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September 21, 2009

Ms. Elizabeth M. Murphy
Secretary
Securities and Exchange Commission
100 F Street, N.E.
Washington, D. C. 20549-1090

Re: Release No. 34-59748, File No. S7-08-09, Amendments to Regulation SHO

Dear Ms. Murphy:

Virtu Financial, LLC (“Virtu”) applauds the Securities and Exchange Commission (the “SEC” or “Commission”) for its careful and thorough review of the entire area of short sale regulation. Over the last 30 years, the Commission has analyzed and re-analyzed rules and regulations around short selling with the goal of effecting an open, efficient and fundamentally fair marketplace for all participants.¹ Virtu commends the Commission in exhausting its independent agency obligations to find the proper application of short sale regulations with this goal in mind. Virtu also supports any initiative consistent with achieving these objectives. Unfortunately, the Commission is currently faced with a regulatory debate that has become highly emotional and political in the wake of a cataclysmic financial crisis. The Commission should continue on the clear path that it has established to finalize any changes in short sale rules only after

¹ See from Securities Exchange Act Release No. 13091 (December 21, 1976), 41 FR 56530 (December 28, 1976) to the more recent Securities Exchange Act Release No. 59748 (April 10, 2009), 74 FR 18042 (April 20, 2009).

establishing a clear record that any rule change, or rescission of prior rule changes, will in fact benefit the markets.²

Virtu, with its affiliates, is a registered broker-dealer with the Commission pursuant to Section 15 of the Securities Exchange Act of 1934. Virtu is also a registered market maker on the Nasdaq Stock Market and the BATS exchange. In addition, Virtu currently acts as a bona-fide market maker, as that term is defined under Section 3(a)(38) of the Exchange Act, in numerous Exchange-listed securities. Virtu is a proprietary trading firm and does not engage in customer transactions. Virtu uses proprietary technology to provide deep, efficient and continuous markets across numerous US exchanges.

Prior to commenting on the Commission's specific proposal, we feel it is important that the Commission and its constituents recognize that the technical and structural performance of the US cash equities market during the Fall of 2008 was noteworthy as investors had continuous, liquid, efficient markets throughout the crisis. The Commission should take great pride in the fact that after years of work to ensure a balance between efficiency, competition and investor protection, the US equity markets performed as designed despite the intensive stress put on the system. While other asset classes could not perform the most basic functions of price creation, trade processing and clearing, the US equities markets created deep, liquid prices throughout what hopefully will be one of the worst financial crisis that we will see in our lifetime. While most investors did not like the direction of those prices, all investors were afforded the opportunity to interact with very liquid prices in times of severe stress. We respectfully submit that some market constituents and commenters should focus equal attention to the markets that failed during the recent financial crisis as opposed to solely focusing on the US equities markets that performed as designed.³

I. Executive Summary

The Commission is seeking additional comments on certain alternatives to their previously proposed amendments to Regulation SHO. Specifically, the Commission is requesting comment on the "Alternative Uptick Rule", which would restrict short selling at the current national best bid. In addition, the Commission is seeking comment on the combination of the Alternative Uptick Rule with a circuit breaker trigger. The Commission is considering a trigger that would impose the Alternative Uptick Rule on short sales in a particular security when there is a severe decline in the price of that security. The Commission has also requested comment on the application of certain exceptions to the Alternative Uptick Rule. The Commission is considering many of the exceptions that existed under the rescinded Uptick Rule under Rule 10a-1.

Virtu's comments can be summarized as follows:

1. Virtu encourages the Commission to build a strong record that supports its final action with respect to changing its prior position established in 2007 and to ignore the public and political pressure that appears to be present in the debate over short sales;

² See Securities Exchange Act Release No. 60509 (August 17, 2009).

³ See Financial Regulatory Reform, A New Foundation: Rebuilding Financial Supervision and Regulation, U.S. Department of the Treasury (June 2009).

