

February 18, 2020

Ms. Vanessa A. Countryman
Secretary
Securities and Exchange Commission
100 F Street NE
Washington, DC 20549-1090

Re: NYSE Proposal to Modify the Provisions Relating to Direct Listings (File No. SR-NYSE-2019-67)

Dear Ms. Countryman:

Citadel Securities appreciates the opportunity to provide comments to the Securities and Exchange Commission (the “Commission”) on the proposal by the New York Stock Exchange LLC (“NYSE”) to allow companies to sell shares on their own behalf pursuant to a direct floor listing (the “Proposal”).¹

As the largest NYSE Designated Market Maker (“DMM”) by number of listings, we strongly support proposals designed to facilitate private companies accessing U.S. public equity markets. Our experience as the DMM for both Spotify Technology S.A. and Slack Technologies, Inc. has demonstrated that a direct listing can be an attractive and successful alternative to the traditional IPO process.

The NYSE Proposal is intended to further strengthen the direct listing process by allowing companies to sell shares on their own behalf, in addition to allowing sales by existing shareholders. At the same time, the Proposal updates both the publicly-held shares and distribution requirements associated with direct listings in order to ensure the development of a liquid trading market. In our view, the Proposal strikes an appropriate balance with these updated requirements, and therefore is consistent with the Securities Exchange Act of 1934.

Ultimately, providing companies with viable alternatives for accessing U.S. public equity markets will increase and diversify the investment opportunities available to public investors. The NYSE Proposal is consistent with the Commission’s overarching mission of (1) protecting investors, (2) maintaining fair, orderly and efficient markets, and (3) facilitating capital formation. We recommend that the Commission approve this Proposal.

* * * * *

¹ 84 Fed. Reg. 72065 (Dec. 30, 2019), available at: <https://www.govinfo.gov/content/pkg/FR-2019-12-30/pdf/2019-28029.pdf>.

We appreciate the opportunity to provide comments on the Proposal. Please feel free to call the undersigned at (646) 403-8200 with any questions regarding these comments.

Respectfully,

/s/ Stephen John Berger

Managing Director

Global Head of Government & Regulatory Policy