



## SECURITIES AND EXCHANGE COMMISSION

17 CFR Parts 229, 232, 240, 249, and 274

[Release Nos. 34-99778; IC-35157; File No. S7-21-21]

### Share Repurchase Disclosure Modernization

**AGENCY:** Securities and Exchange Commission.

**ACTION:** Final rule; technical amendments.

**SUMMARY:** The Securities and Exchange Commission (“Commission”) is adopting technical amendments to various rules and forms under the Securities Exchange Act of 1934 (“Exchange Act”) and the Investment Company Act of 1940 (“Investment Company Act”) to reflect a Federal court’s vacatur of rule amendments that the Commission adopted on May 3, 2023, to modernize and improve disclosure about repurchases of an issuer’s equity securities that are registered under the Exchange Act (“Repurchase Rule”). The court’s vacatur of the Repurchase Rule was effective as of December 19, 2023, and had the legal effect of reverting to the rules and forms that existed prior to the effective date of the Repurchase Rule. These technical amendments revise the Code of Federal Regulations (“CFR”) to reflect the court’s vacatur of the Repurchase Rule.

**DATES:** This rule is effective [INSERT DATE OF PUBLICATION IN THE *FEDERAL REGISTER*]. The Federal court’s vacatur of the rule amendments was applicable as of December 19, 2023.

**FOR FURTHER INFORMATION CONTACT:** Brian D. Sims, Special Counsel, Office of Rulemaking, at (202) 551-3430, Division of Corporation Finance; and, with respect to the application to investment companies, Andrew Deglin, Counsel, at (202) 551-6792, Investment Company Regulation Office, Division of Investment Management; U.S. Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549.

**SUPPLEMENTARY INFORMATION:** The Commission is adopting technical amendments to the following rules and forms:

Commission Reference		CFR Citation (17 CFR)
Regulation S-K	Items 10 through 1305	§§ 229.10 through 229.1305
	Item 408	§ 229.408
	Item 601	§ 229.601
	Item 703	§ 229.703
Regulation S-T	Rules 10 through 903	§§ 232.10 through 232.903
	Rule 405	§ 232.405
Exchange Act <sup>1</sup>	Rule 13a-21	§ 240.13a-21
	Form F-SR	§ 249.333
	Form 20-F	§ 249.220f
	Form 10-Q	§ 249.308a
	Form 10-K	§ 249.310
	Form N-CSR	§§ 249.331 and 274.128

## I. Background

On May 3, 2023, the Commission adopted the Repurchase Rule, which modernized and improved disclosures about repurchases of an issuer’s equity securities that are registered under the Exchange Act, and it became effective on July 31, 2023.<sup>2</sup> On December 19, 2023, the U.S. Court of Appeals for the Fifth Circuit vacated the Repurchase Rule.<sup>3</sup> The court’s vacatur of the Repurchase Rule was effective as of December 19, 2023 and had the legal effect of reverting to the rules and forms that existed prior to the effective date of the Repurchase Rule. These technical amendments reflect the vacatur in the CFR by rescinding the changes to the rules and forms promulgated under the Exchange Act and the Investment Company Act, including the addition of new Form F-SR, that were implemented under the now vacated Repurchase Rule. The text of Forms 20-F, 10-Q, 10-K, and N-CSR do not appear in the CFR.<sup>4</sup>

<sup>1</sup> 15 U.S.C. 78a *et seq.*

<sup>2</sup> *Share Repurchase Disclosure Modernization*, Release No. 34-97424 (May 3, 2023) [88 FR 36002 (June 1, 2023)].

<sup>3</sup> *Chamber of Com. of the USA v. SEC*, 88 F.4th 1115 (5th Cir. 2023).

<sup>4</sup> Forms 20-F, 10-Q and 10-K can be found at: <https://www.sec.gov/divisions/corpfin/forms/exchange.shtml> and Form N-CSR can be found at: <https://www.sec.gov/files/formn-csr.pdf>. The court’s order vacated new Form F-SR.

