



April 16, 2025

**Via E-Mail:** [rule-comments@sec.gov](mailto:rule-comments@sec.gov)

J. Matthew DeLesDernier  
Deputy Secretary  
Division of Trading and Markets  
Securities and Exchange Commission  
Washington, DC 20549

**Re: File SR-DTC-2025-003**

Dear Deputy Secretary DeLesDernier:

The Securities Industry and Financial Markets Association (“SIFMA”)<sup>1</sup> appreciates the opportunity to respond to the DTCC’s notice of filing of a proposed rule change relating to a participant system disruption (the Proposal”) in response to Release No. 34-102712: Self-Regulatory Organizations; The Depository Trust Company; Notice of Filing of Proposed Rule Change Relating to a Participant System Disruption. We write to request an extension of the comment period on this proposed rule change for the reasons set forth below. We request that the due date for the comment period, which is currently Thursday, April 17, 2025, be extended at least an additional forty-five business days to give our members a full opportunity to review and provide meaningful comments.

SIFMA and our members believe that the proposed amendments to *Rule 38(A): Systems Disconnect: Threat of Significant Impact to the Corporations System* must be thoroughly considered. We do not believe that the review period of nineteen business days has been sufficient for the necessary review. Our member firms need ample time to consult internally to

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<sup>1</sup> SIFMA is the leading trade association for broker-dealers, investment banks, and asset managers operating in the U.S. and global capital markets. On behalf of our industry’s nearly 1 million employees, we advocate for legislation, regulation, and business policy, affecting retail and institutional investors, equity and fixed income markets and related products and services. We serve as an industry coordinating body to promote fair and orderly markets, informed regulatory compliance, and efficient market operations and resiliency. We also provide a forum for industry policy and professional development. SIFMA, with offices in New York and Washington, D.C., is the U.S. regional member of the Global Financial Markets Association (GFMA). For more information, visit <http://www.sifma.org>.

assess the impact of the proposed rule changes. While we acknowledge that it is important that the DTCC ensure robust resiliency, we are concerned that the proposed rule change may have the following negative consequences, which necessitate further analysis by the industry:

- Several proposed definitions include vague language that does not align with existing standards, therefore creating confusion for participants.
- The increase in reporting standards creates an unnecessarily low threshold for reporting without fortifying protections. This will cause a flood of reports on low-risk incidents that will provide limited value to DTCC, potentially causing resources to be diverted and diluting the importance of the reports of significant incidents.
- Adding burdensome reporting obligations to an already sizeable incident reporting compliance apparatus will not add value to DTCC or systems participants.

Accordingly, as noted above, we respectfully request an extension of the comment period of, at a minimum, forty-five days, due to the significance of the proposed amendments, the difficulty for systems participants to appropriately analyze the proposal in the allotted time, and the importance of DTCC's resiliency to the financial services ecosystem.

We thank you for your consideration of this request. Please feel free to contact me via email at [sbyron@sifma.org](mailto:sbyron@sifma.org) or via phone at 212-313-1254 should you require additional information or have questions.

Sincerely,

A handwritten signature in dark ink, consisting of several overlapping, sweeping strokes that form a stylized, cursive representation of the name Stephen Byron.

Stephen Byron  
Managing Director  
Head of Operations, Technology, Cyber, & BCP