2. Virtu commends the Commission for its success in curbing “Naked” short selling through implementation of Temporary Rule 203T⁴ and Permanent Rule 203⁵ which are designed to restrict “fails” to deliver;
3. Virtu believes that rules that restrict certain types of market pricing are inherently disruptive to price formation and should be engaged only in severe market conditions; Virtu recommends that such pricing restrictions should only be implemented with circuit breaker triggers;
4. Virtu strongly supports the Commission’s proposal to adopt a policies and procedures approach to any potential price test restriction;
5. If the Commission re-introduces a price test for short sales, Virtu strongly suggests that the Commission adopt the similar exceptions that applied under Rule 10a-1, including the exceptions that are set forth in numerous Commission No-Action Letters;
6. Virtu supports the adoption of a “bona-fide market maker” exception to counter the impact a price test may have on the market’s price efficiency; and
7. Virtu believes that the SEC Staff’s FAQ regarding marking short sales based on open orders should be addressed by the full Commission in order to eliminate uncertainty around inconsistencies with prior Commission orders.

II. The Commission’s Record on the Uptick Rule

We fully appreciate and agree with the Commission that the Commission must build a record in order to rescind its prior rule making.⁶ We note that the record that was built by the Commission to support the rescission of Rule 10a-1 was quite substantial. The Commission recognized this challenge when it specifically requested commenters “to provide empirical data in support of any arguments and/or analyses.”⁷ Having thoroughly reviewed the comments received by the Commission,⁸ including the Commission’s own memoranda detailing specific economic analysis,⁹ we find that the record is somewhat lacking in “empirical data” to support full rescission of the Commission’s prior rule making. There has been limited or no data presented by the many parties who have claimed emphatically that the old short sale “Tick Test” or other short sale price tests must be reinstated. There have even been claims, without substance, that the removal of the “Tick Test” resulted in increased volatility and ultimately the collapse of the market and the failure of financial firms. These claims come with inconclusive anecdotal evidence that suggest the financial crisis, which began to reveal itself in August of

⁴ See Securities Exchange Act Release No. 58773 (October 14, 2008).

⁵ See Securities Exchange Act Release No. 60388 (July 27, 2009).

⁶ See Securities Exchange Act Release No. 5590 (June 28, 2007).

⁷ See Securities Exchange Act Release No. 60509 (August 17, 2009), at 10.

⁸ See <http://www.sec.gov/comments/s7-08-09/s70809.shtml>.

⁹ December 16, 2008, Memorandum from the Office of Economic Analysis regarding an Analysis of Short Selling Activity during the First Weeks of September 2008, The Commission’s Office of Economic Analysis (“OEA”) concluded that “Short sale volume as a fraction of total volume is higher for periods of positive returns than for periods of negative returns.”

2007,¹⁰ would have been averted had it not been for the repeal of the Tick Test in June of 2007. We respectfully take issue with these conclusions because they ignore entirely the severe market dislocations in the US housing market, the mortgage market, the credit markets and the overall Global economy.

We believe it is helpful to retrace our steps. In September 2008, a financial hurricane hit the world markets. Markets and asset values around the world collapsed. Major institutions around the world were suddenly loaded with devalued or worthless financial instruments. Balance sheets for all financial institutions became meaningless to investors and suspect to regulators. Markets in certain major financial instruments became dislocated, and in some cases, stopped functioning. The credit default swap (“CDS”) markets exploded with activity on individual financial firms that had questionable assets on their balance sheets. Ratings agencies began rapidly changing their ratings, sometimes using the CDS market to determine credit worthiness of major financial institutions. Major institutions around the world began to crater and some failed. Governments around the world were required to inject billions directly into institutions and the markets to try to stabilize the credit markets. Governments in the US and Europe directly own substantial portions of major financial institutions.

We are disappointed that in September 2009, a full year after this world-wide, financial hurricane, and the main focus of many commentators and politicians has been the introduction of a price test on short selling of exchange traded US equities. We commend the Commission in the speed in which they have moved to reconsider a well-studied, prior rule change. Our disappointment is directed at the proponents of reinstating the “up-tick” rule who have not had the same level of commentary for critical regulatory reforms sitting before Congress that deal with some of the actual structural problems that actually led to the financial crisis.¹¹

While we consider the record to be lacking empirical data that counters the large quantities of empirical data used to eliminate the short sale price test in 2007, we believe that should only impact the details of the Commission's proposed rule and not whether or not the Commission moves forward. First, the Commission should adopt a pilot approach to any new price test rules so it can reestablish a record by studying the impact of any new price tests. Second, should the Commission choose to adopt a price test, that price test should be adopted with a circuit breaker trigger because the prior record did not necessarily include times of severe market events. Circuit breakers would allow the Commission to avoid the market pricing inefficiencies of a price test recorded during normal market events while accepting certain pricing inefficiencies during severe market events.

