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55 Water Street  
New York, New York 10041-0099

September 16, 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. 1 to File No. SR-NSCC-2019-002**

Dear Ms. Countryman:

National Securities Clearing Corporation filed Amendment No. 1 to File No. SR-NSCC-2019-002 on September 16, 2019, a copy of which is enclosed.

Very truly yours,

/s/ Rosa Chang  
Executive Director and  
Associate General Counsel

## OMB APPROVAL

OMB Number: 3235-0045  
 Estimated average burden  
 hours per response..... 38

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 3	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - 2019 - * 002 Amendment No. (req. for Amendments *) 1
Filing by National Securities Clearing Corporation 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"/>	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)
Pilot <input type="checkbox"/> Extension of Time Period for Commission Action * <input type="checkbox"/> Date Expires * <input type="text"/>	Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010 Section 806(e)(1) * <input type="checkbox"/> Section 806(e)(2) * <input type="checkbox"/>	
Exhibit 2 Sent As Paper Document <input type="checkbox"/>		Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934 Section 3C(b)(2) * <input type="checkbox"/>
Exhibit 3 Sent As Paper Document <input type="checkbox"/>		
<b>Description</b> Provide a brief description of the action (limit 250 characters, required when Initial is checked *). <div style="border: 1px solid black; height: 40px; margin-top: 10px;"></div>		
<b>Contact Information</b> 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 * Rosa      Last Name * Chang Title * Executive Director and Associate General Counsel E-mail * <input type="text"/> Telephone * <input type="text"/> Fax <input type="text"/>		
<b>Signature</b> 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. <div style="text-align: right;">(Title *)</div> <div style="display: flex; justify-content: space-between; align-items: flex-end;"> <div>           Date 09/16/2019            By Nikki Poulos            (Name *)         </div> <div style="border: 1px solid black; padding: 5px; width: 60%;">           Managing Director and Deputy General Counsel         </div> </div> <div style="margin-top: 10px;">           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.         </div>		

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFT 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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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 Sent As Paper Document

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**Exhibit 3 - Form, Report, or Questionnaire**

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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 Sent As Paper Document

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**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. 1 to SR-NSCC-2019-002**

National Securities Clearing Corporation (“NSCC”) is filing this partial amendment (“Amendment No. 1”) to SR-NSCC-2019-002 (“Proposed Rule Change”,<sup>1</sup> which was filed with the Securities and Exchange Commission (“Commission”) on July 22, 2019.<sup>2</sup>

Pursuant to Amendment No. 1, NSCC 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.

In this regard, please replace the first sentence of both of the paragraphs set forth a) in the narrative on page 8 of the Proposed Rule Change and b) in Exhibit 1A on pages 20 and 21 of the Proposed Rule Change that appear directly under the respective headings titled “Implementation Timeframe,” with the following sentence:

Pending Commission approval, NSCC expects to implement this proposal by December 6, 2019 and would announce the effective date of the proposed change by an Important Notice posted to its website.

In addition, pursuant to Amendment No. 1, please replace the bracketed text in Exhibit 5 on page 28 of the Proposed Rule Change that appears at the top of the page with the following text:

**[Changes to this Procedure VII, as amended by File No. SR-NSCC-2019-002, are available at [dtcc.com/legal/sec-rule-filings?subsidiary=NSCC](http://dtcc.com/legal/sec-rule-filings?subsidiary=NSCC). These changes have been approved by the Securities and Exchange Commission but have not yet been implemented. By December 6, 2019, these changes will be implemented, and this legend will automatically be removed from this Procedure VII.]**

In addition, pursuant to Amendment No. 1, please replace the bracketed text in Exhibit 5 on page 33 of the Proposed Rule Change that appears at the top of the page with the following text:

**[Changes to this Addendum G, as amended by File No. SR-NSCC-2019-002, are available at [dtcc.com/legal/sec-rule-filings?subsidiary=NSCC](http://dtcc.com/legal/sec-rule-filings?subsidiary=NSCC). These changes have been approved by the Securities and Exchange Commission but have not yet been implemented. By December 6, 2019, these changes will be implemented, and this legend will automatically be removed from this Addendum G.]**

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<sup>1</sup> Capitalized terms not defined herein are defined in the NSCC Rules Procedures, available at [http://www.dtcc.com/~media/Files/Downloads/legal/rules/nscc\\_rules.pdf](http://www.dtcc.com/~media/Files/Downloads/legal/rules/nscc_rules.pdf).

<sup>2</sup> On August 2, 2019, the Commission issued the Proposed Rule Change for notice and comment. See Securities Exchange Act Release No. 86556 (August 2, 2019), 84 FR 39037 (August 8, 2019) (SR-NSCC-2019-002).