

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 24F-2**  
Annual Notice of Securities Sold  
Pursuant to Rule 24f-2 under  
the Investment Company Act of  
1940 or Rule 456(e) under the  
Securities Act of 1933

OMB
OMB Number:.....3235-0456
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*Read Instructions at end of this Form before preparing.*

1. Name and address of issuer:
2. The name and EDGAR identifier of each series or class of securities for which this Form is filed. If the Form is being filed for all series and classes of securities of the issuer, check the box but do not list series or classes: <input type="checkbox"/>
3. Investment Company Act File Number:  Securities Act File Number:
4(a). Last day of fiscal year for which this Form is filed:
4(b). <input type="checkbox"/> Check box if this Form is being filed late (i.e., more than 90 calendar days after the end of the issuer's fiscal year). (See Instruction A.2)  <i>Note: If the Form is being filed late, interest must be paid on the registration fee due.</i>
4(c). <input type="checkbox"/> Check box if this is the last time the issuer will be filing this Form.

<p>5. Calculation of registration fee (if calculating on a class-by-class or series-by-series basis, provide the EDGAR identifier for each such class or series):</p>	
<p>(i) Aggregate sale price of securities sold during the fiscal year pursuant to section 24(f) or rule 456(e):</p>	\$ _____
<p>(ii) Aggregate price of securities redeemed or repurchased during the fiscal year:</p>	\$ _____
<p>(iii) Aggregate price of securities redeemed or repurchased during any <i>prior</i> fiscal year ending no earlier than the date the issuer became eligible to use this form that were not previously used to reduce registration fees payable to the Commission:</p>	\$ _____
<p>(iv) Total available redemption credits [add Items 5(ii) and 5(iii)]:</p>	-\$ _____
<p>(v) Net sales -- if Item 5(i) is greater than Item 5(iv) [subtract Item 5(iv) from Item 5(i)]:</p>	\$ _____
<div style="border: 1px solid black; padding: 5px;"> <p>(vi) Redemption credits available for use in future years — if Item 5(i) is less than Item 5(iv) [subtract Item 5(iv) from Item 5(i)]:</p> </div>	\$ ( _____ )
<p>(vii) Multiplier for determining registration fee (See Instruction C.9):</p>	x _____
<p>(viii) Registration fee due [multiply Item 5(v) by Item 5(vii)] (enter "0" if no fee is due):</p>	=\$ _____
<p>6. Interest due -- if this Form is being filed more than 90 days after the end of the issuer's fiscal year (see Instruction D):</p>	
	+ \$ _____
<p>7. Total of the amount of the registration fee due plus any interest due [line 5(viii) plus line 6]:</p>	
	=\$ _____
<p>8. Explanatory Notes (if any): The issuer may provide any information it believes would be helpful in understanding the information reported in response to any item of this Form. To the extent responses relate to a particular item, provide the item number(s), as applicable.</p>	

## SIGNATURES

This report has been signed below by the following persons on behalf of the issuer and in the capacities and on the dates indicated.

By (Signature and Title)\* \_\_\_\_\_

\_\_\_\_\_

Date \_\_\_\_\_

\*Please print the name and title of the signing officer below the signature.

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**FORM 24F-2  
Annual Notice of Securities Sold  
Pursuant to Rule 24f-2 under  
the Investment Company Act of 1940 or  
Rule 456(e) under the Securities Act of 1933**

**INSTRUCTIONS**

**A. General**

1. This Form should be used by an open-end management investment company, closed-end management company that makes periodic repurchase offers pursuant to § 270.23c-3(b) of this chapter (an “interval fund”), face amount certificate company, or unit investment trust for annual filings required by rule 24f-2 under the Investment Company Act of 1940 [15 U.S.C. 80a] (“Investment Company Act”) or an issuer that offers registered non-variable annuity securities for annual filings required by rule 456 under the Securities Act of 1933 [15 U.S.C. 77a-aa] (“Securities Act”) (each an “issuer”). If the issuer has registered more than one class or series of securities that are required to be reported on this form on the same registration statement under the Securities Act, the issuer may file a single Form 24F-2 for those classes or series that have the same fiscal year end. Such an issuer may calculate its fees based on aggregate net sales of the series having the same fiscal year end. An issuer choosing to calculate registration fees on a class-by-class or series-by-series basis should make a single filing consisting of a separate Form 24F-2 for each class or series in a single EDGAR document.

2. This Form must be filed within 90 calendar days after the end of the issuer’s fiscal year or, if the last day of the 90 day period falls on Saturday, Sunday or a Federal holiday, the first business day thereafter. For example, a Form 24F-2 for a fiscal year ending on June 30 must be filed no later than September 28. If September 28 falls on a Saturday or Sunday, the Form must be filed on the following Monday. In these instructions, we refer to this as the “Due Date.”