## II. Procedural and Other Matters

The Administrative Procedure Act (“APA”) generally requires an agency to publish notice of a rulemaking in the *Federal Register* and provide an opportunity for public comment. This requirement does not apply, however, if the agency “for good cause finds . . . that notice and public procedure are impracticable, unnecessary, or contrary to the public interest.”<sup>5</sup>

The technical amendments do not impose any new substantive regulatory requirements on any person and merely reflect the vacatur of the Repurchase Rule. For these reasons, for good cause, the Commission finds that notice and public comment are unnecessary.<sup>6</sup>

For similar reasons, although the APA generally requires publication of a rule at least 30 days before its effective date, the Commission finds there is good cause for the amendments to take effect on [INSERT DATE OF PUBLICATION IN THE *FEDERAL REGISTER*].<sup>7</sup>

Pursuant to the Congressional Review Act, the Office of Information and Regulatory Affairs has designated these amendments not a “major rule,” as defined by 5 U.S.C. 804(2).

### Statutory Authority

The amendments contained in this release are being adopted under the authority set forth in sections 12, 13, 15, and 23(a) of the Exchange Act, and Sections 8, 23, 24(a), 30, 31, and 38 of the Investment Company Act.

### List of Subjects in 17 CFR Parts 229, 232, 240, 249, and 274

Reporting and record keeping requirements, Securities.

### Text of Amendments

For the reasons set forth in the preamble, the Commission amends title 17, chapter II of the Code of Federal Regulations as follows:

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<sup>5</sup> 5 U.S.C. 553(b)(3)(B).

<sup>6</sup> This finding also satisfies the requirements of 5 U.S.C. 808(2), allowing the amendments to become effective notwithstanding the requirement of 5 U.S.C. 801 (if a federal agency finds that notice and public comment are impractical, unnecessary or contrary to the public interest, a rule shall take effect at such time as the federal agency promulgating the rule determines). The amendments also do not require analysis under the Regulatory Flexibility Act. *See* 5 U.S.C. 604(a) (requiring a final regulatory flexibility analysis only for rules required by the APA or other law to undergo notice and comment).

<sup>7</sup> *See* 5 U.S.C. 553(d)(3).

**PART 229—STANDARD INSTRUCTIONS FOR FILING FORMS UNDER  
SECURITIES ACT OF 1933, SECURITIES EXCHANGE ACT OF 1934 AND ENERGY  
POLICY AND CONSERVATION ACT OF 1975—REGULATION S-K**

1. The authority citation for part 229 continues to read as follows:

**Authority:** 15 U.S.C. 77e, 77f, 77g, 77h, 77j, 77k, 77s, 77z-2, 77z-3, 77aa(25), 77aa(26), 77ddd, 77eee, 77ggg, 77hhh, 77iii, 77jjj, 77nnn, 77sss, 78c, 78i, 78j, 78j-3, 78l, 78m, 78n, 78n-1, 78o, 78u-5, 78w, 78ll, 78 mm, 80a-8, 80a-9, 80a-20, 80a-29, 80a-30, 80a-31(c), 80a-37, 80a-38(a), 80a-39, 80b-11 and 7201 et seq.; 18 U.S.C. 1350; sec. 953(b), Pub. L. 111-203, 124 Stat. 1904 (2010); and sec. 102(c), Pub. L. 112-106, 126 Stat. 310 (2012).

**§ 229.408 [Amended]**

2. Amend § 229.408 by removing and reserving paragraph (d).

**§ 229.601 [Amended]**

3. Amend § 229.601 by:

a. In the exhibit table in paragraph (a), removing and reserving entry (26); and

b. Removing and reserving paragraph (b)(26).

4. Revise § 229.703 to read as follows:

**§ 229.703 (Item 703) Purchases of equity securities by the issuer and affiliated purchasers.**

(a) In the following tabular format, provide the information specified in paragraph (b) of this Item with respect to any purchase made by or on behalf of the issuer or any “affiliated purchaser,” as defined in § 240.10b-18(a)(3) of this chapter of shares or other units of any class of the issuer’s equity securities that is registered by the issuer pursuant to section 12 of the Exchange Act (15 U.S.C. 78I).

**ISSUER PURCHASES OF EQUITY SECURITIES**

Period	(a) Total number of shares (or units) purchased	(b) Average price paid per share (or unit)	(c) Total number of shares (or units) purchased as part of publicly announced plans or programs	(d) Maximum number (or approximate dollar value) of shares (or units) that may yet be purchased under the plans or programs

Month #1 (identify beginning and ending dates)				
Month #2 (identify beginning and ending dates)				
Month #3 (identify beginning and ending dates)				
Total				

(b) The table shall include the following information for each class or series of securities for each month included in the period covered by the report:

(1) The total number of shares (or units) purchased (column (a));

*Instruction to paragraph (b)(1) of Item 703:* Include in this column all issuer repurchases, including those made pursuant to publicly announced plans or programs and those not made pursuant to publicly announced plans or programs. Briefly disclose, by footnote to the table, the number of shares purchased other than through a publicly announced plan or program and the nature of the transaction (e.g., whether the purchases were made in open-market transactions, tender offers, in satisfaction of the company's obligations upon exercise of outstanding put options issued by the company, or other transactions).