III. The Commission's Record on “Naked” Short Selling

In contrast to the criticism the Commission has received for not acting quickly enough to reinstate the “uptick” rule, we believe the Commission deserves a great deal of praise for acting quickly during the financial crisis in its adoption of temporary Rule 204T of Regulation SHO¹²

¹⁰ “A New Kind of Bank Run Tests Old Safeguards”, New York Times, August 10, 2007 by Floyd Norris.

¹¹ See supra Note 3.

¹² See Securities Exchange Act Release No. 58773 (October 17, 2009).

and its subsequent adoption of permanent Rule 204 of Regulation SHO.¹³ Rule 204 imposes enhanced delivery requirements on sales of all equity securities. Rule 204T strengthened the close-out requirements of Regulation SHO for failures to deliver securities by restricting short selling by firms that experience fails to deliver. The rule is also designed to provide powerful disincentive for those who may attempt to engage in potentially abusive “naked” short selling.

The empirical data collected by the Commission and the experiences of industry participants is extremely compelling. The Commission’s OEA concluded that:

“[f]ails declined by 56.6% across all securities and 73.5% for threshold stocks. In addition, there is some evidence that optionable stocks experienced larger declines than non-optionable stocks. There has been a large downward trend in fails since July 2008.”¹⁴

OEA also concluded that the average daily dollar value of fails to deliver decreased by 74.8% while the average daily number of fails to deliver positions decreased by 58.5%.¹⁵ OEA concluded that there has been a decline of 80.6% from the 2008 high of 2.21 billion shares on July 16, 2008 to 0.43 billion shares on March 31, 2009.¹⁶ This is clear empirical evidence that the Commission’s actions in 2008 dramatically reduced the potential for abusive “naked” short selling.

We highlight these successes to not only commend the Commission for taking decisive action that delivered exactly what was intended, but to also point out the need for this careful and extended debate over short sale price tests. The Commission’s clear success in reducing the number of fails in the industry had a substantial impact on unfettered or abusive short selling activity. The success delivered by Rule 204 should allow the Commission time to deliberate properly on a short sale price test that was repealed based on a substantial record and clear empirical data. The success of Rule 204 should also impact the Commission’s consideration on how restrictive it needs to be with the price test element of Regulation SHO. The Commission should not consider these two rules as two separate and unrelated tools in the arsenal against abusive short selling. The application and interaction of these two rules must be considered in the context of the Commission’s current consideration for a short sale price test.

IV. Restricting Certain Types of Market Pricing Mechanism

A. Pricing Restrictions

As we discussed above, the Commission established a substantial record in connection with its elimination of the Uptick Rule under former Rule 10a-1. In 2006, the Commission concluded that:

“Short selling provides the market with at least two important benefits: market liquidity and pricing efficiency”¹⁷

¹³ See Securities Exchange Act Release No. 60388 (July 27, 2009).

¹⁴ See Memorandum from OEA Re: Impact of Recent SHO Rule Changes on Fails to Deliver, April 16, 2009.

¹⁵ See id. at 3.

¹⁶ See id. at 4.

¹⁷ See Securities Exchange Act Release No. 54891 (2006) at 8.

More critical to the current debate, the Commission's OEA recently observed that during September 2008 long selling contributed to the steep declines more than short selling.¹⁸ The OEA concluded that during the market's extreme declines in September, short sales were too small a portion of total stock sales to factor heavily in the market's drop and thus, short sales put less pressure on prices than long sales during periods of extreme negative returns.

These are powerful conclusions that the Commission simply cannot ignore as it considers imposing price test restrictions to a well functioning, highly efficient market.

As a result of these conclusions, we are strongly opposed to applying the Alternative Uptick Rule, or any price test rule, to short sales in an effort to restrict normal short selling activity. We believe that the benefits of short selling greatly outweigh the speculative benefits of a price test restriction. The pricing mechanisms of the US equities markets are more efficient than any other traded market in the world. The pricing and liquidity efficiencies that have been delivered by these markets cannot be replicated in other markets. Disrupting those pricing mechanisms with "price restrictions" based on emotional commenters that lack substance or empirical evidence is not in our market's interest.

However, as stated above, we can support the Commission on the concept of a "pilot" program to study the implementation of the Alternative Uptick Rule provided the pilot program is introduced with a stock-by-stock circuit breaker. While we are opposed to applying price tests to normally functioning markets, we acknowledge that the application of a price test could theoretically create some benefits under severe market conditions. We believe a price test in the context of severe market conditions is something that the Commission should and could study during a pilot period.

