

Section 19(b)(2) of the Act<sup>5</sup> provides that within 45 days of the publication of notice of the filing of a proposed rule change, or within such longer period up to 90 days as the Commission may designate if it finds such longer period to be appropriate and publishes its reasons for so finding or as to which the self-regulatory organization consents, the Commission shall either approve the proposed rule change, disapprove the proposed rule change, or institute proceedings to determine whether the proposed rule change should be disapproved. The 45th day for this filing is April 26, 2019.

The Commission is extending the 45-day time period for Commission action on the proposed rule change, as modified by Amendment No. 1. The Commission finds that it is appropriate to designate a longer period within which to take action on the proposed rule change so that it has sufficient time to consider the proposed rule change, as modified by Amendment No. 1.

Accordingly, pursuant to Section 19(b)(2) of the Act,<sup>6</sup> the Commission designates June 10, 2019, as the date by which the Commission shall either approve or disapprove, or institute proceedings to determine whether to disapprove, the proposed rule change, as modified by Amendment No. 1 (File No. SR-CboeEDGX-2019-009).

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>7</sup>

Jill M. Peterson,  
Assistant Secretary.

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## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-85726; File No. SR-BX-2019-010]

### Self-Regulatory Organizations; Nasdaq BX, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Delete the Exchange's Current Registration, Qualification and Continuing Education Rules

April 26, 2019.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934

Exchange's description of the proposed rule change's consistency with Section 11(a) of the Act. Amendment No. 1 is available at <https://www.sec.gov/comments/sr-cboeedgx-2019-009/sr-cboeedgx2019009-5405908-184490.pdf>.

<sup>5</sup> 15 U.S.C. 78s(b)(2).

<sup>6</sup> *Id.*

<sup>7</sup> 17 CFR 200.30-3(a)(31).

(“Act”),<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> notice is hereby given that on April 18, 2019, Nasdaq BX, Inc. (“BX” or “Exchange”) filed with the Securities and Exchange Commission (“SEC” or “Commission”) the proposed rule change as described in Items I, II, and III, below, which Items have been prepared by the Exchange. 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 delete the Exchange's current Registration, Qualification and Continuing Education rules (“Exchange Registration Rules” and, generally, “Registration Rules”) under the 1200 Series (Rules 1210 through 1250), and incorporate by reference The Nasdaq Stock Market LLC's (“Nasdaq”) rules at General 4 (“Nasdaq Registration Rules”), into General 4 of the Exchange's rulebook's (“Rulebook”) shell structure.<sup>3</sup>

The text of the proposed rule change is available on the Exchange's website at <http://nasdaqbx.cchwallstreet.com/>, at the principal office of the Exchange, 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, the Exchange 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 Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.

<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.

<sup>3</sup> In 2017, the Exchange added a shell structure to its Rulebook with the purpose of improving efficiency and readability and to align its rules closer to those of its five sister exchanges. The Nasdaq Stock Market LLC; Nasdaq PHLX LLC; Nasdaq ISE, LLC; Nasdaq GEMX, LLC; and Nasdaq MRX, LLC (“Affiliated Exchanges”). The shell structure currently contains eight (8) General sections which, once complete, will apply a common set of rules to the Affiliated Exchanges. See Securities Exchange Act Release No. 82174 (November 29, 2017), 82 FR 57492 (December 5, 2017) (SR-BX-2017-054).

#### A. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

##### 1. Purpose

The Exchange recently amended, reorganized, and enhanced certain of its membership, registration, and qualification requirement rules partly in response to rule changes by the Financial Industry Regulatory Authority (“FINRA”), and also in order to conform the Exchange's rules more closely to those of its Affiliated Exchanges in the interest of uniformity and to facilitate compliance with membership, registration and qualification regulatory requirements by members of multiple Affiliated Exchanges including the Exchange.<sup>4</sup> To that end, the Exchange adopted a new 1200 Series of rules, captioned “Registration, Qualification and Continuing Education,” generally conforming the Exchange Registration Rules to FINRA's new 1200 Series, except for a number of Exchange-specific variations.<sup>5</sup>

The Exchange now proposes to delete the Exchange Registration Rules, currently under the 1200 Series (Rules 1210 through 1250), and incorporate by reference the Nasdaq Registration Rules at General 4 of Nasdaq's rulebook into General 4 of the Exchange's Rulebook. Relatedly, the Exchange will make necessary cross-reference updates throughout the Rulebook. Specifically, the Exchange will amend the cross-references in Exchange Rules 1001, 1011, and 3010.

The incorporation by reference of Nasdaq Registration Rules at General 4 into the Exchange's General 4 title and any necessary cross-reference updates are regulatory in nature.<sup>6</sup> The Exchange notes that as a condition of an exemption, which the Exchange will request and will need to be approved by the Commission pursuant to Section 36 of the Act,<sup>7</sup> the Exchange agrees to provide written notice to its members whenever Nasdaq proposes a change to

<sup>4</sup> See Securities Exchange Act Release No. 84353 (October 3, 2018), 83 FR 50999 (October 10, 2018) (SR-BX-2018-047).