(2) The average price paid per share (or unit) (column (b));

(3) The total number of shares (or units) purchased as part of publicly announced repurchase plans or programs (column (c)); and

(4) The maximum number (or approximate dollar value) of shares (or units) that may yet be purchased under the plans or programs (column (d)).

*Instructions to paragraphs (b)(3) and (b)(4) of Item 703:*

1. In the table, disclose this information in the aggregate for all plans or programs publicly announced.

2. By footnote to the table, indicate:

a. The date each plan or program was announced;

b. The dollar amount (or share or unit amount) approved;

- c. The expiration date (if any) of each plan or program;
- d. Each plan or program that has expired during the period covered by the table; and
- e. Each plan or program the issuer has determined to terminate prior to expiration, or under which the issuer does not intend to make further purchases.

*Instruction to Item 703:* Disclose all purchases covered by this Item, including purchases that do not satisfy the conditions of the safe harbor of §240.10b-18 of this chapter.

## **PART 232—REGULATION S-T—GENERAL RULES AND REGULATIONS FOR ELECTRONIC FILINGS**

5. The general authority citation for part 232 continues to read as follows:

**Authority:** 15 U.S.C. 77c, 77f, 77g, 77h, 77j, 77s(a), 77z-3, 77sss(a), 78c(b), 78l, 78m, 78n, 78o(d), 78w(a), 78ll, 80a-6(c), 80a-8, 80a-29, 80a-30, 80a-37, 80b-4, 80b-6a, 80b-10, 80b-11, 7201 et seq.; and 18 U.S.C. 1350, unless otherwise noted.

\* \* \* \* \*

6. Amend § 232.405 by:

- a. Revising the introductory text and paragraphs (a)(2) and (4) and (b)(4)(iii);
- b. Removing and reserving paragraph (b)(4)(iv); and
- c. Revising Note 1 to § 232.405.

The revisions read as follows:

### **§ 232.405 Interactive Data File submissions.**

This section applies to electronic filers that submit Interactive Data Files. Section 229.601(b)(101) of this chapter (Item 601(b)(101) of Regulation S-K), General Instruction F of § 249.311 (Form 11-K), paragraph (101) of Part II—Information Not Required to be Delivered to Offerees or Purchasers of Form F-10 (§ 239.40 of this chapter), paragraph 101 of the Instructions as to Exhibits of Form 20-F (§ 249.220f of this chapter), paragraph B.(15) of the General Instructions to Form 40-F (§ 249.240f of this chapter), paragraph C.(6) of the General Instructions to Form 6-K (§ 249.306 of this chapter), § 240.17Ad-27(d) of this chapter (Rule

17Ad-27(d) under the Exchange Act), Note D.5 of § 240.14a-101 of this chapter (Rule 14a-101 under the Exchange Act), Item 1 of § 240.14c-101 of this chapter (Rule 14c-101 under the Exchange Act), General Instruction C.3.(g) of Form N-1A (§§ 239.15A and 274.11A of this chapter), General Instruction I of Form N-2 (§§ 239.14 and 274.11a-1 of this chapter), General Instruction C.3.(h) of Form N-3 (§§ 239.17a and 274.11b of this chapter), General Instruction C.3.(h) of Form N-4 (§§ 239.17b and 274.11c of this chapter), General Instruction C.3.(h) of Form N-6 (§§ 239.17c and 274.11d of this chapter), General Instruction 2.(l) of Form N-8B-2 (§ 274.12 of this chapter), General Instruction 5 of Form S-6 (§ 239.16 of this chapter), General Instruction C.4 of Form N-CSR (§§ 249.331 and 274.128 of this chapter), §§ 242.829 and 831 of this chapter (Rules 829 and 831 of Regulation SE), and the Registration Instructions to Form SBSEF (§ 249.1701 of this chapter) specify when electronic filers are required or permitted to submit an Interactive Data File (§ 232.11), as further described in note 1 to this section. This section imposes content, format, and submission requirements for an Interactive Data File, but does not change the substantive content requirements for the financial and other disclosures in the Related Official Filing (§ 232.11).

