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September 20, 2017

Eduardo A. Aleman
Assistant Secretary
Securities and Exchange Commission
100 F Street, NE.
Washington, DC 20549-1090

Re: Proposed Rule Change to Amend Section 202.06 of the NYSE Listed Company Manual to Prohibit Listed Companies From Issuing Material News After the Official Closing Time for the Exchange's Trading Session Until the Earlier of Publication of Such Company's Official Closing Price on the Exchange or Five Minutes After the Official Closing Time (SR-NYSE-2017-32).

Dear Mr. Aleman:

Virtu Financial LLC (together with its affiliates, “Virtu” or “we”) is submitting this letter to share our views about the proposal filed by the New York Stock Exchange LLC (the “Exchange”) to prohibit listed companies from issuing material news after the official closing time for the Exchange's trading session until the earlier of publication of such company's official closing price on the Exchange or five minutes after the official closing time (the “Proposal”). We commend the Exchange for submitting the Proposal for consideration and, as detailed below, Virtu supports the Proposal.

By way of background, Virtu is a leading technology-enabled market-maker and liquidity provider to the global financial markets, operating from offices in New York, Austin, Chicago, Singapore, London, and Dublin. Our affiliates, Virtu Financial BD LLC, Virtu Financial Capital Markets LLC, and Virtu Americas LLC are members of numerous exchanges in the U.S. Virtu provides liquidity in more than 19,000 instruments on more than 235 venues and market places, and seeks to provide liquidity across all instruments traded on transparent electronic markets globally.

We believe that the U.S. equity markets are among the most robust, transparent, and equitable markets in the world and play a major role in enhancing investor confidence, facilitating price discovery, and encouraging healthy marketplace competition. Further, Virtu believes that the U.S. equity markets are the international standard for all markets to emulate.



We support the overall goals of the Proposal and thoroughly agree that, in order to prevent investor confusion, the closing price for NYSE listed companies must be consistent with the contemporaneous trading prices on other markets. In order to achieve this result, we concur with the Exchange's request to amend Section 202.06 of the NYSE Listed Company Manual (the "Manual") to prohibit listed companies from issuing material news until the earlier of the publication of such company's official closing price on the Exchange or five minutes after the official closing time. As noted in the Proposal, a brief "cooling off" period will enable the Designated Market Maker to complete the closing auction process without the pricing disruption caused by the dissemination of material news.

Further, in a related context, Virtu also encourages the Exchange to reexamine the Exchange's policies regarding the dissemination of material news during the trading day. First, Virtu unequivocally concurs with the importance of the requirement in Section 202.05 of the Manual that listed companies issue material news as quickly as possible. With that said, material news that is released into the marketplace in a premature or irresponsible manner can have a significant impact on pricing and investors. For example, the intraday dissemination of material news by a listed company or their banking agent regarding a M&A transaction can negatively impact the operation of a fair and orderly market. This may occur despite the fact that the Exchange has enacted clear rules in Section 202.06 of the Manual to guide companies prior to announcing such news. Specifically, Section 202.06(B) provides in pertinent part as follows:

When the announcement of news of a material event or a statement dealing with a rumor which calls for immediate release is made between 7:00 A.M. and 4:00 P.M., Eastern Time, the company must notify the Exchange by telephone at least ten minutes prior to release of the announcement, to inform the Exchange of the substance of the announcement and the method by which the company intends to comply with the immediate release policy and providing the Exchange with the information necessary to locate the news upon publication.... If the Exchange receives such notification in time, it will be in a position to consider whether, in the opinion of the Exchange, trading in the security should be temporarily halted. **A delay in trading after the appearance of the news on the major news wires provides a period of calm for public evaluation of the announcement. The halt also allows customers to revise the terms of limit orders on the Exchange in view of the news announcement. Even if limit orders are not canceled or changed during the halt,**



the fact that trading is halted results in the reopening being considered a new opening, thereby enabling limit orders to participate at the new opening price regardless of the previously entered limit.... However, where events transpire during market hours, the overall importance of fairness to all those participating in the market demands that these procedures be followed. (emphasis supplied)

Virtu respectfully requests that the Exchange review compliance with Section 202.06 and determine whether appropriate actions are being taken to prevent the dissemination of material news before a proper evaluation by the Exchange is undertaken to possibly impose a trading halt.

We appreciate the opportunity to comment on the Proposal and encourage further analysis to help ensure the proper release of material news.

Sincerely,

VIRTU FINANCIAL LLC

By: 
John Dibacco