B. Circuit Breakers

As stated above, we recommend that should the Commission adopt a pilot program to study the Alternative Uptick Rule, the Commission should combine that price test rule with a circuit breaker in order to study its application in severe market conditions. We strongly believe that a circuit breaker approach would both meet the needs of the Commission to protect against severe market conditions while not harming the pricing efficiencies of short selling during normal market conditions. The Alternative Uptick Rule, as proposed, is more restrictive than the Modified Uptick Rule and the proposed Uptick Rule. In fact, the Alternative Uptick Rule if implemented would likely be more restrictive on short selling than the original Rule 10a-1 "uptick rule". The Commission is attempting to target abusive short selling while still protecting the pricing efficiency and liquidity benefits of short selling. We believe that a carefully designed circuit breaker can achieve this policy goal. By placing a trigger in the Alternative Uptick Rule during severe market conditions, the Commission can begin to study the impact of a short sale price restriction during such market conditions without harming beneficial short selling during normal market conditions.

With respect to the circuit breaker thresholds, we believe that a circuit breaker threshold of 20% is an appropriate threshold to start a pilot program. The Commission does not need to

¹⁸ See Memorandum from Daniel Aromi and Cecilia Caglio, Office of Economic Analysis, to Chairman Christopher Cox, U.S. Securities and Exchange Commission, *Analysis of Short Selling Activity During the First Weeks of September 2008* (Dec. 16, 2008).

select a narrow band circuit breaker because it will retain the authority to adjust the thresholds on the circuit breakers at any time. In addition, the Commission would want to avoid regular circuit breaker triggers during normal market conditions as a result of selecting an overly narrow circuit breaker band.

The circuit breaker events should be tracked and disseminated by the Securities Information Processors (SIPs). Percentage moves are regularly tracked by the SIPs and their operators so it would be a simple function for them to implement. The SIPs would add an additional flag in their data feed that would announce when a circuit breaker would be in effect.¹⁹ This would allow the Commission to designate a central source to monitor and trigger the stock-by-stock circuit breaker. All market participants could read this new flag in order to trigger their price test restrictions.

With respect to calculating the circuit breaker, the Commission should use the official opening price (which is disseminated by the SIPs) rather than the closing price. This will allow the Commission to avoid news warranted market moves that could unintentionally trigger circuit breakers at the open or after weekends or holidays. Furthermore, many commenters have expressed concern with respect to the “Race-to-the-Circuit-Breaker” issue where short sellers could unnaturally push a stock to its circuit breaker because of fear of being unable to short once the circuit breaker is triggered. While this is a valid concern, there has been no evidence of such results in Europe where the markets commonly provide market halts and auctions based on stock-by-stock circuit breakers.

V. Policies and Procedures

We strongly recommend that the Commission adopt a “policies and procedures” approach if it chooses to adopt a price test under Regulation SHO. The Commission has had recent success with the smooth implementation and the successful operation of Regulation NMS which also uses a “policies and procedures” approach. Like Regulation NMS, the Alternative Uptick Rule would use the consolidated bid as a reference price that short sales would need to avoid trading at or with. This is a similar requirement in operation under Regulation NMS that requires market participants to avoid locking (and crossing) protected bids (and offers). In the context of Regulation NMS, the Commission appreciated the complexities of market participant’s technologies and disparate data sources.

In the Regulation NMS adopting release, the Commission stated the following:

“The Commission believes it would be inappropriate to implement a complete prohibition against any trade-throughs, particularly given the realities of intermarket trading and order-routing in many high-volume NMS stocks, and has not adopted such an approach. In this trading environment, despite reasonable attempts to prevent them, false positive or accidental trade-throughs may result from timing discrepancies resulting from technology limitations, latencies in the delivery and receipt of quotation updates, and data discrepancies. The requirement of written policies and procedures, as well as the responsibility assigned to trading centers to regularly surveil to ascertain the effectiveness

¹⁹ This approach is similar to the Nasdaq SIP’s dissemination of the “up” or “down” bid indicator it previously provided for the Nasdaq Bid Test. It is also similar to both SIPs’ dissemination of “Market Halt” conditions for each individual issuer.

of their procedures and take prompt remedial steps, is designed to achieve the objective of eliminating all trade-throughs that reasonably can be prevented, while also recognizing the inherent difficulties of eliminating trade-through transactions that, despite a trading center's reasonable efforts, may occur.”²⁰

Because of the similarities in the technical implementation of the Alternative Uptick Rule with Regulation NMS's anti-locking restrictions, the Commission should adopt a similar policies and procedures approach to any price test requirement. A policies and procedures approach will allow for a smoother transition into full implementation as well as a more flexible rule where triggers based on circuit breakers are being contemplated.

