

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.²⁵

J. Matthew DeLesDernier,
Deputy Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Investment Company Act Release No. 34665; File No. 812-15320]

MSD Investment Corp., et al.

August 5, 2022.

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

ACTION: Notice.

Notice of application for an order (“Order”) under sections 17(d) and 57(i) of the Investment Company Act of 1940 (the “Act”) and rule 17d-1 under the Act to permit certain joint transactions otherwise prohibited by sections 17(d) and 57(a)(4) of the Act and rule 17d-1 under the Act.

SUMMARY OF APPLICATION: Applicants request an order to amend a previous order granted by the Commission that permits certain business development companies (“BDCs”) and closed-end management investment companies to co-invest in portfolio companies with each other and with certain affiliated investment entities.

APPLICANTS: MSD Investment Corp., MSD Partners, L.P., MSD Credit Opportunity Master Fund, L.P., MSD Credit Opportunity Master Fund II, L.P., MSD Credit Opportunity Fund, L.P., MSD Credit Opportunity Fund (Cayman), L.P., MSD Credit Opportunity Fund, Ltd., MSD Debt REIT Holdings, L.P., MSD EIV, LLC, MSD EIV Private, LLC, MSD RCOF TRS, LLC, MSD RCOF TRS (Cayman) LTD., MSD Real Estate Credit Opportunity Fund L.P., MSD Real Estate Credit Opportunity Fund-C L.P., RCOF-C Intermediate (Cayman), L.P., RCOF-C Intermediate, L.P., MSD Special Investments Fund, L.P., MSD SIF Holdings, L.P., MSD Special Investments Fund (Cayman), L.P., MSD SIF (Cayman), L.P., MSD Alpine Credit Opportunity Fund, LP, MSD SBAFLA Fund, L.P., MSD UK Holdings Limited, MSD UK Holdings Ltd, MSD UK Aggregator Fund, LLC, MSD PCOF SMA 1, LLC, MSD PCOF SMA 2, LLC, MSD RCOF SMA 1, LLC, MSD RCOF SMA 2, LLC, MSD Private Credit Opportunity Master (ECI) Fund 2, L.P., MSD Private Credit Opportunity Master Fund 2, L.P., MSD Private Credit Opportunity Fund

2, L.P., MSD Private Credit Opportunity Fund (Cayman) 2, L.P., MSD Private Credit Opportunity Fund (Cayman) II, L.P., Intermediate Fund PCOF 2, LLC, MSD PCOF Fund 2, Ltd, Onshore Intermediate Fund PCOF 2, LLC, MSD Onshore PCOF Fund 2, Ltd, MSD Private Credit Opportunity Master (ECI) Fund, L.P., MSD Private Credit Opportunity Master (ECI) Fund II, L.P., MSD Private Credit Opportunity Master Fund, L.P., MSD Private Credit Opportunity Fund, L.P., MSD Private Credit Opportunity Fund (Cayman), L.P., MSD Private Credit Opportunity Fund II, L.P., MSD BDC SPV I, LLC, MSD Real Estate Credit Opportunity Fund II-C, L.P., MSD Real Estate Credit Opportunity Fund II, L.P., MSD Credit REIT Holdings II, L.P., MSD Special Investments Fund (Cayman) II, L.P., and MSD Special Investments Fund II, L.P.

FILING DATES: The application was filed on April 14, 2022, and amended on July 8, 2022.

HEARING OR NOTIFICATION OF HEARING:

An order granting the requested relief will be issued unless the Commission orders a hearing. Interested persons may request a hearing on any application by emailing the SEC’s Secretary at *Secretarys-Office@sec.gov* and serving the Applicants with a copy of the request by email, if an email address is listed for the relevant Applicant below, or personally or by mail, if a physical address is listed for the relevant Applicant below. Hearing requests should be received by the Commission by 5:30 p.m. on, August 30, 2022, 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 emailing the Commission’s Secretary at *Secretarys-Office@sec.gov*.