(a) \* \* \*

(2) Be submitted only by an electronic filer either required or permitted to submit an Interactive Data File as specified by § 229.601(b)(101) of this chapter (Item 601(b)(101) of Regulation S-K), Instruction F of Form 11-K (§ 249.311 of this chapter), paragraph (101) of Part II—Information Not Required to be Delivered to Offerees or Purchasers of Form F-10 (§ 239.40 of this chapter), paragraph 101 of the Instructions as to Exhibits of Form 20-F (§ 249.220f of this chapter), paragraph B.(15) of the General Instructions to Form 40-F (§ 249.240f of this chapter), paragraph C.(6) of the General Instructions to Form 6-K (§ 249.306 of this chapter), § 240.17Ad-27(d) of this chapter (Rule 17Ad-27(d) under the Exchange Act), Note D.5 of § 240.14a-101 of this chapter (Rule 14a-101 under the Exchange Act), Item 1 of § 240.14c-101 of this chapter (Rule 14c-101 under the Exchange Act), General Instruction

C.3.(g) of Form N-1A (§§ 239.15A and 274.11A of this chapter), General Instruction I of Form N-2 (§§ 239.14 and 274.11a-1 of this chapter), General Instruction C.3.(h) of Form N-3 (§§ 239.17a and 274.11b of this chapter), General Instruction C.3.(h) of Form N-4 (§§ 239.17b and 274.11c of this chapter), General Instruction C.3.(h) of Form N-6 (§§ 239.17c and 274.11d of this chapter), General Instruction 2.(l) of Form N-8B-2 (§ 274.12 of this chapter), General Instruction 5 of Form S-6 (§ 239.16 of this chapter), General Instruction C.4 of Form N-CSR (§§ 249.331 and 274.128 of this chapter), §§ 242.829 and 242.831 of this chapter (Rules 829 and 831 of Regulation SE), and the Registration Instructions to Form SBSEF (§ 249.1701 of this chapter), as applicable;

\* \* \* \* \*

(4) Be submitted in accordance with the EDGAR Filer Manual and, as applicable, Item 601(b)(101) of § 229.601(b)(101) of this chapter (Regulation S-K), General Instruction F of Form 11-K (§ 249.311 of this chapter), paragraph (101) of Part II—Information Not Required to be Delivered to Offerees or Purchasers of Form F-10 (§ 239.40 of this chapter), paragraph 101 of the Instructions as to Exhibits of Form 20-F (§ 249.220f of this chapter), paragraph B.(15) of the General Instructions to Form 40-F (§ 249.240f of this chapter), paragraph C.(6) of the General Instructions to Form 6-K (§ 249.306 of this chapter), § 240.17Ad-27(d) of this chapter (Rule 17Ad-27(d) under the Exchange Act), Note D.5 of § 240.14a-101 of this chapter (Rule 14a-101 under the Exchange Act), Item 1 of § 240.14c-101 of this chapter (Rule 14c-101 under the Exchange Act), General Instruction C.3.(g) of Form N-1A (§§ 239.15A and 274.11A of this chapter), General Instruction I of Form N-2 (§§ 239.14 and 274.11a-1 of this chapter), General Instruction C.3.(h) of Form N-3 (§§ 239.17a and 274.11b of this chapter), General Instruction C.3.(h) of Form N-4 (§§ 239.17b and 274.11c of this chapter), General Instruction C.3.(h) of Form N-6 (§§ 239.17c and 274.11d of this chapter), Instruction 2.(l) of Form N-8B-2 (§ 274.12 of this chapter); General Instruction 5 of Form S-6 (§ 239.16 of this chapter); General Instruction

C.4 of Form N-CSR (§§ 249.331 and 274.128 of this chapter), §§ 242.829 and 831 of this chapter.

(b) \* \* \*

(4) \* \* \*

(iii) Any disclosure provided in response to: § 229.402(x) of this chapter (Item 402(x) of Regulation S-K); § 229.408(a)(1) and (2) of this chapter (Item 408(a)(1) and (2) of Regulation S-K); § 229.408(b)(1) of this chapter (Item 408(b)(1) of Regulation S-K); and Item 16J(a) of Form 20-F (§ 249.220f of this chapter).

