



Martha Redding
Associate General Counsel
Assistant Secretary

New York Stock Exchange

November 29, 2017

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. 34-81494 (SR-NYSE-2017-32)

Dear Mr. Fields:

NYSE LLC, Inc. filed the attached Amendment No. 1 to the above-referenced filing on November 28, 2017.

Sincerely,

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

(Encl. Amendment No. 1 to SR-NYSE-2017-32)

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 19	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - 2017 - * 32 Amendment No. (req. for Amendments *) 1
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Filing by New York Stock Exchange LLC
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"/>
Pilot <input type="checkbox"/>	Extension of Time Period for Commission Action * <input type="checkbox"/>	Date Expires * <input type="text"/>	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)		

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"/>
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Description

Provide a brief description of the action (limit 250 characters, required when Initial is checked *).

Proposal to amend Section 202.06 of the NYSE Listed Company Manual

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 * John Last Name * Carey
 Title * Senior Director NYSE Group Inc
 E-mail * [REDACTED]
 Telephone * [REDACTED] Fax [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 11/28/2017 Senior Counsel
 By David De Gregorio [REDACTED]
 (Name *)

David DeGregorio,

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 EFFS website.

Form 19b-4 Information *

Add Remove View

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 *

Add Remove View

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

Add Remove View

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

Add Remove View

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

Add Remove View

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

Add Remove View

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.

1. Text of the Proposed Rule Change

- (a) Pursuant to the provisions of Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Exchange Act”)¹ and Rule 19b-4 thereunder,² New York Stock Exchange LLC (“NYSE” or the “Exchange”) proposes to amend Section 202.06 of the NYSE Listed Company Manual (the “Manual”) to limit the issuance of material news by listed companies in the period immediately after the official closing time for the Exchange’s trading session.³

The text of the proposed rule change is set forth in Exhibit 5 attached hereto. The proposed rule change is available on the Exchange’s website at www.nyse.com, at the Exchange’s principal office, and at the Commission’s Public Reference Room.

- (b) The Exchange does not believe that the proposed rule change will have any direct effect, or any significant indirect effect, on any other Exchange rule in effect at the time of this filing.
- (c) Not applicable.

2. Procedures of the Self-Regulatory Organization

Senior management has approved the proposed rule change pursuant to authority delegated to it by the Board of the Exchange. No further action is required under the Exchange’s governing documents. Therefore, the Exchange’s internal procedures with respect to the proposed rule change are complete.

The person on the Exchange staff prepared to respond to questions and comments on the proposed rule change is:

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ The Exchange previously filed a proposed rule change to amend Section 202.06 of the Manual to limit the issuance of material news by listed companies in the period immediately after the official closing time for the Exchange’s trading session. See Securities Exchange Act Release No. 81494 (August 29, 2017); 82 FR 42008 (September 5, 2017) (SR-NYSE-2017-32). This Amendment No. 1 replaces and supersedes the original filing of SR-NYSE-2017-32 in its entirety. The only substantive change in Amendment No. 1 is to amend the proposed rule text to provide that the proposed restriction on issuing material news would not apply where a listed company was publicly disclosing material information following a non-intentional disclosure in order to comply with Regulation FD.

John Carey
Senior Director
NYSE Group, Inc.



3. Self-Regulatory Organization’s Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

(a) Purpose

The Exchange proposes to amend Section 202.06 of the Manual to limit the issuance of material news by listed companies in the period immediately after the official closing time for the Exchange’s trading session.

Continuous trading on the Exchange ends at the Exchange’s official closing time of 4:00 p.m. Eastern Time (except that on certain days the official closing time occurs early at 1:00 p.m. Eastern Time), which is when the Exchange stops accepting new orders, including orders designated for the closing auction, and requests to cancel orders.⁴ The Designated Market Maker (“DMM”) registered in a security facilitates the close of trading after continuous trading ends at the official closing time of 4:00 p.m.⁵ Up to 4:00 p.m., the Exchange publishes Order Imbalance Information, which includes real-time order imbalance information and information indicating the price at which closing interest may be executed in full and the price at which Exchange Book and closing-only interest may be executed in full.⁶

The DMM-facilitated closing process is manual, however, a DMM can choose to automate the process.⁷ Because of the manual nature of how the close is

⁴ Pursuant to NYSE Rule 123C(2), orders designated for the close, including Market on Close (“MOC”) and Limit on Close (“LOC”) Orders can be entered after 3:45 p.m. to offset a published Mandatory MOC/LOC Imbalance Publication. Closing Offset (“CO”) Orders can be entered on both sides of the market up to 4:00 p.m. regardless of whether there is a published imbalance.

