

March 2, 2023

VIA ELECTRONIC SUBMISSION

Vanessa Countryman
Secretary
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549-1090

Re: Investment Company Act Release No. 34746 (File No. S7-26-22); Open-End Fund Liquidity Risk Management Programs and Swing Pricing; Form N-PORT Reporting

Dear Ms. Countryman:

We appreciate the opportunity to respond to the request by the U.S. Securities and Exchange Commission (“SEC”) for comments on the proposed rulemaking relating to swing pricing and liquidity risk management for registered open-end funds. We are the Independent Trustees of Harbor Funds, which currently offers 17 open-end mutual funds with \$31.6 billion in total assets under management as of December 31, 2022. The Independent Trustees have reviewed and fully support the positions discussed in the comment letter submitted by the Independent Directors Council (the “IDC Letter”). We urge the SEC not to move forward with this rulemaking as proposed, but instead to consider carefully the observations and comments contained in the IDC Letter.

Sincerely,

/s/ Kathryn L. Quirk

Kathryn L. Quirk, Lead Independent Trustee
Harbor Funds

On behalf of: Scott M. Amero
Donna J. Dean
Robert A. Kasdin
Douglas J. Skinner
Ann M. Spruill
Landis Zimmerman

cc: The Honorable Gary Gensler, Chair, U.S. Securities and Exchange Commission
The Honorable Hester M. Peirce, Commissioner, U.S. Securities and Exchange Commission
The Honorable Caroline A. Crenshaw, Commissioner, U.S. Securities and Exchange Commission

The Honorable Mark T. Uyeda, Commissioner, U.S. Securities and Exchange
Commission
The Honorable Jaime Lizárraga, Commissioner, U.S. Securities and Exchange
Commission
Mr. William A. Birdthistle, Director, Division of Investment Management, U.S.
Securities and Exchange Commission

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