\* \* \* \* \*

Note 1 to § 232.405: Section 229.601(b)(101) of this chapter (Item 601(b)(101) of Regulation S-K) specifies the circumstances under which an Interactive Data File must be submitted and the circumstances under which it is permitted to be submitted, with respect to § 239.11 of this chapter (Form S-1), § 239.13 of this chapter (Form S-3), § 239.25 of this chapter (Form S-4), § 239.18 of this chapter (Form S-11), § 239.31 of this chapter (Form F-1), § 239.33 of this chapter (Form F-3), § 239.34 of this chapter (Form F-4), § 249.310 of this chapter (Form 10-K), § 249.308a of this chapter (Form 10-Q), and § 249.308 of this chapter (Form 8-K). General Instruction F of § 249.311 of this chapter (Form 11-K) specifies the circumstances under which an Interactive Data File must be submitted, and the circumstances under which it is permitted to be submitted, with respect to Form 11-K. Paragraph (101) of Part II—Information not Required to be Delivered to Offerees or Purchasers of § 239.40 of this chapter (Form F-10) specifies the circumstances under which an Interactive Data File must be submitted and the circumstances under which it is permitted to be submitted, with respect to Form F-10. Paragraph 101 of the Instructions as to Exhibits of § 249.220f of this chapter (Form 20-F) specifies the circumstances under which an Interactive Data File must be submitted and the circumstances under which it is permitted to be submitted, with respect to Form 20-F. Paragraph B.(15) of the General Instructions to § 249.240f of this chapter (Form 40-F) and

Paragraph C.(6) of the General Instructions to § 249.306 of this chapter (Form 6–K) specify the circumstances under which an Interactive Data File must be submitted and the circumstances under which it is permitted to be submitted, with respect to § 249.240f of this chapter (Form 40–F) and § 249.306 of this chapter (Form 6–K). Section 240.17Ad–27(d) of this chapter (Rule 17Ad–27(d) under the Exchange Act) specifies the circumstances under which an Interactive Data File must be submitted with respect to the reports required under Rule 17Ad–27. Note D.5 of § 240.14a–101 of this chapter (Schedule 14A) and Item 1 of § 240.14c–101 of this chapter (Schedule 14C) specify the circumstances under which an Interactive Data File must be submitted with respect to Schedules 14A and 14C. §§ 242.829 and 242.831 of this chapter (Rules 829 and 831 of Regulation SE) and the Registration Instructions to § 249.1701 of this chapter (Form SBSEF), as applicable, specify the circumstances under which an Interactive Data File must be submitted with respect to filings made under Regulation SE. Item 601(b)(101) of Regulation S-K, paragraph (101) of Part II—Information not Required to be Delivered to Offerees or Purchasers of Form F-10, paragraph 101 of the Instructions as to Exhibits of Form 20-F, paragraph B.(15) of the General Instructions to Form 40-F, and paragraph C.(6) of the General Instructions to Form 6-K all prohibit submission of an Interactive Data File by an issuer that prepares its financial statements in accordance with §§ 210.6-01 through 210.6-10 of this chapter (Article 6 of Regulation S-X). For an issuer that is a management investment company or separate account registered under the Investment Company Act of 1940 (15 U.S.C. 80a et seq.) or a business development company as defined in section 2(a)(48) of the Investment Company Act of 1940 (15 U.S.C. 80a-2(a)(48)), General Instruction C.3.(g) of Form N-1A (§§ 239.15A and 274.11A of this chapter), General Instruction I of Form N-2 (§§ 239.14 and 274.11a-1 of this chapter), General Instruction C.3.(h) of Form N-3 (§§ 239.17a and 274.11b of this chapter), General Instruction C.3.(h) of Form N-4 (§§ 239.17b and 274.11c of this chapter), General Instruction C.3.(h) of Form N-6 (§§ 239.17c and 274.11d of this chapter), General Instruction 2.(l) of § 274.12 of this chapter (Form N-8B-2), General Instruction 5 of § 239.16 of this chapter

(Form S-6), and General Instruction C.4 of §§ 249.331 and 274.128 of this chapter (Form N-CSR) specify when electronic filers are required or permitted to submit an Interactive Data File (§ 232.11), as further described in note 1 to this section and General Instruction C.4 of Form N-CSR (§§ 249.331 and 274.128 of this chapter), as applicable, specifies the circumstances under which an Interactive Data File must be submitted.