⁵ Pursuant to NYSE Rule 104(a)(3), a DMM has a responsibility and duty to facilitate the close of trading for each of the securities in which the DMM is registered as required by Exchange rules, which may include supplying liquidity as needed.

⁶ See NYSE Rule 123C(6) (describing the Order Imbalance Information Data Feed).

⁷ See NYSE Rule 123C, which establishes the Exchange’s Closing Procedures, including that closings may be effectuated manually or electronically by the DMM (Supplementary Material .10 to Rule 123C). In particular, see Rule 123C(7) for the order of execution on the close, including which orders are

facilitated, the DMM cannot begin the process until order entry acceptance has ended, i.e., after 4:00 p.m. A DMM therefore facilitates a closing auction based on an order imbalance established before 4:00 p.m., and on orders entered with information available before 4:00 p.m.

Because there is trading after 4:00 p.m. Eastern Time on other exchange and non-exchange venues, if a listed company releases material news immediately after 4:00 p.m., but before the closing auction on the NYSE is completed, there can be a significant price difference in nearly contemporaneous trades on other markets and the closing price on the Exchange.⁸ As the discrepancy between the NYSE closing price and trading prices on other markets can cause confusion to investors, the Exchange previously added advisory text in Section 202.06 of the Manual requesting that listed companies intending to release material news after the close of trading on the Exchange wait until the earlier of the publication of their security's official closing price on the Exchange or 15 minutes after the scheduled closing time on the Exchange.

Notwithstanding this advisory text, the Exchange has continued to experience situations where material news released shortly after 4:00 p.m. has caused significant investor confusion. Specifically, when a listed company releases material news shortly after 4.00 p.m., but before the DMM has been able to complete the closing auction, the news release can cause the company's stock to trade on other markets at materially different prices than the price of the NYSE's closing auction.

The Exchange now proposes to amend Section 202.06 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. In the Exchange's experience, DMMs are able to complete the closing auctions for the securities assigned to a DMM in almost all cases within five minutes of the Exchange's official closing time, so the proposed amendment utilizes that timeframe as it would make it unlikely that a listed company would ever issue material news between the official closing time and the completion of

guaranteed to participate in the closing transaction, and in which order and Rule 123C(8) for how closing transactions are to be effectuated if there is an imbalance of shares to buy over shares to sell in MOC and/or marketable LOC orders, or vice versa.

⁸ The price of the closing auction is based in large part on the order imbalance established before 4:00 p.m.; if material news is issued after 4:00 p.m., but before the closing auction, market participants can neither enter nor cancel orders intended for the close on the NYSE.

the closing auction.⁹ This prohibition would mitigate the risk of market disruption and investor confusion associated with the occurrence of significant news-related price volatility on other markets during the brief period between the NYSE's official closing time and the completion of the closing auction. While the Exchange notes the importance of the requirement of Section 202.05 of the Manual that listed companies issue material news as quickly as possible, it believes that the brief delay mandated by the proposed amendment is desirable in light of the benefit of the reduced likelihood of the occurrence investor confusion associated with the issuance of material news prior to the completion of the closing auction.

The proposed restriction on issuing material news after the Exchange's official closing time would not apply in situations where the company was releasing material news after an unintentional selective disclosure in compliance with Regulation FD. The Exchange believes this exception is necessary so that compliance with the proposed rule change would never require a listed company to delay making a disclosure that would be required under Regulation FD.

(b) Statutory Basis

The Exchange believes that the proposed rule change is consistent with Section 6(b)¹⁰ of the Act, in general, and furthers the objectives of Section 6(b)(5) of the Act,¹¹ in particular in that it is designed to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest and is not designed to permit unfair discrimination between customers, issuers, brokers, or dealers. In particular, the proposed amendment is designed to promote just and equitable principles of trade by ensuring that participants in the closing auction at the Exchange do not have their trades executed at a price that is inconsistent with contemporaneous trading prices on other markets that reflect material news that was released after the NYSE's official closing time. The exception to the proposed rule change for companies issuing material news in compliance with Regulation FD is consistent with Section 6(b)(5), because enabling companies to comply with Regulation FD is consistent with the protection of investors as it provides all market participants

⁹ To avoid market disruptions when the closing auction is delayed more than five minutes, the amended rule will continue to include advisory text asking companies to avoid issuing material news until the earlier of publication of the official closing price or 15 minutes after the NYSE's official closing time.