ADDRESSES: The Commission: *Secretarys-Office@sec.gov*. Applicants: Robert Simonds, MSD Partners, L.P., at *bsimonds@msdpartners.com*, and Steven B. Boehm, Esq., Anne G. Oberndorf, Esq., and Payam Siadatpour, Esq., Eversheds Sutherland (US) LLP, at *anneoberndorf@eversheds-sutherland.us*.

FOR FURTHER INFORMATION CONTACT:

Kieran G. Brown, Senior Counsel, or Terri Jordan, Branch Chief, at (202) 551-6825 (Division of Investment Management, Chief Counsel’s Office).

SUPPLEMENTARY INFORMATION: For Applicants’ representations, legal analysis, and conditions, please refer to Applicants’ first amended and restated application, dated July 8, 2022, which may be obtained via the Commission’s website by searching for the file number at the top of this document, or for an Applicant using the Company name search field, on the SEC’s EDGAR system. The SEC’s EDGAR system may be searched at, <http://www.sec.gov/edgar/searchedgar/legacy/companysearch.html>. You may also call the SEC’s Public Reference Room at (202) 551-8090.

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

J. Matthew DeLesDernier,
Deputy Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-95434; File No. SR-NASDAQ-2022-015]

Self-Regulatory Organizations; The Nasdaq Stock Market LLC; Notice of Designation of Longer Period for Commission Action on Proceedings To Determine Whether To Approve or Disapprove a Proposed Rule Change, as Modified by Amendment No. 1, To Exempt Non-Convertible Bonds Listed Under Rule 5702 From Certain Corporate Governance Requirements

August 5, 2022.

On February 4, 2022, The Nasdaq Stock Market LLC (“Nasdaq” or “Exchange”) filed with the Securities and Exchange Commission (“Commission”), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)¹ and Rule 19b-4 thereunder,² a proposed rule change to exempt non-convertible bonds listed under Rule 5702 from certain corporate governance requirements. The proposed rule change was published for comment in the **Federal Register** on February 23, 2022.³ On March 18, 2022, pursuant to Section 19(b)(2) of the 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

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ See Securities Exchange Act Release No. 94265 (February 16, 2022), 87 FR 10265 (“Notice”).

⁴ 15 U.S.C. 78s(b)(2).

²⁵ 17 CFR 200.30-3(a)(12).

proposed rule change.⁵ On May 18, 2022, the Commission instituted proceedings under Section 19(b)(2)(B) of the Act⁶ to determine whether to approve or disapprove the proposed rule change.⁷ On June 13, 2022, Exchange filed Amendment No. 1 to the proposed rule change, which supersedes the original filing in its entirety.⁸ The Commission has received no comment letters on the proposed rule change.

Section 19(b)(2) of the Act⁹ provides that, after initiating disapproval proceedings, the Commission shall issue an order approving or disapproving the proposed rule change not later than 180 days after the date of publication of notice of filing of the proposed rule change. The Commission may extend the period for issuing an order approving or disapproving the proposed rule change, however, by not more than 60 days if the Commission determines that a longer period is appropriate and publishes the reasons for such determination.¹⁰ The proposed rule change was published for notice and comment in the **Federal Register** on February 23, 2022.¹¹ August 22, 2022, is 180 days from that date, and October 21, 2022, is 240 days from that date.

The Commission finds that it is appropriate to designate a longer period within which to issue an order approving or disapproving the proposed rule change so that it has sufficient time to consider the proposed rule change, as modified by Amendment No. 1. Accordingly, the Commission, pursuant to Section 19(b)(2) of the Act,¹² designates October 21, 2022, as the date by which the Commission shall either approve or disapprove the proposed rule change, as modified by Amendment No. 1 (File No. SR-NASDAQ-2022-015).

⁵ See Securities Exchange Act Release No. 94471, 87 FR 16778 (March 24, 2022). The Commission designated May 24, 2022, as the date by which the Commission shall approve or disapprove, or institute proceedings to determine whether to disapprove, the proposed rule change.

⁶ 15 U.S.C. 78s(b)(2)(B).