## **PART 240—GENERAL RULES AND REGULATIONS, SECURITIES EXCHANGE ACT OF 1934**

7. The general authority citation for part 240 continues to read as follows:

**Authority:** 15 U.S.C. 77c, 77d, 77g, 77j, 77s, 77z-2, 77z-3, 77eee, 77ggg, 77nnn, 77sss, 77ttt, 78c, 78c-3, 78c-5, 78d, 78e, 78f, 78g, 78i, 78j, 78j-1, 78j-4, 78k, 78k-1, 78l, 78m, 78n, 78n-1, 78o, 78o-4, 78o-10, 78p, 78q, 78q-1, 78s, 78u-5, 78w, 78x, 78dd, 78ll, 78mm, 80a-20, 80a-23, 80a-29, 80a-37, 80b-3, 80b-4, 80b-11, 7201 et seq., and 8302; 7 U.S.C. 2(c)(2)(E); 12 U.S.C.5221(e)(3); 18 U.S.C. 1350; and Pub. L. 111-203, 939A, 124 Stat.1376 (2010); and Pub. L. 112-106, sec. 503 and 602, 126 Stat. 326 (2012), unless otherwise noted.

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### **§ 240.13a-21 [Removed and Reserved]**

8. Remove and reserve § 240.13a-21.

## **PART 249—FORMS, SECURITIES EXCHANGE ACT OF 1934**

9. The authority citation for part 249 continues to read, in part, as follows:

**Authority:** 15 U.S.C. 78a et seq. and 7201 et seq.; 12 U.S.C. 5461 et seq.; 18 U.S.C. 1350; Sec. 953(b) Pub. L. 111-203, 124 Stat. 1904; Sec. 102(a)(3) Pub. L. 112-106, 126 Stat. 309 (2012), Sec. 107 Pub. L. 112-106, 126 Stat. 313 (2012), Sec. 72001 Pub. L. 114-94, 129 Stat. 1312 (2015), and secs. 2 and 3 Pub. L. 116-222, 134 Stat. 1063 (2020), unless otherwise noted.

Section 249.220f is also issued under secs. 3(a), 202, 208, 302, 306(a), 401(a), 401(b), 406 and 407, Pub. L. 107-204, 116 Stat. 745, and secs. 2 and 3, Pub. L. 116-222, 134 Stat. 1063.

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Section 249.308a is also issued under secs. 3(a) and 302, Pub. L. 107–204, 116 Stat. 745.

\* \* \* \* \*

Section 249.310 is also issued under secs. 3(a), 202, 208, 302, 406 and 407, Pub. L. 107–204, 116 Stat. 745.

\* \* \* \* \*

10. Amend Form 20-F (referenced in § 249.220f) by revising Part II, Item 16E.

**Note: Form 20-F is attached as appendix A to this document. Form 20-F will not appear in the Code of Federal Regulations.**

11. Amend Form 10-Q (referenced in § 249.308a) by revising the heading of Item 2 in Part II, paragraph (c) to Item 2 in Part II, and paragraph (c) to Item 5 in Part II.

**Note: Form 10-Q is attached as appendix B to this document. Form 10-Q will not appear in the Code of Federal Regulations.**

12. Amend Form 10-K (referenced in § 249.310) by revising General Instruction J(1)(I), paragraph (c) to Item 5 in Part II and Item 9B in Part II.

**Note: Form 10-K is attached as appendix C to this document. Form 10-K will not appear in the Code of Federal Regulations.**

#### **§ 249.333 [Removed and Reserved]**

13. Remove and reserve § 249.333.

14. Remove Form F-SR (referenced in § 249.333).

**Note: Form F-SR did not appear in the Code of Federal Regulations.**

#### **PART 274—FORMS PRESCRIBED UNDER THE INVESTMENT COMPANY ACT OF 1940**

15. The general authority citation for part 274 continues to read as follows:

**Authority:** 15 U.S.C. 77f, 77g, 77h, 77j, 77s, 78c(b), 78l, 78m, 78n, 78o(d), 80a–8, 80a–24, 80a–26, 80a–29, and 80a–37 unless otherwise noted.

\* \* \* \* \*

16. Amend Form N-CSR (referenced in §§ 249.331 and 274.128) by revising Item 14.

**Note: Form N-CSR is attached as appendix D to this document. Form N-CSR will not appear in the Code of Federal Regulations.**

By the Commission.

