations displayed on the Exchange and disseminated via the EDGX Book Feed. Specifically, any Member who satisfies the requirement under Footnote 4 of the Fee Schedule that wishes to disclose via the EDGX Book Feed that their order is a Retail Order will be permitted to do so, and such retail quotations will be analogous to identified trading interest in other contexts.[11] The proposal also promotes transparency by disseminating additional order information from Members who may otherwise designate their order as Non-Attributable, and thereby not include their MPID with their published quote on the EDGX Book Feed. As a result, the proposal will provide Members additional visibility into the types of orders they may interact with when an order is identified as a Retail Order. The Exchange also believes that the proposed rule change is reasonable, equitable and not unfairly discriminatory because it would encourage Members who wish to execute against Retail Orders to send additional orders to the Exchange. For example, the Exchange conducted a study of its execution data from January 1, 2014 to March 31, 2014, which indicated that Members who represent Retail Orders and utilize Attributable Orders to include their MPID with their published quote on the EDGX Book Feed received an 18% higher execution rate than Members who represent Retail Orders that elected not to include their MPID on the EDGX Book Feed via the use of a Non-Attributable Order.[12] Therefore, the Exchange believes the increased liquidity would potentially stimulating further price competition for Retail Orders, deepening the Exchange's liquidity pool, supporting the quality of price discovery, and promoting market transparency.

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

The Exchange believes its proposed amendments 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 believes that the proposed amendment will not burden intramarket competition because the ability to designate Retail Orders to be identified as Retail on the EDGX Book Feed, rather than by their MPID, would be open to all Members that wish to send Retail Orders to the Exchange. The Exchange believes the proposed rule change would increase intermarket competition by identifying orders as Retail via the EDGX Book Feed would enable the Exchange to better compete with other exchanges that offer similar

[3] A Retail Order is defined as (i) an agency order or riskless principal order that meets the criteria of FINRA Rule 5320.03 that originates from a natural person; (ii) is submitted to EDGX by a Member, provided that no change is made to the terms of the order; and (iii) the order does not originate from a trading algorithm or any other computerized methodology. *See* Footnote 4 of the Exchange's Fee Schedule *available at http://www.directedge.com/Trading/EDGXFeeSchedule.aspx*; Securities Exchange Act Release No. 68310 (November 28, 2012), 77 FR 71860 (December 4, 2012) (SR–EDGX–2012–47) (Notice of Filing and Immediate Effectiveness); Securities Exchange Act Release No. 69378 (April 15, 2013), 78 FR 23617 (April 19, 2013) (SR–EDGX–2013–13) (Notice of Filing and Immediate Effectiveness).

[4] Members must submit a signed written attestation, in a form prescribed by the Exchange, that they have implemented policies and procedures that are reasonably designed to ensure that substantially all orders designated by the Member as a ''Retail Order'' comply with the above requirements. *See* Footnote 4 of the Exchange's Fee Schedule *available at http://www.directedge.com/Trading/EDGXFeeSchedule.aspx*; Securities Exchange Act Release No. 68310 (November 28, 2012), 77 FR 71860 (December 4, 2012) (SR–EDGX–2012–47) (Notice of Filing and Immediate Effectiveness). *See also* Securities Exchange Act Release No. 69852 (June 25, 2013), 78 FR 39420 (July 1, 2013) (SR–EDGX–2013–20) (Notice of Filing and Immediate Effectiveness).

[5] *See* Securities Exchange Act Release No. 68554 (December 31, 2012), 78 FR 966 (January 7, 2013) (SR–EDGX–2012–48) (Notice of Filing and Immediate Effectiveness).

[6] An Attributable Order is defined as, ''[a]n order that is designated for display (price and size) including the Member's market participant identifier ('MPID').'' *See* Rule 11.5(c)(18).

[7] A Member's decision on whether to identify their Retail Order as Retail under the proposed rule change will not impact that Member's eligibility to qualify for a rebate under the Retail Order Tier included in Footnote 4 of the Exchange's Fee Schedule.

[8] A Non-Attributable Order is defined as ''[a]n order that is designated for display (price and size) on an anonymous basis by the Exchange. *See* Rule 11.5(c)(19).

