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55 Water Street
New York, New York 10041-0099

August 5, 2019

By Electronic Mail rule-comments@sec.gov)

Ms. Vanessa Countryman
Acting Secretary
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re: Amendment No. 2 to File No. SR-DTC-2018-010

Dear Ms. Countryman:

The Depository Trust Company filed Amendment No. 2 to File No. SR-DTC-2018-010 on August 5, 2019, a copy of which is enclosed.

Very truly yours,

/s/ John Petrofsky
Director, Assistant General Counsel

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * <input type="text" value="5"/>	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - <input type="text" value="2018"/> - * <input type="text" value="010"/> Amendment No. (req. for Amendments *) <input type="text" value="2"/>
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Filing by The Depository Trust Company
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial * <input type="checkbox"/>	Amendment * <input checked="" type="checkbox"/>	Withdrawal <input type="checkbox"/>	Section 19(b)(2) * <input checked="" type="checkbox"/>	Section 19(b)(3)(A) * <input type="checkbox"/>	Section 19(b)(3)(B) * <input type="checkbox"/>
Pilot <input type="checkbox"/>	Extension of Time Period for Commission Action * <input type="checkbox"/>	Date Expires * <input type="text"/>	Rule <input type="checkbox"/> 19b-4(f)(1) <input type="checkbox"/> 19b-4(f)(4) <input type="checkbox"/> 19b-4(f)(2) <input type="checkbox"/> 19b-4(f)(5) <input type="checkbox"/> 19b-4(f)(3) <input type="checkbox"/> 19b-4(f)(6)		

Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010	Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934
Section 806(e)(1) * <input type="checkbox"/>	Section 806(e)(2) * <input type="checkbox"/>
	Section 3C(b)(2) * <input type="checkbox"/>

Exhibit 2 Sent As Paper Document <input type="checkbox"/>	Exhibit 3 Sent As Paper Document <input type="checkbox"/>
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Description
Provide a brief description of the action (limit 250 characters, required when Initial is checked *)

Contact Information
Provide the name, telephone number, and e-mail address of the person on the staff of the self-regulatory organization prepared to respond to questions and comments on the action.

First Name * <input type="text" value="John"/>	Last Name * <input type="text" value="Petrofsky"/>
Title * <input type="text" value="Director and Assistant General Counsel"/>	
E-mail * <input type="text" value="[REDACTED]"/>	
Telephone * <input type="text" value="[REDACTED]"/>	Fax <input type="text"/>

Signature
Pursuant to the requirements of the Securities Exchange Act of 1934,
has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.

(Title *)

Date <input type="text" value="08/05/2019"/>	<input type="text" value="Managing Director and Deputy General Counsel"/>
By <input type="text" value="Lois J. Radisch"/>	<input type="text" value="[REDACTED]"/>
(Name *)	

NOTE: Clicking the button at right will digitally sign and lock this form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFS website.

Form 19b-4 Information *

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The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.

Exhibit 1 - Notice of Proposed Rule Change *

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The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 1A- Notice of Proposed Rule Change, Security-Based Swap Submission, or Advance Notice by Clearing Agencies *

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The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change, security-based swap submission, or advance notice being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 2 - Notices, Written Comments, Transcripts, Other Communications

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Exhibit Sent As Paper Document

Copies of notices, written comments, transcripts, other communications. If such documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G.

Exhibit 3 - Form, Report, or Questionnaire

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Exhibit Sent As Paper Document

Copies of any form, report, or questionnaire that the self-regulatory organization proposes to use to help implement or operate the proposed rule change, or that is referred to by the proposed rule change.

Exhibit 4 - Marked Copies

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The full text shall be marked, in any convenient manner, to indicate additions to and deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit the staff to identify immediately the changes made from the text of the rule with which it has been working.

Exhibit 5 - Proposed Rule Text

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The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item I and which may otherwise be more easily readable if provided separately from Form 19b-4. Exhibit 5 shall be considered part of the proposed rule change.

Partial Amendment

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If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission's permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.

Amendment No. 2 to SR-DTC-2018-010

The Depository Trust Company “DTC”) is filing this partial amendment (“Amendment No. 2”) to SR-DTC-2018-010 (“Proposed Rule Change”),¹ which was filed with the Securities and Exchange Commission “Commission”) on November 29, 2018,² and amended by Amendment No. 1 (“Amendment No. 1”) to the Proposed Rule Change, which was filed with the Commission on July 2, 2019.³

Pursuant to Amendment No. 2, DTC proposes to amend the Proposed Rule Change with respect to the implementation timeframe pursuant to which the Proposed Rule Change would become effective, as described below.

