

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-96263; File No. SR-NYSE-2022-11)

November 8, 2022

Self-Regulatory Organizations; New York Stock Exchange LLC; Notice of Withdrawal of a Proposed Rule Change, as Modified by Amendment No. 1, to Amend the NYSE Listed Company Manual to Provide a Limited Exemption from the Shareholder Approval Requirements for Closed-End Management Investment Companies with Equity Securities Listed Under Section 102.04 of the Listed Company Manual

On February 23, 2022, the New York Stock Exchange LLC (“Exchange” or “NYSE”) filed with the Securities and Exchange Commission (“Commission”), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Exchange Act”)¹ and Rule 19b-4 thereunder,² a proposed rule change to amend Section 312.03 of the NYSE Listed Company Manual to provide an exemption from certain shareholder approval requirements of that rule for listed registered closed-end management investment companies and business development companies under certain circumstances. On March 8, 2022, the Exchange filed Amendment No. 1 to the proposed rule change, which amended and replaced the proposed rule change in its entirety. The proposed rule change, as modified by Amendment No. 1, was published for comment in the Federal Register on March 15, 2022.³ The Commission has received no comments on the proposed rule change, as modified by Amendment No. 1.

On April 26, 2022, pursuant to Section 19(b)(2) of the Exchange Act,⁴ the Commission designated a longer period within which to approve the proposed rule change, disapprove the proposed rule change, or institute proceedings to determine whether to disapprove the proposed

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ See Securities Exchange Act Release No. 94388 (Mar. 9, 2022), 87 FR 14589 (Mar. 15, 2022).

⁴ 15 U.S.C. 78s(b)(2).

rule change.⁵ On June 13, 2022, the Commission instituted proceedings under Section 19(b)(2)(B) of the Exchange Act⁶ to determine whether to approve or disapprove the proposed rule change, as modified by Amendment No. 1.⁷ On September 9, 2022, the Commission designated a longer period for Commission action on the proposed rule change to determine whether to approve or disapprove the proposed rule change, as modified by Amendment No. 1.⁸

On November 4, 2022, the Exchange withdrew the proposed rule change, as modified by Amendment No. 1 (SR-NYSE-2022-11).

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.⁹

J. Matthew DeLesDernier,
Deputy Secretary.

⁵ See Securities Exchange Act Release No. 94795 (Apr. 26, 2022), 87 FR 25689 (May 2, 2022).

⁶ 15 U.S.C. 78s(b)(2)(B).

⁷ See Securities Exchange Act Release No. 95093 (June 13, 2022), 87 FR 36548 (June 17, 2022).

⁸ See Securities Exchange Act Release No. 95716 (Sept. 9, 2022), 87 FR 56716 (Sept. 15, 2022).

⁹ 17 CFR 200.30-3(a)(12).