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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-102327; File No. SR-CboeBZX-2024-055]

Self-Regulatory Organizations; Cboe BZX Exchange, Inc.; Notice of Withdrawal of a Proposed Rule Change, as Modified by Amendment No. 1, to Exempt Closed-End Management Investment Companies Registered Under the Investment Company Act of 1940 from the Annual Meeting of Shareholders Requirement Set Forth in Exchange Rule 14.10(f)

February 3, 2025

On June 25, 2024, Cboe BZX Exchange, Inc. (“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 closed-end management investment companies registered under the Investment Company Act of 1940 from the annual meeting of shareholders requirement set forth in Exchange Rule 14.10(f). On July 2, 2024, the Exchange filed Amendment No. 1 to the proposed rule change, which replaced and superseded the

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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 July 15, 2024.³

On August 28, 2024, 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 proposed rule change.⁵ On October 11, 2024, the Commission instituted proceedings under Section 19(b)(2)(B) of the Act⁶ to determine whether to approve or disapprove the proposed rule change, as modified by Amendment No. 1.⁷ On December 18, 2024, the Commission extended the period for consideration of the proposed rule change to March 12, 2025.⁸

On January 31, 2025, the Exchange withdrew the proposed rule change (CboeBZX-2024-055), as modified by Amendment No. 1.

³ See Securities Exchange Act Release No. 100473 (July 9, 2024), 89 FR 57491. Comments on the proposed rule change are available at: <https://www.sec.gov/comments/sr-cboebzx-2024-055/srcboebzx2024055.htm>.

⁴ 15 U.S.C. 78s(b)(2).

⁵ See Securities Exchange Act Release No. 100867, 89 FR 71944 (Sept. 4, 2024). The Commission designated October 13, 2024, as the date by which the Commission shall approve or disapprove, or institute proceedings to determine whether to disapprove, the proposed rule change, as modified by Amendment No. 1.

⁶ 15 U.S.C. 78s(b)(2)(B).

⁷ See Securities Exchange Act Release No. 101322, 89 FR 83724 (Oct. 17, 2024).

⁸ See Securities Exchange Act Release No. 101969, 89 FR 105162 (Dec. 26, 2024).

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

Sherry R. Haywood,

Assistant Secretary.

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⁹ 17 CFR 200.30-3(a)(12).