3. Pursuant to rule 101(a)(1)(iv) of Regulation S-T [17 CFR 232.101(a)(1)(iv)] this Form must be submitted in electronic format using the Commission’s Electronic Data Gathering, Analysis, and Retrieval (“EDGAR”) system.

4. This Form must be accompanied by the appropriate registration fee. If the Form is being filed late, interest must be paid. See Instruction D.

5. This Form will be deemed filed with the Commission on the date on which it is received and accepted by the Commission. The Commission will not accept for filing any Form accompanied by insufficient payment of the registration fee. A Form accompanied by insufficient payment of the registration fee will not be deemed accepted and filed until receipt by the Commission of proper payment of the registration fee. No part of the registration fee is refundable. Issuers should refer to rule 111 of the Securities Act [17 CFR 230.111], rule 0-8 under the Investment Company Act [17 CFR 270.0-8], rule 3a of the Commission’s Rules of Informal and Other Procedures [17 CFR 202.3a], and rule 13(c) under Regulation S-T [17 CFR 232.13(c)] for instructions on payment of fees to the Commission.

6. This Form may be used to pay registration fees for multiple offerings with different Securities Act numbers, provided that those Securities Act numbers are under the same Central Index Key (“CIK”) number.

**B. Identifying Information**

1. **Item 1** - Provide the name of the issuer as it appears on the cover of the issuer’s most recent Securities Act registration statement or post-effective amendment.

2. **Item 2** - If the Form is being filed for all classes and series of securities of the issuer, the issuer should check the box and not list the names of the classes and series. Issuers of registered non-variable annuities should check this box if the Form is being filed for all of the issuer’s registered non-variable annuities and classes.

**3. Item 3** - If applicable, the Investment Company Act file number should be the number assigned to the issuer's registration statement filed under the Investment Company Act (beginning with "811-"). The Securities Act file number is the number of the issuer's most recent Securities Act registration statement (beginning with "2-", "33-" or "333-") relating to the securities being reported (e.g., issuers of registered non-variable annuities should use the most recent registered non-variable annuity Securities Act registration statement being reported, but not any other intervening Securities Act registration statements relating to securities not being reported).

**4. Item 4(a)** - In the case of an issuer that ceases operations, the date it ceases operations is deemed the last day of its fiscal year for purposes of section 24(f) of the Investment Company Act or rule 456(e) of the Securities Act.

**5. Item 4(b)** - Check the box if the Form is filed late. If the issuer files the Form late, the issuer is required under section 24(f) or rule 456(e) to pay interest on unpaid amounts at the rate applicable to Treasury and tax loan accounts. See Instruction D.

**6. Item 4(c)** - Check the box if this is the last time the issuer will be filing Form 24F-2 (i.e., if the issuer has ceased operations).

### C. Computation of Registration Fee

**1. Item 5** is a work sheet for calculating the registration fee due. An issuer must aggregate prices for all classes or series for which the Form is being filed. If the issuer charges a front-end sales load on its securities, the aggregate sale price must include the sales load.

#### 2. Mergers -

(a) In the case of a liquidation, merger, or sale of all or substantially all of the assets of an issuer ("merger"), the securities of the entity ceasing operation (the "Predecessor") that are exchanged for or converted into the other issuer (the "Successor") should be treated as redemptions on the Predecessor's final Form 24F-2 (not the Successor's).

(b) In the case of a merger in which the Predecessor is *not* deemed to cease operations (e.g., a reorganization), the Successor inherits the sales and redemption credits of the Predecessor, and the Successor must report them as sales and redemptions on its next Form 24F-2 filing. The Predecessor in this type of merger need not file a final Form 24F-2. See Rule 24f-2(b)(1) and (2) [17 CFR 270.24f-2(b)(1) and (2)] and rule 456(e)(4) [17 CFR 230.456(e)(4)].

**3. Special Rule for Unit Investment Trusts** - The aggregate sale price of securities sold to a unit investment trust ("UIT") that offers interests that are registered under the Securities Act and on which a registration fee has been or will be paid to the Commission, may be excluded from the aggregate sale price of securities reported in Item 5(i). If the issuer chooses to exclude the aggregate sale price of these securities from Item 5(i), the issuer may not use securities redeemed or repurchased from those UITs for purposes of determining the redemption or repurchase price of securities in Items 5(ii) and 5(iii).

