

VIA E-MAIL AND FEDERAL EXPRESS

August 8, 2013

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

Re: Response to Comments to File Number SR-NYSE-2013-42 – Relating to the Proposed Acquisition of NYSE Euronext by IntercontinentalExchange Group, Inc.

Dear Ms. Murphy:

New York Stock Exchange LLC (“NYSE”), on behalf of itself and its affiliates NYSE MKT LLC and NYSE Arca, Inc., is pleased to respond to the comment letter, dated July 11, 2013, of Andrew Rothlein, received by the U.S. Securities and Exchange Commission (the “Commission”) in connection with the rule filings (File Number SR-NYSE-2013-42) (the “Proposed Rule Change”) of NYSE for the proposed acquisition of NYSE Euronext by IntercontinentalExchange Group, Inc. (the “Merger”).

In his comment letter, Mr. Rothlein expresses concern in connection with the Proposed Rule Change regarding certain Option Trading Rights (“OTRs”) that were separated from full New York Stock Exchange, Inc.¹ seats (“Separated OTRs”). All New York Stock Exchange seat ownership (with or without OTRs) was extinguished in the 2006 demutualization of New York Stock Exchange, Inc.² Mr. Rothlein contends that the owners of Separated OTRs retained their Separated OTRs, even after the New York Stock Exchange, Inc. exited the options business in 1997, and that Separated OTRs should be restored to their former holders particularly given that NYSE Euronext and its subsidiaries engage in certain option trading businesses. Mr. Rothlein requests that the Commission use the opportunity of approving the Merger to address issues raised in his letter regarding Separated OTRs.

The issue of the rights of owners of Separated OTRs is not before the Commission in the context of the Proposed Rule Change. Pursuant to Section 19(b)(1) of the Exchange Act,³ a self-regulatory organization (“SRO”) (such as NYSE) is required to file with the Commission any proposed rule or any proposed change in, addition to, or deletion from the rules of such SRO. Further, pursuant to Section 19(b)(2) of

¹ New York Stock Exchange, Inc. is the predecessor entity to the Exchange. See Securities Exchange Act Release No. 53382 (February 27, 2006), 71 FR 11251 (March 6, 2006) (SR-NYSE-2005-77) (order approving merger of New York Stock Exchange, Inc. and Archipelago, and demutualization of New York Stock Exchange, Inc.).

² See *id.*

³ 15 U.S.C. 78s(b)(1).

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the Exchange Act,⁴ the Commission is required to approve a proposed rule change filed by an SRO if the Commission finds that such proposed rule change is consistent with the requirements of the Exchange Act and the rules and regulations thereunder applicable to the SRO. NYSE is not proposing a change in the trading rights on the NYSE.

Substantially similar comments regarding the rights of former holders of Separated OTRs were made in connection with the business combination between NYSE Group, Inc. and Euronext N.V., the formation of a joint venture between NYSE Amex, NYSE Euronext and certain third parties, and the proposed business combination between Deutsche Börse and NYSE Euronext, and, in each case, the Commission agreed with the foregoing analysis.⁵

Sincerely,

A handwritten signature in blue ink that reads "Janet McHinnery". The signature is written in a cursive, flowing style.

cc: Mr. John Roeser – U.S. Securities and Exchange Commission
Mr. Brendan Weiss – NYSE Euronext

⁴ 15 U.S.C. 78s(b)(2).

⁵ See Securities Exchange Act Release Nos. 34-55293 (February 14, 2007), 72 FR 8033 (February 22, 2007) (SR-NYSE-2006-120) (order approving business combination of NYSE Group, Inc. and Euronext N.V.); 34-64742 (June 24, 2011), 76 FR 38436 (June 30, 2011) (SR-NYSEAmex-2011-18) (formation of a joint venture between NYSE Amex LLC, NYSE Euronext and certain third parties); 34-66171 (January 17, 2012) (SR-NYSE-2011-51) (business combination between NYSE Euronext and Deutsche Börse).