<sup>5</sup> *Id.*

<sup>6</sup> The General 4 rules are categories of rules that are not trading rules. See 17 CFR 200.30-3(a)(76) (contemplating such requests). In addition, several other Self-Regulatory Organizations (“SROs”) incorporate by reference certain regulatory rules of other SROs and have received from the Commission similar exemptions from Section 19(b) of the Exchange Act. See e.g., Securities Exchange Act Release Nos. 57478 (March 12, 2008), 73 FR 14521 (March 18, 2008), 53128 (January 13, 2006), 71 FR 3550 (January 23, 2006); 49260 (February 17, 2004), 69 FR 8500 (February 24, 2004).

<sup>7</sup> 15 U.S.C. 78mm.

its General 4 title.<sup>8</sup> Such notice will alert Exchange members to the proposed Nasdaq rule change and give them an opportunity to comment on the proposal. The Exchange will similarly inform its members in writing when the SEC approves any such proposed change.

#### Implementation

The Exchange proposes that this rule change becomes operative at such time as it receives approval for an exemption from the Securities and Exchange Commission, pursuant to its authority under Section 36 of the Act and Rule 0–12<sup>9</sup> thereunder, from the Section 19(b) rule filing requirements to separately file a proposed rule change to amend the Exchange's General 4 title.

#### 2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,<sup>10</sup> in general, and furthers the objectives of Section 6(b)(5) of the Act,<sup>11</sup> in particular, in that it is designed to promote just and equitable principles of trade, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general to protect investors and the public interest, by consolidating its rules into a single rule set. The Exchange intends to also file similar proposed rule changes for the Nasdaq PHLX LLC; Nasdaq GEMX, LLC; Nasdaq ISE, LLC; and Nasdaq MRX, LLC markets so that the General 4 rules which govern Registration Rules are conformed.

Incorporating by reference the Nasdaq Registration Rules at General 4 into the Exchange's General 4 title will provide an easy reference for Exchange members seeking to comply with registration and qualification requirements on multiple markets. As noted, the Exchange intends to file similar proposed rule changes for other Affiliated Exchanges so that Nasdaq General 4 is the source document for all Registration Rules. The Exchange notes that the current rule is not changing and that Exchange members will be required to continue to comply with the Nasdaq Registration Rules as though such rules are fully set forth in Exchange's Rulebook. The

Exchange desires to conform its rules and locate those rules within the same location in each Rulebook to provide Exchange members the ability to quickly locate rules.

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

The Exchange does not believe that the proposed rule change will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act. The Exchange believes that this rule change does not impose an undue burden on competition because the Exchange is merely incorporating by reference the Nasdaq Registration Rules at General 4 into its own Rulebook. The Exchange Registration Rules are not being amended and therefore no member is impacted.

#### C. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received From Members, Participants, or Others

No written comments were either solicited or received.

#### III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

Because the foregoing proposed rule change does not: (i) significantly affect the protection of investors or the public interest; (ii) impose any significant burden on competition; and (iii) become operative for 30 days from the date on which it was filed, or such shorter time as the Commission may designate, it has become effective pursuant to Section 19(b)(3)(A)(iii) of the Act<sup>12</sup> and subparagraph (f)(6) of Rule 19b–4 thereunder.<sup>13</sup>

At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission shall institute proceedings to determine whether the proposed rule should be approved or disapproved.

<sup>12</sup> 15 U.S.C. 78s(b)(3)(A)(iii).

<sup>13</sup> 17 CFR 240.19b–4(f)(6). In addition, Rule 19b–4(f)(6) requires a self-regulatory organization to give the Commission written notice of its intent to file the proposed rule change at least five business days prior to the date of filing of the proposed rule change, or such shorter time as designated by the Commission. The Exchange has satisfied this requirement.

<sup>8</sup> The Exchange will provide such notice via a posting on the same website location where the Exchange posts its own rule filings pursuant to Rule 19b–4 within the timeframe required by such rule. The website posting will include a link to the location on the Nasdaq website where the applicable proposed rule change is posted.

<sup>9</sup> See 17 CFR 240.0–12; Exchange Act Release No. 39624 (February 5, 1998), 63 FR 8101 (February 18, 1998).

<sup>10</sup> 15 U.S.C. 78f(b).

<sup>11</sup> 15 U.S.C. 78f(b)(5).

#### 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](mailto:rule-comments@sec.gov). Please include File Number SR–BX 2019–010 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–BX–2019–010. 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 website (<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 website 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. Persons submitting comments are cautioned that we do not redact or edit personal identifying information from comment submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR–BX–2019–010 and should be submitted on or before May 23, 2019.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>14</sup>

**Jill M. Peterson,**

*Assistant Secretary.*

[FR Doc. 2019-08911 Filed 5-1-19; 8:45 am]

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## SECURITIES AND EXCHANGE COMMISSION

[Investment Company Act Release No. 33462]

### Notice of Applications for Deregistration Under Section 8(f) of the Investment Company Act of 1940

April 26, 2019.

