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December 14, 2015

VIA E-MAIL

Brent J. Fields
Secretary
Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549-1090

Re: Securities Exchange Act Rel. 34-74849 (SR-NYSE-2015-02)

Dear Mr. Fields:

NYSE LLC; filed the attached Partial Amendment No. 2 to the above-referenced filing on December 10, 2015.

Sincerely,

A handwritten signature in blue ink, appearing to be "BJF", written in a cursive style.

Encl. (Partial Amendment No. 2 to SR-NYSE-2015-02)

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 7	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4		File No.* SR - 2015 - * 02	Amendment No. (req. for Amendments *) 2
Filing by New York Stock Exchange 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	
Pilot <input type="checkbox"/>	Extension of Time Period for Commission Action * <input type="checkbox"/>	Date Expires * <input type="text"/>	<input type="checkbox"/> 19b-4(f)(1) <input type="checkbox"/> 19b-4(f)(2) <input type="checkbox"/> 19b-4(f)(3)	<input type="checkbox"/> 19b-4(f)(4) <input type="checkbox"/> 19b-4(f)(5) <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"/>		
Description				
Provide a brief description of the action (limit 250 characters, required when Initial is checked *).				
<input type="text" value="Proposal to amend Sections 312.03b and 312.04 of the NYSE Listed Company Manual to exempt early stage companies from having to obtain shareholder approval before issuing shares to related parties and affiliates of related parties or entities in which a related party has a substantial interest"/>				
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="Patrick"/>	Last Name *	<input type="text" value="Troy"/>	
Title *	<input type="text" value="Chief Counsel NYSE Regulation"/>			
E-mail *	<input type="text" value="REDACTED"/>			
Telephone *	<input type="text" value="REDACTED"/>	Fax	<input type="text" value="REDACTED"/>	
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="12/10/2015"/>	<input type="text" value="Associate General Counsel"/>		
By	<input type="text" value="Clare Saperstein"/>	<input type="text" value="Clare Saperstein"/>		
(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 EFFF 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.

SR-NYSE-2015-02; Amendment No. 2

New York Stock Exchange LLC (the “Exchange”) hereby amends SR-NYSE-2015-02, as amended by Amendment No. 1 thereto (collectively, the “Filing”) as follows:

The Exchange proposes to amend the Filing to clarify the rule text in three ways.

First, the Exchange proposes to amend the rule text to make clear that it is not intended that an Early Stage Company should be able to rely on the proposed exemption to fund an acquisition of stock or assets of another company that would otherwise require shareholder approval under Section 312.03(b). The concern is that a listed company might sell its securities to a Related Party and then use the proceeds to acquire stock or assets from a company in which that Related Party had a direct or indirect interest. Permitting this sort of two-step transaction would effectively enable companies to utilize the proposed exemption for acquisition transactions rather than capital raising and is inconsistent with the intended purpose of the exemption.

Second, the Exchange proposes to include a statement in Section 312.03(b), as amended, that will codify the Exchange’s long-standing policy that any sale of a listed company’s securities to a director, employee, or other service provider at a below-market price constitutes equity compensation under Section 303A.08 of the Listed Company Manual and is therefore subject to the shareholder approval requirements under that rule. The rule text will also specify that this shareholder approval requirement will continue to be applicable to sales by Early Stage Companies to directors, employees, or other service providers notwithstanding the fact that such sales would otherwise be exempt under the proposed amendment.

Third, the Exchange proposes to include a statement in Section 312.03(b) reminding listed companies that, shareholder approval of any issuance is required if any of the subparagraphs of Section 312.03 require such approval, notwithstanding the fact that the transaction does not require approval under Section 312.03(b) or one or more of the other subparagraphs. The Exchange believes it is important for Early Stage Companies to be aware that the proposed exemption would not relieve them of their responsibility to obtain shareholder approval pursuant to Section 312.03(c) if a proposed transaction could result in the issuance of shares representing 20% or more of the company’s then outstanding common stock or pursuant to Section 312.03(d) if the proposed transaction gave rise to a change of control.

The proposed text of Section 312.03(b)(3) included as Exhibit 5 to the Filing is amended by the addition of the following additional paragraphs at the very end of Section 312.03(b)(3):

The exemption in the preceding paragraph will not be applicable to a sale of securities by the listed company to any person subject to the provisions of this Section 312.03(b) in a transaction, or series of transactions, whose proceeds will be used to fund an acquisition of stock or assets of another company where such person has a direct or indirect interest in the

company or assets to be acquired or in the consideration to be paid for such acquisition.

The sale of stock to a Related Party that is an employee, director or service provider is subject to the equity compensation rules in Section 303A.08 of the Manual. For example, a sale of stock by an Early Stage Company to any of such parties at a discount to the then market price would be treated as equity compensation under Section 303A.08 notwithstanding the exemption from shareholder approval provided under Section 312.03(b). Consequently, the company would be required to either: (i) obtain shareholder approval of such sale, or (ii) issue such shares under an equity compensation plan that had previously been approved by shareholders and for which shareholder approval under Section 303A.08 is not otherwise required. Moreover, shareholder approval is required if any of the subparagraphs of Section 312.03 require such approval, notwithstanding the fact that the transaction does not require approval under this subparagraph or one or more of the other subparagraphs. (See Section 312.04(a).)

