

SECURITIES AND EXCHANGE COMMISSION

Investment Company Act Release No. 32944; 812-14564

The Hartford Mutual Funds, Inc., et al.

December 20, 2017

AGENCY: Securities and Exchange Commission (“Commission”).

ACTION: Notice.

Notice of an application under Section 6(c) of the Investment Company Act of 1940 (“Act”) for an exemption from Section 15(a) of the Act and Rule 18f-2 under the Act, as well as from certain disclosure requirements in Rule 20a-1 under the Act, Item 19(a)(3) of Form N-1A, Items 22(c)(1)(ii), 22(c)(1)(iii), 22(c)(8) and 22(c)(9) of Schedule 14A under the Securities Exchange Act of 1934, and Sections 6-07(2)(a), (b), and (c) of Regulation S-X (“Disclosure Requirements”). The requested exemption would permit an investment adviser to hire and replace certain sub-advisers without shareholder approval and grant relief from the Disclosure Requirements as they relate to fees paid to the sub-advisers. The order would supersede a prior order.<sup>1</sup>

Applicants: The Hartford Mutual Funds, Inc.; The Hartford Mutual Funds II, Inc.; Hartford Series Fund, Inc.; Hartford HLS Series Fund II, Inc.; Hartford Funds Exchange-Traded Trust; Hartford Funds NextShares Trust; and Hartford Funds Master Trust (collectively, the “Hartford Companies”), each either a Maryland corporation or a Delaware statutory trust registered under the Act as an open-end management investment company with multiple series, and each of

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<sup>1</sup> In the Matter of Fortis Series Fund, Inc. and Fortis Advisers, Inc., Investment Company Act Release Nos. 24158 (November 23, 1999) (notice) and 24211 (December 21, 1999) (order) (the “Prior Order”). If the requested order is granted, Sub-Advised Series currently relying on the Prior Order may continue to do so, other than with respect to Wholly-Owned Subadvisers. Shareholder approval shall be required before such Series can rely on the relief requested with respect to Wholly-Owned Subadvisers.

HIMCO Variable Insurance Trust (“HVI Trust”) and Lattice Strategies Trust (“LS Trust”), each a Delaware statutory trust and each also registered under the Act as an open-end management investment company with multiple series (together, the “Trusts” and collectively with the Hartford Companies, the “Companies”); Hartford Funds Management Company, LLC (“HFMC”), a Delaware limited liability company; Hartford Investment Management Company (“HIMCO”), a Delaware corporation; and Lattice Strategies LLC (“Lattice”), a Delaware limited liability company, each registered as an investment adviser under the Investment Advisers Act of 1940 (each, an “Adviser” and together with the Companies, the “Applicants”).

Filing Dates: The application was filed October 13, 2015, and amended on March 21, 2016, September 30, 2016, February 10, 2017, and November 14, 2017.

Hearing or Notification of Hearing: An order granting the application will be issued unless the Commission orders a hearing. Interested persons may request a hearing by writing to the Commission’s Secretary and serving applicants with a copy of the request, personally or by mail. Hearing requests should be received by the Commission by 5:30 p.m. on January 15, 2018, and should be accompanied by proof of service on the applicants, in the form of an affidavit or, for lawyers, a certificate of service. Pursuant to Rule 0-5 under the Act, hearing requests should state the nature of the writer’s interest, any facts bearing upon the desirability of a hearing on the matter, the reason for the request, and the issues contested. Persons who wish to be notified of a hearing may request notification by writing to the Commission’s Secretary.

ADDRESSES: Secretary, U.S. Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090. Applicants: Walter F. Garger, Hartford Funds Management Company, LLC and Lattice Strategies LLC, 690 Lee Road, Wayne, PA 19087; and Brenda J. Page, Hartford Investment Management Company, One Hartford Plaza, Hartford, CT 06155.

FOR FURTHER INFORMATION CONTACT: Stephan N. Packs, Senior Counsel, at (202) 551-6853, or David J. Marcinkus, Branch Chief, at (202) 551-6825 (Division of Investment Management, Chief Counsel's Office).