The following is a notice of applications for deregistration under section 8(f) of the Investment Company Act of 1940 for the month of April 2019. A copy of each application may be obtained via the Commission's website by searching for the file number, or for an applicant using the Company name box, at <http://www.sec.gov/search/search.htm> or by calling (202) 551-8090. An order granting each application will be issued unless the SEC orders a hearing. Interested persons may request a hearing on any application by writing to the SEC's Secretary at the address below and serving the relevant applicant with a copy of the request, personally or by mail.

Hearing requests should be received by the SEC by 5:30 p.m. on May 21, 2019, and should be accompanied by proof of service on 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:** The Commission: Secretary, U.S. Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549-1090.

**FOR FURTHER INFORMATION CONTACT:** Shawn Davis, Branch Chief, at (202) 551-6413 or Chief Counsel's Office at (202) 551-6821; SEC, Division of Investment Management, Chief Counsel's Office, 100 F Street NE, Washington, DC 20549-8010.

### ClearBridge American Energy MLP Fund Inc. [File No. 811-22805]

*Summary:* Applicant, a closed-end investment company, seeks an order declaring that it has ceased to be an investment company. The applicant has transferred its assets to ClearBridge Energy Midstream Opportunity Fund Inc. and, on November 16, 2018, made a final distribution to its shareholders based on net asset value. Expenses of \$1,140,539 incurred in connection with the reorganization were paid by the applicant's investment adviser or an affiliate thereof.

*Filing Date:* The application was filed on March 7, 2019.

*Applicant's Address:* 620 Eighth Avenue, 49th Floor, New York, New York 10018.

### College & University Facility Loan Trust Two [File No. 811-05506]

*Summary:* Applicant, a closed-end investment company, seeks an order declaring that it has ceased to be an investment company. Applicant currently has two beneficial owners and will continue to operate as a private investment fund in reliance on Section 3(c)(1) of the Act.

*Filing Date:* The application was filed on January 22, 2019.

*Applicant's Address:* c/o U.S. Bank National Association, as Owner Trustee, One Federal Street, Boston, Massachusetts 02110.

### Deutsche DWS Value Series, Inc. [File No. 811-05385]

*Summary:* Applicant seeks an order declaring that it has ceased to be an investment company. The applicant has transferred its assets to DWS Mid Cap Value Fund and DWS CROCI Equity Dividend Fund, each a series of Deutsche DWS Investment Trust, and on August 1, 2018, made a final distribution to its shareholders based on net asset value. Expenses of \$79,626 incurred in connection with the reorganization were paid by the applicant.

*Filing Date:* The application was filed on March 18, 2019.

*Applicant's Address:* 345 Park Avenue, New York, New York 10154.

### Deutsche Multi-Market Income Trust [File No. 811-05689]

*Summary:* Applicant, a closed-end investment company, seeks an order declaring that it has ceased to be an investment company. On November 19, 2018, applicant made liquidating distributions to its shareholders based on net asset value. Expenses of \$997.50 incurred in connection with the liquidation were paid by the applicant.

*Filing Date:* The application was filed March 15, 2019.

*Applicant's Address:* 345 Park Avenue, New York, New York 10154.

### Deutsche Strategic Income Trust [File No. 811-08382]

*Summary:* Applicant, a closed-end investment company, seeks an order declaring that it has ceased to be an investment company. On November 19, 2018, applicant made liquidating distributions to its shareholders based on net asset value. Expenses of \$997.50 incurred in connection with the liquidation were paid by the applicant.

*Filing Date:* The application was filed on March 15, 2019.

*Applicant's Address:* 345 Park Avenue, New York, New York 10154.

### Eagle Capital Appreciation Fund [File No. 811-04338]

*Summary:* Applicant seeks an order declaring that it has ceased to be an investment company. The applicant has transferred its assets to Carillon Series Trust and, on November 17, 2017, made a final distribution to its shareholders based on net asset value. Expenses of \$111,982.04 incurred in connection with the reorganization were paid by the applicant's investment adviser and its affiliates.

*Filing Dates:* The application was filed on January 25, 2019, and amended on April 12, 2019.

*Applicant's Address:* 880 Carillon Parkway, St. Petersburg, Florida 33716.

### Eagle Growth & Income Fund [File No. 811-04767]

*Summary:* Applicant seeks an order declaring that it has ceased to be an investment company. The applicant has transferred its assets to Carillon Series Trust and, on November 17, 2017, made a final distribution to its shareholders based on net asset value. Expenses of \$95,655.82 incurred in connection with the reorganization were paid by the applicant's investment adviser and its affiliates.

*Filing Dates:* The application was filed on January 25, 2019, and amended on April 12, 2019.

*Applicant's Address:* 880 Carillon Parkway, St. Petersburg, Florida 33716.

### Fidelity Systematic Investment Plans [File No. 811-01905]

*Summary:* Applicant, a unit investment trust, seeks an order declaring that it has ceased to be an investment company. On November 16, 2018, applicant made liquidating distributions to its shareholders, based on net asset value. Expenses of \$47,735.85 incurred in connection with

<sup>14</sup> 17 CFR 200.30-3(a)(12).