¹⁰ 15 U.S.C. 78f(b).

¹¹ 15 U.S.C. 78f(b)(5).

with equal access to information that is material to an investment in a company's securities.

4. Self-Regulatory Organization's Statement on Burden on Competition

The Exchange does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purpose of the Exchange Act. The purpose of the proposed amendment is not to affect competition, but rather to ensure that participants in the closing auction at the Exchange do not have their trades executed at a price that is inconsistent with contemporaneous trading prices on other markets that reflect material news that was released after the NYSE's official closing time. Therefore, the proposed rule change will not impose any burden on competition. The purpose of the exception to the proposed amendment for companies issuing material news in compliance with Regulation FD is to ensure that all market participants have equal access to information that is material to an investment in the issuer's securities and it imposes no burden on competition.

5. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants or Others

The Exchange has neither solicited nor received written comments on the proposed rule change.

6. Extension of Time Period for Commission Action

The Exchange does not consent at this time to an extension of any time period for Commission action.

7. Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated Effectiveness Pursuant to Section 19(b)(2)

Not applicable.

8. Proposed Rule Change Based on Rules of Another Self-Regulatory Organization or of the Commission

Not applicable.

9. Security-Based Swap Submissions Filed Pursuant to Section 3C of the Act

Not applicable.

10. Advance Notices Filed Pursuant to Section 806(e) of the Payment, Clearing and Settlement Supervision Act

Not applicable.

11. Exhibits

Exhibit 1 – Form of Notice of Proposed Rule Change for Federal Register

Exhibit 4 – Proposed Rule Text Marked to Show Changes Made in Amendment No. 1.

Exhibit 5 – Proposed Rule Text

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34- ; File No. SR-NYSE-2017-32; Amendment No. 1)

[Date]

Self-Regulatory Organizations; New York Stock Exchange LLC; Notice of Filing of Proposed Rule Change to Amend Section 202.06 of the NYSE Listed Company Manual

Pursuant to Section 19(b)(1)¹ of the Securities Exchange Act of 1934 (the “Act”)² and Rule 19b-4 thereunder,³ notice is hereby given that, on November 28, 2017, New York Stock Exchange LLC (“NYSE” or the “Exchange”) filed with the Securities and Exchange Commission (the “Commission”) the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the self-regulatory organization. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Self-Regulatory Organization’s Statement of the Terms of Substance of the Proposed Rule Change

The Exchange proposes to amend Section 202.06 of the NYSE Listed Company Manual (the “Manual”) to limit the issuance of material news by listed companies in the period immediately after the official closing time for the Exchange’s trading session.⁴

¹ 15 U.S.C.78s(b)(1).

² 15 U.S.C. 78a.

³ 17 CFR 240.19b-4.

⁴ The Exchange previously filed a proposed rule change to amend Section 202.06 of the Manual to limit the issuance of material news by listed companies in the period immediately after the official closing time for the Exchange’s trading session. See Securities Exchange Act Release No. 81494 (August 29, 2017); 82 FR 42008 (September 5, 2017) (SR-NYSE-2017-32). This Amendment No. 1 replaces and supersedes the original filing of SR-NYSE-2017-32 in its entirety. The only substantive change in Amendment No. 1 is to amend the proposed rule

The proposed rule change is available on the Exchange's website at www.nyse.com, at the principal office of the Exchange, and at the Commission's Public Reference Room.

II. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, the self-regulatory organization included statements concerning the purpose of, and basis for, the proposed rule change and discussed any comments it received on the proposed rule change. The text of those statements may be examined at the places specified in Item IV below. The Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant parts of such statements.

A. Self-Regulatory Organization's Statement of the Purpose of, and the Statutory Basis for, the Proposed Rule Change

1. Purpose

The Exchange proposes to amend Section 202.06 of the Manual to limit the issuance of material news by listed companies in the period immediately after the official closing time for the Exchange's trading session.

Continuous trading on the Exchange ends at the Exchange's official closing time of 4:00 p.m. Eastern Time (except that on certain days the official closing time occurs early at 1:00 p.m. Eastern Time), which is when the Exchange stops accepting new orders, including orders designated for the closing auction, and requests to cancel orders.⁵ The Designated Market Maker ("DMM") registered in a security facilitates the

text to provide that the proposed restriction on issuing material news would not apply where a listed company was publicly disclosing material information following a non-intentional disclosure in order to comply with Regulation FD.

