



**Martha Redding**  
Associate General Counsel  
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July 28, 2016

**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. 34-78263 (SR-NYSE-2016-44)

Dear Mr. Fields:

NYSE LLC; filed the attached Partial Amendment No. 1 to the above-referenced filing on July 26, 2016.

Sincerely,

A handwritten signature in blue ink, appearing to be the initials "BJF" followed by a stylized flourish.

Encl. (Partial Amendment No. 1 to SR-NYSE-2016-44)

*Required fields are shown with yellow backgrounds and asterisks.*

Page 1 of * 4	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4		File No.* SR - 2016 - * 44	Amendment No. (req. for Amendments *) 1
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"/>		
<b>Description</b>				
Provide a brief description of the action (limit 250 characters, required when Initial is checked *).				
<input type="text" value="Proposal rules to allow the Exchange to trade pursuant to unlisted trading privileges for any NMS Stock listed on another national securities exchange and establish listing and trading requirements for exchange traded products and adopt new equity trading rules relating to trading halts of securities traded pursuant to UTP on the Pillar platform"/>				
<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 *	<input type="text" value="Sherry"/>	Last Name *	<input type="text" value="Sandler"/>	
Title *	<input type="text" value="Associate General Counsel NYSE Group Inc"/>			
E-mail *	<input type="text" value="[REDACTED]"/>			
Telephone *	<input type="text" value="[REDACTED]"/>	Fax	<input type="text" value="[REDACTED]"/>	
<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.				
(Title *)				
Date	<input type="text" value="07/26/2016"/>	<input type="text" value="Associate General Counsel"/>		
By	<input type="text" value="Clare Saperstein"/>	<input type="text" value=""/>		
(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.				
<input type="button" value="Clare Saperstein,"/>				

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.

New York Stock Exchange LLC (“NYSE” or the “Exchange”) hereby submits this Partial Amendment No. 1 to the above-referenced filing (“Filing”) in connection with the proposed rule change to: (1) allow the Exchange to trade pursuant to unlisted trading privileges (“UTP”) for any NMS Stock<sup>1</sup> listed on another national securities exchange; (2) establish listing and trading requirements for exchange traded products (“ETPs”); and (3) adopt new equity trading rules relating to trading halts of securities traded pursuant to UTP on the Pillar platform. The Exchange proposes the following amendments to the Filing:

**1. Amend the third paragraph on page 11 of the Filing (first full paragraph on page 46 of the Exhibit 1).**

The Exchange proposes to amend the third paragraph on page 11 of the Filing (first full paragraph on page 46 of the Exhibit 1) by adding the following bullet (new text underlined):

Finally, the Exchange proposes to make the following substitutions in its proposed rules for terms used in the NYSE Arca Equities ETP listing and trading rules (collectively, the “General Definitional Term Changes”):

- Because the Exchange’s rules regarding the production of books and records are described in Rule 440, the Exchange is proposing to refer to Rule 440 in its proposed rules wherever NYSE Arca Equities Rule 4.4<sup>2</sup> is referenced in the rules of NYSE Arca Equities proposed in this filing:

**2. Amend the first full paragraph on page 13 of the Filing (the first paragraph on page 49 of the Exhibit 1).**

The Exchange proposes to amend the first full paragraph on page 13 of the Filing (the first paragraph on page 49 of the Exhibit 1) as follows (new text underlined and deletions bracketed):

[If an exchange has approved trading rules, procedures and listing standards in place that have been approved by the Commission for the product class that would include a new derivative securities product, the listing and trading of such “new derivative securities product,” does not require a proposed rule change under Section 19b-4 of the Act.] The Exchange would[, however,] have to file a

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<sup>1</sup> NMS Stock is defined in Rule 600 of Regulation NMS, 17 CFR 242.600(b)(47).

<sup>2</sup> In addition to the existing obligations under the rules of NYSE Arca Equities regarding the production of books and records, NYSE Arca Equities Rule 4.4 provides restrictions on ETP Holder activities pertaining to books and records.

Form 19b-4(e) with the Commission to trade these ETPs. [For this purpose,] [t]The Exchange is proposing substantially identical rules to those of NYSE Arca Equities for the qualification, listing and delisting of companies on the Exchange applicable to the ETPs.<sup>3</sup>

**3. Amend the first bullet on page 27 of the Filing (the first bullet on page 67 of the Exhibit 1).**

The Exchange proposes to amend the first bullet on page 27 of the Filing (the first bullet on page 67 of the Exhibit 1) by deleting it (deletions bracketed):

[\* Correction of a typographical error in NYSE Arca Equities Rule 8.400(a), so that proposed Rule 8.400(a) reads “as such terms are used in Rule 5.1(b)” in the last sentence, rather than “as such terms are used in the Rule 5.1(b)” as is currently drafted in NYSE Arca Equities Rule 8.400(a).]

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All other representations in the Filing remain as stated therein and no other changes are being mad

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<sup>3</sup> Each proposed NYSE Rule corresponds to the same rule number as the NYSE Arca Equities rules with which it conforms. The Exchange notes that, for new ETPs to be traded pursuant to UTP, which are listed and traded on another exchange pursuant to Rule 19b-4(e), the Exchange would be required to file Form 19b-4(e) with the Commission in accordance with the requirements therein.