The Proposed Rule Change provides in the text of the narrative “Narrative”) on page 9, and in the text of Exhibit 1A on page 22, under respective headings, each titled “Implementation Timeframe,” that the Proposed Rule Change would be effective upon approval of the Proposed Rule Change by the Commission. Pursuant to Amendment No. 2, DTC would amend the Narrative and Exhibit 1A of the Proposed Rule Change to state that the Proposed Rule Change would not become effective until DTC has submitted a subsequent proposed rule change pursuant to Rule 19b-4⁴ under the Securities Exchange Act of 1934 “Act”)⁵ that would amend

¹ Each capitalized term not otherwise defined herein has its respective meaning as set forth in the Rules, By-Laws and Organization Certificate of The Depository Trust Company “Rules”), available at <http://www.dtcc.com/legal/rules-and-procedures.aspx>, and the DTC Settlement Service Guide (“Settlement Guide”), available at <http://www.dtcc.com/~media/Files/Downloads/legal/service-guides/Settlement.pdf>.

² On December 7, 2018, the Commission issued the Proposed Rule Change for notice and comment. See Securities Exchange Act Release No. 84751 (December 7, 2018), 83 FR 63948 (December 12, 2018) (SR-DTC-2018-010). On December 26, 2018, the Commission issued a notice designating a longer period for Commission action on the Proposed Rule Change. See Securities Exchange Act Release No. 84954 (December 26, 2018), 84 CFR 873 (January 31, 2019). On March 11, 2019, the Commission issued an order instituting proceeding to determine whether to approve or disapprove the Proposed Rule Change. See Securities Exchange Act Release No. 85288 (March 11, 2019), 84 FR 9565 (March 15, 2019). On June 5, 2019, the Commission issued a notice designating a longer period for Commission action on proceedings to determine whether to approve or disapprove the Proposed Rule Change. See Securities Exchange Act Release No. 86037 (June 5, 2019), 84 FR 27172 (June 11, 2019).

³ Available at <http://www.dtcc.com/~media/Files/Downloads/legal/rule-filings/2018/DTC/SR-DTC-2018-010-Amendment-1.pdf>.

⁴ 17 CFR 240.19b-4.

⁵ 15 U.S.C. 78q-1.

the DTC Fee Guide⁶ to establish fees as described in the Proposed Rule Change and Amendment No. 1.

In this regard please replace both of the paragraphs set forth on a) page 9 and b) page 22 of the Proposed Rule Change, that appear directly under respective headings titled “Implementation Timeframe,” in each case, with the following paragraph:

The proposed rule change “Proposed Rule Change”) would not become effective until DTC has submitted a subsequent proposed rule change “Subsequent Proposed Rule Change”) pursuant to Rule 19b-4 under the Act,⁷ and the Subsequent Proposed Rule Change has become effective. The Subsequent Proposed Rule Change would implement changes to the DTC Fee Guide⁸ that establish a) the Status Information Fee and b) a charge that would cover the cost of DTC’s provision of Status Information to a Matching Utility for each transaction submitted to DTC to which a customer of the Matching Utility is a party to the transaction and matched the transaction via the Matching Utility, regardless of whether or not that Matching Utility submitted the transaction to DTC, as described in Amendment No. 1⁹ to the Proposed Rule Change. Therefore, DTC would not implement the Proposed Rule Change, as amended, until either i) the SEC approves a subsequent rule filing to be submitted by DTC, or ii) DTC files with the SEC a subsequent rule filing for immediate effectiveness, the Subsequent Proposed Rule Change. The implementation date would correspond with the effective date of the Subsequent Proposed Rule Change.

In addition, pursuant to Amendment No. 2, please add text to the heading of the cover page of the DTC Settlement Service Guide on page 27 of the Proposed Rule Change as follows **bold, double underlined** text represents additional language to the original proposed text):

[Important Note: Pursuant to File No. SR-DTC-2018-010, as amended, DTC has filed with the SEC certain changes “Status Information Changes”) to this Settlement Service Guide relating to the provision of settlement status information to Matching Utilities. However, the Status Information Changes will not become effective until either i) the SEC approves a subsequent rule filing to be submitted by DTC, or ii) DTC files with the SEC a subsequent

⁶ Available at <http://www.dtcc.com/~media/Files/Downloads/legal/fee-guides/dtcfeguide.pdf>.

⁷ 17 CFR 240.19b-4.

⁸ Available at <http://www.dtcc.com/~media/Files/Downloads/legal/fee-guides/dtcfeguide.pdf>.

⁹ Available at <http://www.dtcc.com/~media/Files/Downloads/legal/rule-filings/2018/DTC/SR-DTC-2018-010-Amendment-1.pdf>.

rule filing for immediate effectiveness, that would establish fees relating to the Status Information Changes, as described in File No. SR-DTC-2018-010, as amended. Sections of the Settlement Service Guide reflecting the Status Information Changes are available on DTCC's website at dtcc.com/legal/sec-rule-filings?subsidiary=DTC. Once the Status Information Changes become effective, this legend will automatically be removed from this Settlement Service Guide.