⁵ Pursuant to NYSE Rule 123C(2), orders designated for the close, including Market on Close ("MOC") and Limit on Close ("LOC") Orders can be entered

close of trading after continuous trading ends at the official closing time of 4:00 p.m.⁶ Up to 4:00 p.m., the Exchange publishes Order Imbalance Information, which includes real-time order imbalance information and information indicating the price at which closing interest may be executed in full and the price at which Exchange Book and closing-only interest may be executed in full.⁷

The DMM-facilitated closing process is manual, however, a DMM can choose to automate the process.⁸ Because of the manual nature of how the close is facilitated, the DMM cannot begin the process until order entry acceptance has ended, i.e., after 4:00 p.m. A DMM therefore facilitates a closing auction based on an order imbalance established before 4:00 p.m., and on orders entered with information available before 4:00 p.m.

Because there is trading after 4:00 p.m. Eastern Time on other exchange and non-exchange venues, if a listed company releases material news immediately after 4:00

after 3:45 p.m. to offset a published Mandatory MOC/LOC Imbalance Publication. Closing Offset (“CO”) Orders can be entered on both sides of the market up to 4:00 p.m. regardless of whether there is a published imbalance.

⁶ Pursuant to NYSE Rule 104(a)(3), a DMM has a responsibility and duty to facilitate the close of trading for each of the securities in which the DMM is registered as required by Exchange rules, which may include supplying liquidity as needed.

⁷ See NYSE Rule 123C(6) (describing the Order Imbalance Information Data Feed).

⁸ See NYSE Rule 123C, which establishes the Exchange’s Closing Procedures, including that closings may be effectuated manually or electronically by the DMM (Supplementary Material .10 to Rule 123C). In particular, see Rule 123C(7) for the order of execution on the close, including which orders are guaranteed to participate in the closing transaction, and in which order and Rule 123C(8) for how closing transactions are to be effectuated if there is an imbalance of shares to buy over shares to sell in MOC and/or marketable LOC orders, or vice versa.

p.m., but before the closing auction on the NYSE is completed, there can be a significant price difference in nearly contemporaneous trades on other markets and the closing price on the Exchange.⁹ As the discrepancy between the NYSE closing price and trading prices on other markets can cause confusion to investors, the Exchange previously added advisory text in Section 202.06 of the Manual requesting that listed companies intending to release material news after the close of trading on the Exchange wait until the earlier of the publication of their security's official closing price on the Exchange or 15 minutes after the scheduled closing time on the Exchange.

Notwithstanding this advisory text, the Exchange has continued to experience situations where material news released shortly after 4:00 p.m. has caused significant investor confusion. Specifically, when a listed company releases material news shortly after 4.00 p.m., but before the DMM has been able to complete the closing auction, the news release can cause the company's stock to trade on other markets at materially different prices than the price of the NYSE's closing auction.

The Exchange now proposes to amend Section 202.06 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. In the Exchange's experience, DMMs are able to complete the closing auctions for the securities assigned to a DMM in almost all cases within five minutes of the Exchange's official closing time, so the proposed amendment utilizes that timeframe as it would make it unlikely

⁹ The price of the closing auction is based in large part on the order imbalance established before 4:00 p.m.; if material news is issued after 4:00 p.m., but before the closing auction, market participants can neither enter nor cancel orders intended for the close on the NYSE.

that a listed company would ever issue material news between the official closing time and the completion of the closing auction.¹⁰ This prohibition would mitigate the risk of market disruption and investor confusion associated with the occurrence of significant news-related price volatility on other markets during the brief period between the NYSE's official closing time and the completion of the closing auction. While the Exchange notes the importance of the requirement of Section 202.05 of the Manual that listed companies issue material news as quickly as possible, it believes that the brief delay mandated by the proposed amendment is desirable in light of the benefit of the reduced likelihood of the occurrence investor confusion associated with the issuance of material news prior to the completion of the closing auction.

The proposed restriction on issuing material news after the Exchange's official closing time would not apply in situations where the company was releasing material news after an unintentional selective disclosure in compliance with Regulation FD. The Exchange believes this exception is necessary so that compliance with the proposed rule change would never require a listed company to delay making a disclosure that would be required under Regulation FD.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with Section 6(b)¹¹ of the Act, in general, and furthers the objectives of Section 6(b)(5) of the Act,¹² in

¹⁰ To avoid market disruptions when the closing auction is delayed more than five minutes, the amended rule will continue to include advisory text asking companies to avoid issuing material news until the earlier of publication of the official closing price or 15 minutes after the NYSE's official closing time.

¹¹ 15 U.S.C. 78f(b).