SUPPLEMENTARY INFORMATION: The following is a summary of the application. The complete application may be obtained via the Commission's website by searching for the file number of an applicant using the Company name box, at <http://www.sec.gov/search/search.htm> or by calling (202) 551-8090.

Summary of the Application

1. HFMC will serve as the investment adviser to the Hartford Companies, HIMCO will serve as the investment adviser to the HVI Trust, and Lattice will serve as the investment adviser to the LS Trust, pursuant to an investment advisory agreement with, respectively, the Hartford Companies, the HVI Trust, and the LS Trust (the "Advisory Agreement").<sup>2</sup> The Adviser will provide the Funds with continuous and comprehensive investment management services subject to the supervision of, and policies established by, each Fund's board of directors or trustees, as applicable ("Board"). The Advisory Agreement permits the Adviser, subject to the approval of the Board, to delegate to one or more sub-advisers (each, a "Sub-Adviser" and collectively, the "Sub-Advisers") the responsibility to provide the day-to-day portfolio investment management of each Fund, subject to the supervision and direction of the Adviser. The primary responsibility for managing the Funds will remain vested in the Adviser. The Adviser will hire, evaluate, allocate assets to and oversee the Sub-Advisers, including

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<sup>2</sup> Applicants request relief with respect to the named Applicants, any existing or future Series of the Companies, and any Sub-Advised Series. For purposes of the requested order, "successor" is limited to an entity that results from reorganization into another jurisdiction or a change in the type of business organization.

determining whether a Sub-Adviser should be terminated, at all times subject to the authority of the Board.

2. Applicants request an exemption to permit the Adviser, subject to Board approval, to hire certain Sub-Advisers pursuant to Sub-Advisory Agreements and materially amend existing Sub-Advisory Agreements without obtaining the shareholder approval required under Section 15(a) of the Act and Rule 18f-2 under the Act.<sup>3</sup> Applicants also seek an exemption from the Disclosure Requirements to permit a Fund to disclose (as both a dollar amount and a percentage of the Fund's net assets): (a) the aggregate fees paid to the Adviser and any Wholly-Owned Sub-Advisers; and (b) the aggregate fees paid to Non-Affiliated Sub-Advisers (collectively, "Aggregate Fee Disclosure"). For any Fund that employs an Affiliated Sub-Adviser, the Fund will provide separate disclosure of any fees paid to the Affiliated Sub-Adviser.

3. Applicants agree that any order granting the requested relief will be subject to the terms and conditions stated in the Application. Such terms and conditions provide for, among other safeguards, appropriate disclosure to Fund shareholders and notification about sub-advisory changes and enhanced Board oversight to protect the interests of the Funds' shareholders.

4. Section 6(c) of the Act provides that the Commission may exempt any person, security, or transaction or any class or classes of persons, securities, or transactions from any provisions of the Act, or any rule thereunder, if such relief is necessary or appropriate in the

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<sup>3</sup> The requested relief will not extend to any Sub-Adviser, other than a Wholly-Owned Sub-Adviser, that is an affiliated person, as defined in Section 2(a)(3) of the Act, of a Fund or an Adviser, other than by reason of serving as a sub-adviser to one or more of the Funds ("Affiliated Sub-Adviser"). Each future Series shall obtain shareholder approval (including formal approval of the initial shareholder(s)) of the Manager of Managers Structure (including with respect to Wholly-Owned Subadvisers), prior to relying on the requested relief.

public interest and consistent with the protection of investors and purposes fairly intended by the policy and provisions of the Act. Applicants believe that the requested relief meets this standard because, as further explained in the Application, the Advisory Agreements will remain subject to shareholder approval, while the role of the Sub-Advisers is substantially similar to that of individual portfolio managers, so that requiring shareholder approval of Sub-Advisory Agreements would impose unnecessary delays and expenses on the Funds. Applicants believe that the requested relief from the Disclosure Requirements meets this standard because it will improve the Adviser's ability to negotiate fees paid to the Sub-Advisers that are more advantageous for the Funds.

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

Eduardo A. Aleman  
Assistant Secretary