The Exchange believes that the proposed rule change, as modified by this amendment, is consistent with the requirement of Section 6(b)(5) of the Securities Exchange Act of 1934¹ (“Act”) that an exchange have rules that are designed, among other things, to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to remove impediments to, and perfect the mechanism of a free and open market and, in general to protect investors and the public interest. The amendment seeks to clarify: (i) the fact that the proposed amendment is inapplicable where the proceeds of a transaction will be used to fund an acquisition where the Related Party purchasing securities from the company has an interest in the acquisition consideration; (ii) that sales of a listed company’s securities at a below-market prices to directors, employees, or other service providers are equity compensation for purposes of Section 303A.08, even if otherwise exempt from shareholder approval under the proposed amendment; and (iii) that the fact that a transaction is exempt from shareholder approval under one of the subparagraphs of Section 312.03 does not render it exempt from such requirement under the other subparagraphs of the rule. The Exchange believes there was a potential ambiguity in Exhibit 5 to the Filing that could result in uncertainty as to which transactions the Exchange proposes to exempt from shareholder approval. The Exchange believes that clarifying this ambiguity will ensure that listed companies and investors have accurate and complete information about the Exchange’s rules and therefore promotes just and equitable principles of trade, remove impediments to a free and open market and protect investors and the public interest.

All other statements and representations in the Filing remain unchanged as stated therein and no other changes are being made. A consolidated Exhibit 5 is included as a part of this Amendment No. 2, showing all changes proposed by the Filing, including by Amendments No. 1 and 2 hereto.

¹ 15 U.S.C. 78f(b)(5).

Additions underscored
Deletions [bracketed]

NYSE Listed Company Manual

Section 3—Corporate Responsibility

Sec. 312.03 Shareholder Approval

(b) Shareholder approval is required prior to the issuance of common stock, or of securities convertible into or exercisable for common stock, in any transaction or series of related transactions, to:

(1) a director, officer or substantial security holder of the company (each a "Related Party");

(2) a subsidiary, affiliate or other closely-related person of a Related Party; or

(3) any company or entity in which a Related Party has a substantial direct or indirect interest;

if the number of shares of common stock to be issued, or if the number of shares of common stock into which the securities may be convertible or exercisable, exceeds either one percent of the number of shares of common stock or one percent of the voting power outstanding before the issuance.

However, if the Related Party involved in the transaction is classified as such solely because such person is a substantial security holder, and if the issuance relates to a sale of stock for cash at a price at least as great as each of the book and market value of the issuer's common stock, then shareholder approval will not be required unless the number of shares of common stock to be issued, or unless the number of shares of common stock into which the securities may be convertible or exercisable, exceeds either five percent of the number of shares of common stock or five percent of the voting power outstanding before the issuance.

In addition, the provisions of this Section 312.03(b) will not apply to the sale of stock for cash by an Early Stage Company to (i) a Related Party, (ii) a subsidiary, affiliate or other closely-related person of a Related Party; or (iii) any company or entity in which a Related Party has a substantial direct or indirect interest, provided that the Early Stage

Company's audit committee or a comparable committee comprised solely of independent directors reviews and approves of all such transactions prior to their completion.

The exemption in the preceding paragraph will not be applicable to a sale of securities by the listed company to any person subject to the provisions of this Section 312.03(b) in a transaction, or series of transactions, whose proceeds will be used to fund an acquisition of stock or assets of another company where such person has a direct or indirect interest in the company or assets to be acquired or in the consideration to be paid for such acquisition.

The sale of stock to a Related Party that is an employee, director or service provider is subject to the equity compensation rules in Section 303A.08 of the Manual. For example, a sale of stock by an Early Stage Company to any of such parties at a discount to the then market price would be treated as equity compensation under Section 303A.08 notwithstanding the exemption from shareholder approval provided under Section 312.03(b). Consequently, the company would be required to either: (i) obtain shareholder approval of such sale, or (ii) issue such shares under an equity compensation plan that had previously been approved by shareholders and for which shareholder approval under Section 303A.08 is not otherwise required. Moreover, shareholder approval is required if any of the subparagraphs of Section 312.03 require such approval, notwithstanding the fact that the transaction does not require approval under this subparagraph or one or more of the other subparagraphs. (See Section 312.04(a).)

[Limited Transition Period

Prior to December 21, 2006, this rule included an exception from the required calculations for issuances of treasury stock. In light of companies' need for certainty when planning a transaction involving the issuance of shares, if a company has executed a binding contract prior to October 23, 2006 with respect to the issuance of common stock, the existing treasury share exception will continue to be available for the transaction even though the transaction does not close until after the date the SEC approval of this proposed rule change.]

312.04 For the Purpose of Section 312.03

For the purpose of Section 312.03:

(j) The issuance of shares from treasury is considered an issuance of shares for purposes of Section 312.03. (See Section 703.01, Part 1, of the Listed Company Manual regarding required notice to the Exchange of issuance of shares from treasury.)

(k) “Early Stage Company” means a company that has not reported revenues greater than \$20 million in any two consecutive fiscal years since its incorporation and any Early Stage Company will lose that designation at any time after listing on the Exchange that it files an annual report with the SEC in which it reports two consecutive fiscal years in which it has revenues greater than \$20 million in each year.