⁷ See Securities Exchange Act Release No. 94941, 87 FR 31594 (May 24, 2022).

⁸ In Amendment 1, the Exchange: (i) clarified the purpose and rationale of the proposed rule change; and (ii) made technical changes to improve the structure, clarity and readability of the proposed rule. The full text of Amendment No. 1 is available on the Commission's website at: <https://www.sec.gov/comments/sr-nasdaq-2022-015/srnasdaq2022015-20131121-301311.pdf>.

⁹ 15 U.S.C. 78s(b)(2).

¹⁰ *Id.*

¹¹ See Notice, *supra* note 3.

¹² 15 U.S.C. 78s(b)(2).

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹³

J. Matthew DeLesDernier,

Deputy Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-95442; File No. SR-NYSE-2022-36]

Self-Regulatory Organizations; New York Stock Exchange LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to the NYSE Equities Proprietary Market Data Fees To Adopt a Professional User Fee Cap and an Enterprise Fee for Broker-Dealer Subscribers of NYSE OpenBook

August 5, 2022.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)² and Rule 19b-4 thereunder,³ notice is hereby given that, on August 1, 2022, New York Stock Exchange LLC (“NYSE” or the “Exchange”) filed with the Securities and Exchange Commission (the “Commission”) the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the self-regulatory organization. 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 the NYSE Equities Proprietary Market Data Fees (“Fee Schedule”) to establish a Professional User Fee Cap and an Enterprise Fee for Broker-Dealer subscribers of NYSE OpenBook. The proposed rule change is available on the Exchange’s website at www.nyse.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 self-regulatory organization 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 those 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 parts of such statements.

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

1. Purpose

The Exchange proposes changes to the Fee Schedule to establish a Professional User Fee Cap and an Enterprise Fee for Broker-Dealer subscribers of NYSE OpenBook. The Exchange proposes to make these fee changes operative on August 1, 2022.

The Exchange currently offers a Non-Professional User Fee Cap for broker-dealers that are subscribers of NYSE OpenBook at \$25,000 per month.⁴ To illustrate the application of the Non-Professional User Fee Cap, absent the fee cap, a broker-dealer with 2,500 external non-professional users who receives NYSE OpenBook would pay \$37,500 per month in professional user fees (2,500 users at \$15 per month).⁵ This broker-dealer’s fees, however, are currently capped at \$25,000 per month.

With this proposed rule change, the Exchange proposes to establish a Professional User Fee Cap for broker-dealers that are subscribers of NYSE OpenBook at \$35,000 per month for internal and external professional users to whom the broker-dealer may redistribute NYSE OpenBook data. To illustrate the application of the proposed Professional User Fee Cap, a broker-dealer with 5,000 professional users who receives NYSE OpenBook would pay \$300,000 per month in professional user fees (5,000 users at \$60 per month per user).⁶ However, the operation of the proposed cap would cause this broker-dealer’s professional user fees to drop to \$35,000 per month. Subscribers with more than 583 professional users would significantly

⁴ See Securities Exchange Act Release No. 59544 (March 9, 2009), 74 FR 11162 (March 16, 2009) (SR-NYSE-2008-131) (Order Approving Proposed Rule Change To Introduce a NYSE OpenBook Nonprofessional Subscriber Fee). The Non-Professional User Fee Cap applies to external users of a broker-dealer subscriber.

⁵ The non-professional user fee for broker-dealer subscribers of NYSE OpenBook is \$15 per month per user. See Fee Schedule, available here: https://www.nyse.com/publicdocs/nyse/data/NYSE_Market_Data_Fee_Schedule.pdf.

⁶ The professional user fees for broker-dealer subscribers of NYSE OpenBook is \$60 per month per user. See Fee Schedule, available here: https://www.nyse.com/publicdocs/nyse/data/NYSE_Market_Data_Fee_Schedule.pdf.

¹³ 17 CFR 200.30-3(a)(57).

¹ 15 U.S.C. 78s(b)(1).

² 15 U.S.C. 78a.

³ 17 CFR 240.19b-4.