In addition, under other sections of Regulation SHO, the Commission has stated that “we intend to examine participants' policies and procedures to determine whether, among other things, such policies and procedures require broker-dealers to monitor for delivery by settlement date.”²¹ We believe that the Commission should adopt a “policies and procedures” approach if it chooses to adopt a price test for short sales. Such an adoption would provide market participants with consistency across other sections of Regulation SHO and the quote protection restrictions of Regulation NMS. All industry observers agree that both of these regulations have achieved the true policy objectives set out in the Commission's original approval orders.

VI. Exceptions

The Commission has proposed in proposed Rule 201 certain parallel exceptions to former Rule 10a-1. As stated above, we believe that the empirical evidence supporting the re-imposition of a price test restriction on short sales is not as compelling as the empirical evidence supporting its removal. Thus, the Commission should absolutely provide parallel exceptions in its consideration of the Alternative Uptick Rule. Rule 10a-1 and its long standing exceptions and exemptions operated for many years with no evidence of disrupting the policy objectives of the rule. In fact, the Commission indicates its support for these exceptions when it states “[w]e are not aware of any reason that the rationales underlying these exceptions and exemptions from former Rule 10a-1 would not still hold true today.”²²

While we support the Commission's proposed exceptions contained in proposed Rule 201, we would like to highlight certain exceptions that should be included.

A. Market Maker Exception

In its April 10 proposing release, the Commission explained that it was not proposing an exception for bona-fide market making activity.²³ We strongly disagree with that position for the following reasons:

1. Performance During the Crisis

Bona-fide market makers played a major role throughout the recent financial crisis. As discussed above, the US equity markets actually operated extremely efficiently while other

²⁰ See Securities Exchange Act Release No. 51808 (June 9, 2005).

²¹ See Securities Exchange Act Release No. 60388 (July 27, 2009).

²² See Securities Exchange Act Release No. 59748 (April 10, 2009), at 45.

²³ See *id.* at 46.

markets became dislocated. Bona-fide market makers provided price and substantial liquidity. There is no evidence that bona-fide market makers were engaged in abusive short selling. Bona-fide market makers provide liquidity through normal market conditions and times of market stress. Inhibiting market makers from providing efficiently priced liquidity during severe market conditions will only cause extreme spread widening and higher volatility.

2. Nasdaq Bid Test Exemption

In its April 10 Proposing Release, the Commission references the exemption granted to Nasdaq market makers under the former Nasdaq Bid Test short sale restrictions.²⁴ The Commission states that “[w]hen, however, the Commission approved NASD’s bid test and the market maker exception to the bid test it noted concerns that the market maker exception could create opportunities for abusive short selling.” The Nasdaq Bid Test, with its market maker exemption, operated from 1994 until its removal in 2007 with no evidence of abusive short selling by market makers that required its removal. We do not think the Commission should disregard a long standing exemption because the Commission expressed a concern about the exemption when it approved the actual exemption. Moreover, the exemption was applied and operational without any concerns for 13 years.

3. Regulation SHO Bona-fide Market Maker Exception

Under Regulation SHO, the Commission recognized the benefit of bona-fide market makers when it stated: “To allow broker-dealers that are market makers to facilitate customer orders in a fast moving market, temporary Rule 204T includes a limited exception from the temporary rule’s close-out requirement for fails to deliver attributable to bona fide market making activities.”²⁵ The Commission can apply these same arguments to justify an exception to the proposed price test. The Commission should feel comfortable applying such an exception based on the success of Rule 204T (now Rule 204) and the limited exception provided to market makers under Rule 204.

B. ETF’s and Other Exchange Traded Products

We believe that proposed rule 201 should include exceptions for exchange traded funds (“ETFs”) and other exchange traded products (“ETPs”). This is consistent with the Commission’s intention to “parallel exceptions to and exemptive relief granted under former Rule 10a-1.”²⁶ The Commission staff previously granted no-action relief from Rule 10a-1 for ETFs and other ETPs when that rule was in effect. ETPs typically represent a basket of assets and thus the ETPs security is derivatively priced based on those underlying assets. The same concerns for abusive short selling are not present in the area of ETP trading. This is a finding that is consistent with prior Commission actions.