**4. Special Rule for Registered Non-Variable Annuities** - The aggregate sale price of securities sold during the fiscal year in reliance upon registration under rule 456(e) shall include the value of any expiring annuity contract or investment option that is rolled over into a new crediting period. The value of such contracts or options should therefore be reported in Item 5(i). In addition, the value of such expiring annuity contract or options should also be reported in Item 5(ii) as a redemption. Where the contract value of the new and expiring annuity contract is the same, the reported amounts attributable to such contracts in Items 5(i) and 5(ii) would result in a net-zero calculation.

**5. Item 5(i)** - Report the aggregate sale price of securities sold during the fiscal year in reliance upon registration under section 24(f) or rule 456(e). Include securities issued pursuant to dividend reinvestment plans ("DRIP shares") whether or not they are required to be registered under the Securities Act. *Do not* include the sale price of securities, if any, that were registered under the Securities Act *other than* pursuant to section 24(f) or rule 456(e), as applicable. [Example: An interval fund issuer sold 1,000,000 shares, 250,000 of which were registered prior to August 1, 2021. Item 5(i) should show the aggregate sale price of 750,000 shares.]

**6. Item 5(ii)** - Report the aggregate redemption or repurchase price of securities redeemed or repurchased during the fiscal year in reliance upon registration under section 24(f) or rule 456(e). *Do not* include securities that have been redeemed or repurchased, if any, other than pursuant to section 24(f) or rule 456(e), as applicable.

**7. Item 5(iii)** - Report the aggregate redemption or repurchase price of securities redeemed or repurchased during any prior fiscal year ending no earlier than the date the issuer became eligible to use this Form (e.g., August 1, 2021

for interval funds, September 23, 2024 for issuers of registered non-variable annuity securities, and October 11, 1995 for all other filers on this Form) that were *not* used previously to reduce registration fees payable to the Commission.

**8. Items 5(iv) through 5(vi)** - Report the sum of Items 5(ii) and 5(iii) in Item 5(iv). Subtract Item 5(iv) from Item 5(i). If Item 5(iv) is less than Item 5(i), report the result in Item 5(v) (net sales). If Item 5(iv) is greater than Item 5(i), report the resulting negative number in parentheses in Item 5(vi) (net redemptions or repurchases). The amount of redemptions or repurchases reported in Item 5(vi) may be used by the issuer in future years to offset sales (by including it in response to Item 5(iii) of Form 24F-2 filed for the next fiscal year).

**9. Item 5(vii)** - The registration fee is calculated by multiplying the net sales amount (Item 5(v)) by the fee rate. For the current fee rate, see <https://www.sec.gov/ofm/Article/feeamt.html>. The fee rate in effect at the time of filing applies to all securities sold during the fiscal year, regardless of whether the fee rate changes during the year.

**10. Item 5(viii)** - If the issuer reports net redemptions or repurchases in Item 5(vi), report "0" in Item 5(viii).

#### **D. Computation of Interest Due if Form is Filed Late**

**1. Item 6** – Section 24(f) and rule 456(e) require any issuer that pays its registration fee after the Due Date (see Instruction A.2) to pay interest to the Commission on fees that are not paid on time. The payment of interest does not preclude the Commission from bringing an action to enforce the requirements of section 24(f) or rule 456(e), as applicable. Under section 11 of the Debt Collection Act [31 U.S.C. 3717(a)], the interest rate is published by the Secretary of the Treasury. The rate is computed annually and is effective on January 1 each year. In some circumstances the rate may be changed on a quarterly basis. Filers owing interest should verify the current interest rate. Filers can find the rate by looking for the "current value of funds rate" on the Treasury Department's internet site at <https://fiscal.treasury.gov/reports-statements/cvfr/rates.html>.

**2.** The interest is assessed only on the amount of the registration fee due, and begins to accrue on the day after the Due Date. The amount of interest due should be calculated based on the interest rate in effect at the time the interest payment is made using the following formula:

$$I = (X) (Y) (Z/365)$$

where:

I = Amount of interest due

X = Amount of registration fee due

Y = Applicable interest rate, expressed as a fraction

Z = Number of days by which the registration fee payment is late

#### **E. Signature**

The Form must be signed on behalf of the issuer by an authorized officer of the issuer. See rule 302 of Regulation S-T [17 CFR 232.302] regarding signatures on forms filed electronically.

#### **F. SEC's Collection of Information**

An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid control number. Filing of this Form is mandatory. The principal purpose of this collection of information is to enable issuers to calculate the registration fee payable to the Commission. Any member of the public may direct to the Commission any comments concerning the accuracy of the burden estimate of this Form, and any suggestions for reducing this burden. This collection of information has been reviewed by the Office of Management and Budget in accordance with the clearance requirements of 44 U.S.C. 3507. The responses to the collection of information will not be kept confidential.