Dated: March 19, 2024.

**Vanessa A. Countryman,**

*Secretary.*

Note: The following appendices will not appear in the Code of Federal Regulations

**Form 20-F**

\* \* \* \* \*

**Part II**

\* \* \* \* \*

**Item 16E Purchases of Equity Securities by the Issuer and Affiliated Purchasers.**

(a) In the following tabular format, provide the information specified in paragraph (b) of this Item with respect to any purchase made by or on behalf of the issuer or any “affiliated purchaser,” as defined in §240.10b-18(a)(3), of shares or other units of any class of the issuer’s equity securities that is registered by the issuer pursuant to section 12 of the Exchange Act (15 U.S.C. 78l).

**Issuer Purchases of Equity Securities**

Period	(a) Total number of shares (or units) purchased	(b) Average price paid per share (or unit)	(c) Total number of shares (or units) purchased as part of publicly announced plans or programs	(d) Maximum number (or approximate dollar value) of shares (or units) that may yet be purchased under the plans or programs
Month #1 (identify beginning and ending dates)				
Month #2 (identify beginning and ending dates)				
Month #3 (identify beginning and ending dates)				
Month #4 (identify beginning and ending dates)				
Month #5 (identify beginning and ending dates)				

Month #6 (identify beginning and ending dates)				
Month #7 (identify beginning and ending dates)				
Month #8 (identify beginning and ending dates)				
Month #9 (identify beginning and ending dates)				
Month #10 (identify beginning and ending dates)				
Month #11 (identify beginning and ending dates)				
Month #12 (identify beginning and ending dates)				
Total				

(b) The table shall include the following information for each class or series of securities for each month included in the period covered by the report:

(1) The total number of shares (or units) purchased (column (a)).

*Instruction to paragraph (b)(1) of Item 16E*

Include in this column all issuer repurchases, including those made pursuant to publicly announced plans or programs and those not made pursuant to publicly announced plans or programs. Briefly disclose, by footnote to the table, the number of shares purchased other than through a publicly announced plan or program and the nature of the transaction (e.g., whether the purchases were made in open-market transactions, tender offers, in satisfaction of the company's obligations upon exercise of outstanding put options issued by the company, or other transactions).

(2) The average price paid per share (or unit) (column (b)).

(3) The number of shares (or units) purchased as part of a publicly announced repurchase plan or program (column (c)).

(4) The maximum number (or approximate dollar value) of shares (or units) that may yet be purchased under the plans or programs (column (d)).

*Instructions to paragraphs (b)(3) and (b)(4) of Item 16E*

1. In the table, disclose this information in the aggregate for all plans or programs publicly announced.
2. By footnote to the table, indicate:
  - a. The date each plan or program was announced;
  - b. The dollar amount (or share or unit amount) approved;
  - c. The expiration date (if any) of each plan or program;
  - d. Each plan or program that has expired during the period covered by the table; and
  - e. Each plan or program the issuer has determined to terminate prior to expiration, or under which the issuer does not intend to make further purchases.

*Instruction to Item 16E*

Disclose all purchases covered by this item, including purchases that do not satisfy the conditions of the safe harbor of § 240.10b-18. Price data and other data should be stated in the same currency used in the issuer's primary financial statements provided in Item 8 of this Form.

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**Appendix B—Form 10-Q**

**FORM 10-Q**

\* \* \* \* \*

**PART II—OTHER INFORMATION**

\* \* \* \* \*

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

\* \* \* \* \*

(c) Furnish the information required by Item 703 of Regulation S-K (§ 229.703 of this chapter) for any repurchase made in the quarter covered by the report. Provide disclosures covering repurchases made on a monthly basis. For example, if the quarter began on January 16 and ended on April 15, the chart would show repurchases for the months from January 16 through February 15, February 16 through March 15, and March 16 through April 15.

\* \* \* \* \*

Item 5. Other Information.

\* \* \* \* \*

(c) Furnish the information required by Items 408(a) of Regulation S-K (§ 229.408(a)).