VII. SEC Staff FAQ

The Commission Staff recently updated the Commission’s website titled “Responses to Frequently Asked Questions Concerning Regulation SHO.” The staff issued the following FAQ:

²⁴ See *Id.*, footnote 190.

²⁵ Securities Exchange Act Release No. 60388 (July 27, 2009)

²⁶ See *supra* Note 22 at 45.

Question 2.5: How should a broker-dealer mark an order where the seller is net long 1,000 shares and wants to simultaneously enter multiple orders to sell 1,000 shares each?

Answer: Rule 200(g)(1) of Regulation SHO states that "[a]n order to sell shall be marked "long" only if the seller is deemed to own the security being sold pursuant to paragraphs (a) through (f) of this section and either: (i) The security to be delivered is in the physical possession or control of the broker or dealer; or (ii) It is reasonably expected that the security will be in the physical possession or control of the broker or dealer no later than the settlement of the transaction." Further, Rule 200(c) of Regulation SHO provides that a person shall be deemed to own securities only to the extent that he has a net long position in such securities.

Thus, we remind sellers that where a seller is net long 1,000 shares and simultaneously enters multiple orders to sell 1,000 shares owned, only one such order would constitute a long sale. After the long sale order is entered to sell the 1,000 shares, it is no longer reasonable to expect that delivery can be made by settlement date on additional orders to sell the same shares. In addition, under Rule 200(g)(1) of Regulation SHO, a broker-dealer must mark only one order as "long" and any additional orders as "short."²⁷

Obviously this FAQ has created some confusion in the industry. Given that the Commission has regularly approved releases that only spoke to a firm's "position" when determining order marking requirements, this FAQ is either materially new or conflicts with prior Commission statements around order marking.

We ask the Commission to take this opportunity to either clarify this new requirement or seek comments regarding the appropriate application of this policy. Requiring firms to adjust their long or short positions based on all open sell orders has dramatic implications to current trading systems and current locate procedures.

IX. Recommendations

To summarize our recommendations:

1. Virtu encourages the Commission to build a strong record that supports its final action with respect to changing its prior position established in 2007 and to ignore the public and political pressure that appears to be present in the debate over short sales;
2. Virtu commends the Commission for its success in curbing "Naked" short selling through implementation of Temporary Rule 203T²⁸ and Permanent Rule 203²⁹ which are designed to restrict "fails" to deliver;

²⁷ See <http://www.sec.gov/divisions/marketreg/mrfaqregsho1204.htm>.

²⁸ See Securities Exchange Act Release No. 58773 (October 14, 2008).

²⁹ See Securities Exchange Act Release No. 60388 (July 27, 2009).

3. Virtu believes that rules that restrict certain types of market pricing are inherently disruptive to price formation and should be engaged only in severe market conditions; Virtu recommends that such pricing restrictions should only be implemented with circuit breaker triggers;
4. Virtu strongly supports the Commission's proposal to adopt a policies and procedures approach to any potential price test restriction;
5. If the Commission re-introduces a price test for short sales, Virtu strongly suggests that the Commission adopt the similar exceptions that applied under Rule 10a-1, including the exceptions that are set forth in numerous Commission No-Action Letters;
6. Virtu supports the adoption of a "bona-fide market maker" exception to counter the impact a price test may have on the market's price efficiency; and
7. Virtu believes that the SEC Staff's FAQ regarding marking short sales based on open orders should be addressed by the full Commission in order to eliminate uncertainty around inconsistencies with prior Commission orders.

Virtu appreciates the opportunity to comment on the Commission's proposed amendments to Regulation SHO. If the Commission or the Commission Staff have any questions, please do not hesitate to contact me at (212) 418-0116.

Sincerely,
Chris Concannon

cc: Mary L. Schapiro, Chairman
Kathleen L. Casey, Commissioner
Elisse B. Walter, Commissioner
Luis A. Aguilar, Commissioner
Troy A. Paredes, Commissioner

James Brigagliano, co-Acting Director, SEC Division of Trading and Markets
Daniel M. Gallagher, co-Acting Director, SEC Division of Trading and Markets