[9] 15 U.S.C. 78f.

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

[11] For example, under the New York Stock Exchange, Inc.'s (''NYSE'') Retail Liquidity Program, when there is a Retail Price Improvement Order in a particular security, the NYSE disseminates an indicator, known as the Retail Liquidity Identifier. *See* NYSE Rule 107C(j). *See also* NYSE MKT LLC (''NYSE MKT'') Rule 107C(j); NYSE Arca, Inc. (''NYSE Arca'') Rule 7.44(j).

[12] The Exchange compared the execution rates of Attributed Orders to Non-Attributed Orders submitted by Members whose primary business is representing retail customers or who designate their orders as Retail Orders for purposes of Footnote 4 of the Exchange's Fee Schedule. The Exchange calculated the execution rate by dividing the total executed quantity by the total order quantity for buy orders with a limit price greater than or equal to the National Best Bid (''NBB'') and less than National Best Offer (''NBO'') and sell orders with limit price greater than the NBB and less than or equal to the NBO.

retail order programs.[13] The Exchange believes that the amendment, by increasing the amount of disseminated information regarding Retail Orders, will increase the level of competition around retail executions resulting in better prices for retail investors.

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 unsolicited written comments from Members or other interested parties.

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 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 (*http://www.sec.gov/rules/sro.shtml*); or
- Send an email to *rule-comments@sec.gov.* Please include File Number SR–EDGX–2014–13 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–EDGX–2014–13. 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 Web site (*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 Web site 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; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR–EDGX–2014–13, and should be submitted on or before May 21, 2014.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[14]

Kevin M. O'Neill,

Deputy Secretary.

[FR Doc. 2014–09809 Filed 4–29–14; 8:45 am]

BILLING CODE 8011–01–P

[13] *Id.*

[14] 17 CFR 200.30–3(a)(12).

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–72014; File No. SR–NASDAQ–2014–038]

Self-Regulatory Organizations; The NASDAQ Stock Market LLC; Notice of Proposed Rule Change Relating to the Listing and Trading of the Shares of the Reality Shares NASDAQ–100 Isolated Dividend Growth Index ETF of the Reality Shares ETF Trust Under Rule 5705

April 24, 2014.

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 10, 2014, The NASDAQ Stock Market LLC (''NASDAQ'' or the ''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 NASDAQ. 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

NASDAQ proposes to list and trade the shares of the Reality Shares NASDAQ–100 Isolated Dividend Growth Index ETF (the ''Fund'') of the Reality Shares ETF Trust (the ''Trust'') under Rule 5705 (Exchange Traded Funds: Portfolio Depository Receipts and Index Fund Shares).[3] The shares of the Fund are collectively referred to herein as the ''Shares.''

The text of the proposed rule change is available at *http://nasdaq.cchwallstreet.com/,* at NASDAQ'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, NASDAQ included statements concerning the purpose of, and basis for, the proposed rule change. The text of these statements may be examined at the places specified in Item III below, and is set forth in Sections A, B, and C below.

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 5705(b), which governs the listing and trading of Index Fund Shares[4] on the Exchange. The Fund is an exchange-traded fund (''ETF'') which seeks to track the performance of an underlying index, as discussed herein.[5]

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

[2] 17 CFR 240.19b–4.

[3] The Commission approved NASDAQ's Rule 5705, as well as Rule 5735 regarding managed fund shares, in Securities Exchange Act Release No. 57962 (June 13, 2008), 73 FR 35175 (June 20, 2008) (SR–NASDAQ–2008–039).

[4] Index Fund Shares that are issued by an open-end investment company and listed and traded on the Exchange under NASDAQ Rule 5705 seek to provide investment results that correspond generally to the price and yield performance of a specific foreign or domestic stock index, fixed income securities index or combination thereof. *See* Rule 5705(b)(1)(A).

[5] The Exchange notes that its proposal to list shares of the Fund which tracks the performance of an index of U.S. exchange listed options is similar to the proposal and resultant order issued to the NYSE ARCA to list and trade under NYSE Arca Equities Rule 5.2(j)(3) (which is similar to NASDAQ Rule 5705(b)) Investment Company Units based on

Continued