\* \* \* \* \*

**Appendix C—Form 10-K**

**FORM 10-K**

\* \* \* \* \*

**GENERAL INSTRUCTIONS**

\* \* \* \* \*

**J. Use of this Form by Asset-Backed Issuers.**

\* \* \* \* \*

(1) \* \* \*

\* \* \* \* \*

(l) Item 9A, Controls and Procedures;

\* \* \* \* \*

**PART II**

\* \* \* \* \*

**Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.**

\* \* \* \* \*

(c) Furnish the information required by Item 703 of Regulation S-K (§ 229.703 of this chapter) for any repurchase made in a month within the fourth quarter of the fiscal year covered by the report. Provide disclosures covering repurchases made on a monthly basis. For example, if the fourth quarter began on January 16 and ended on April 15, the chart would show repurchases for the months from January 16 through February 15, February 16 through March 15, and March 16 through April 15.

\* \* \* \* \*

**Item 9B. Other Information**

(a) The registrant must disclose under this item any information required to be disclosed in a report on Form 8-K during the fourth quarter of the year covered by this Form 10-K, but not

reported, whether or not otherwise required by this Form 10-K. If disclosure of such information is made under this item, it need not be repeated in a report on Form 8-K which would otherwise be required to be filed with respect to such information or in a subsequent report on Form 10-K.

(b) Furnish the information required by Item 408(a) of Regulation S-K (§ 229.408(a) of this chapter).

\* \* \* \* \*

**Form N-CSR**

\* \* \* \* \*

**Item 14. Purchases of Equity Securities by Closed-End Management Investment**

**Company and Affiliated Purchasers.**

(a) If the registrant is a closed-end management investment company, in the following tabular format, provide the information specified in paragraph (b) of this Item with respect to any purchase made by or on behalf of the registrant or any “affiliated purchaser,” as defined in Rule 10b-18(a)(3) under the Exchange Act (17 CFR 240.10b-18(a)(3)), of shares or other units of any class of the registrant’s equity securities that is registered by the registrant pursuant to Section 12 of the Exchange Act (15 U.S.C. 781).

*Instruction to paragraph (a).*

Disclose all purchases covered by this Item, including purchases that do not satisfy the conditions of the safe harbor of Rule 10b-18 under the Exchange Act (17 CFR 240.10b-18), made in the period covered by the report. Provide disclosures covering repurchases made on a monthly basis. For example, if the reporting period began on January 16 and ended on July 15, the chart would show repurchases for the months from January 16 through February 15, February 16 through March 15, March 16 through April 15, April 16 through May 15, May 16 through June 15, and June 16 through July 15.

## Registrant Purchases of Equity Securities

Period	(a) Total number of shares (or units) purchased	(b) Average price paid per share (or unit)	(c) Total number of shares (or units) purchased as part of publicly announced plans or programs	(d) Maximum number (or approximate dollar value) of shares (or units) that may yet be purchased under the plans or programs
Month #1 (identify beginning and ending dates)				
Month #2 (identify beginning and ending dates)				
Month #3 (identify beginning and ending dates)				
Month #4 (identify beginning and ending dates)				
Month #5 (identify beginning and ending dates)				
Month #6 (identify beginning and ending dates)				
Total				

(b) The table shall include the following information for each class or series of securities for each month included in the period covered by the report:

(1) The total number of shares (or units) purchased (column (a));

*Instruction to paragraph (b)(1).*

Include in this column all repurchases by the registrant, including those made pursuant to publicly announced plans or programs and those not made pursuant to publicly announced plans or programs. Briefly disclose, by footnote to the table, the number of shares purchased other than through a publicly announced plan or program and the nature of the transaction (*e.g.*, whether the purchases were made in open-market transactions, tender offers, in satisfaction of the registrant's obligations upon exercise of outstanding put options issued by the registrant, or other transactions).

- (2) The average price paid per share (or unit) (column (b));
- (3) The number of shares (or units) purchased as part of publicly announced repurchase plans or programs (column (c)); and
- (4) The maximum number (or approximate dollar value) of shares (or units) that may yet be purchased under the plans or programs (column (d)).

*Instructions to paragraphs (b)(3) and (b)(4).*

1. In the table, disclose this information in the aggregate for all plans or programs publicly announced.
2. By footnote to the table, indicate:
  - a. The date each plan or program was announced;
  - b. The dollar amount (or share or unit amount) approved;
  - c. The expiration date (if any) of each plan or program;
  - d. Each plan or program that has expired during the period covered by the table; and
  - e. Each plan or program the registrant has determined to terminate prior to expiration, or under which the registrant does not intend to make further purchases.

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