¹² 15 U.S.C. 78f(b)(5).

particular in that it is designed to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest and is not designed to permit unfair discrimination between customers, issuers, brokers, or dealers. In particular, the proposed amendment is designed to promote just and equitable principles of trade by ensuring that participants in the closing auction at the Exchange do not have their trades executed at a price that is inconsistent with contemporaneous trading prices on other markets that reflect material news that was released after the NYSE's official closing time. The exception to the proposed rule change for companies issuing material news in compliance with Regulation FD is consistent with Section 6(b)(5), because enabling companies to comply with Regulation FD is consistent with the protection of investors as it provides all market participants with equal access to information that is material to an investment in a company's securities.

B. Self-Regulatory Organization's Statement on Burden on Competition

The Exchange does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purpose of the Exchange Act. The purpose of the proposed amendment is not to affect competition, but rather to ensure that participants in the closing auction at the Exchange do not have their trades executed at a price that is inconsistent with contemporaneous trading prices on other markets that reflect material news that was released after the NYSE's official closing time. Therefore, the proposed rule change will not impose any

burden on competition. The purpose of the exception to the proposed amendment for companies issuing material news in compliance with Regulation FD is to ensure that all market participants have equal access to information that is material to an investment in the issuer's securities and it imposes no burden on competition.

C. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others

No written comments were solicited or received with respect to the proposed rule change.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

Within 45 days of the date of publication of this notice in the Federal Register or up to 90 days (i) as the Commission may designate if it finds such longer period to be appropriate and publishes its reasons for so finding or (ii) as to which the self-regulatory organization consents, the Commission will:

- (A) by order approve or disapprove the proposed rule change, or
- (B) institute proceedings to determine whether the proposed rule change should be disapproved.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File Number SR-

NYSE-2017-32 on the subject line.

Paper comments:

- Send paper comments in triplicate to Brent J. Fields, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number SR-NYSE-2017-32. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet website (<http://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for website viewing and printing in the Commission's Public Reference Room, 100 F Street, NE, Washington, DC 20549 on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change. Persons submitting comments are cautioned that we do not redact or edit personal identifying information from comment submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-NYSE-2017-32 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to

delegated authority.¹³

Robert W. Errett
Deputy Secretary

¹³ 17 CFR 200.30-3(a)(12).

Added text underlined
Deleted text in [brackets]
Amendment No. 1 added text in *bold italics*

NYSE Listed Company Manual

* * * * *

202.06 Procedure for Public Release of Information; Trading Halts

* * * * *

[Advisory: The Exchange asks]

(D) Issuance of Material News Shortly After Exchange Close

In order to facilitate an orderly closing process, companies [that intend to] must not issue material news after the closing of trading on the Exchange [to delay doing so] until the earlier of publication of such company's official closing price on the Exchange or [fifteen] five minutes after the [close of trading on the Exchange] Exchange's official closing time, ***except when publicly disclosing material information following a non-intentional disclosure in order to comply with Regulation FD*** [in order to facilitate an orderly closing process to trading on the Exchange]. Furthermore, the Exchange recommends that companies that intend to issue material news after the Exchange's official closing time delay doing so until the earlier of publication of such company's official closing price on the Exchange or fifteen minutes after the Exchange's official closing time. [Trading on t]The Exchange's official closing time is typically [closes at] 4:00 P.M. Eastern Time, except for certain days on which [trading closes] the official closing time occurs early at 1:00 P.M. Eastern Time.

* * * * *

Additions underscored
Deletions [bracketed]

NYSE Listed Company Manual

202.06 Procedure for Public Release of Information; Trading Halts

* * * * *

[*Advisory*: The Exchange asks]

(D) Issuance of Material News Shortly After Exchange Close

In order to facilitate an orderly closing process, companies [that intend to] must not issue material news after the closing of trading on the Exchange [to delay doing so] until the earlier of publication of such company's official closing price on the Exchange or [fifteen] five minutes after the [close of trading on the Exchange] Exchange's official closing time, except when publicly disclosing material information following a non-intentional disclosure in order to comply with Regulation FD [in order to facilitate an orderly closing process to trading on the Exchange]. Furthermore, the Exchange recommends that companies that intend to issue material news after the Exchange's official closing time delay doing so until the earlier of publication of such company's official closing price on the Exchange or fifteen minutes after the Exchange's official closing time. [Trading on t]The Exchange's official closing time is typically [closes at] 4:00 P.M. Eastern Time, except for certain days on which [trading closes] the official closing time occurs early at 1:00 P.M. Eastern Time.

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