

Memorandum

To: SR-OCC-2021-802

From: Office of Clearance and Settlement, Division of Trading and Markets

Re: Response to the Commission's Request for Additional information

Date: June 23, 2022

On October 8, 2021, the Options Clearing Corporation ("OCC") filed advance notice SR-OCC-2021-802 ("Advance Notice") with the U.S. Securities and Exchange Commission ("Commission"), pursuant to Section 806(e)(1)(A) of the Payment, Clearing, and Settlement Supervision Act of 2010 ("Clearing Supervision Act")¹ and Rule 19b-4(n)(1)(i) of the Securities Exchange Act of 1934,² to in connection with a proposed adoption of Cloud infrastructure for OCC's new clearing, risk management, and data management applications with an on-demand network of configurable information technology resources running on virtual infrastructure hosted by a third party. The Advance Notice and an extension of the review period for the Advance Notice were published in the Federal Register on November 2, 2021.³ The Commission has received no comments regarding the changes proposed in the Advance Notice.

On November 16, 2021, OCC filed Partial Amendment No. 1 to the Advance Notice.⁴ On December 13, 2021, OCC filed Partial Amendment No. 2 to the Advance Notice.⁵

¹ 12 U.S.C. 5465(e)(1)(A).

² 17 CFR 240.19b-4(n)(1)(i).

³ Securities Exchange Act Release No. 93434 (Oct. 27, 2021), 86 Fed. Reg. 60503 (Nov. 2, 2021) (File No. SR-OCC-2021-802) ("Notice of Filing").

⁴ Partial Amendment No. 1 appended an Exhibit 2 to documents filed as part of the Advance Notice on October 8, 2021. The Exhibit 2 appended by Partial Amendment No. 1 consists of a communication from OCC to its Clearing Members concerning the changes discussed in the Advance Notice.

⁵ Partial Amendment No. 2 replaced confidential Exhibits 3f and 3g filed as part of the Advance Notice, as modified by Partial Amendment No. 1, with revised confidential Exhibits 3f and 3g and added Exhibit 3gg to the Advance Notice. Exhibits 3f and 3gg are two of the documents that collectively comprise the agreement with the Cloud Service Provider. Exhibit 3g provides a summary of the terms and conditions of OCC's agreement with the Cloud Service Provider that designed to enable OCC to comply with Regulation SCI.

On January 27, 2022, the Commission requested additional information from OCC pursuant to Section 806(e)(1)(D) of the Clearing Supervision Act.⁶ On March 3, 2022, the Commission received OCC's response to the Commission's request for additional information.

On June 14, 2022, the Commission again requested additional information from OCC pursuant to Section 806(e)(1)(D) of the Clearing Supervision Act.⁷

Pursuant to Section 806(e)(1) of the Clearing Supervision Act,⁸ the Commission's period of review of the Advance Notice is tolled and shall be 120 days from the date the information requested is received by the Commission absent an additional information request.⁹

On June 22, 2022, the Commission received OCC's response to the Commission's request for additional information. Accordingly, October 20, 2022 is the date by which the Commission shall notify OCC of any objection regarding the Advance Notice, unless the Commission requests further information for consideration of the Advance Notice.

⁶ 12 U.S.C. 5465(e)(1)(D).

⁷ 12 U.S.C. 5465(e)(1)(D).

⁸ See 12 U.S.C. 5465(e)(1)(E) and (G).

⁹ See 12 U.S.C. 5465(e)(1)(H) (indicating that the Commission may, during the 60-day review period, extend the review period for an additional 60 days for proposed changes that raise novel or complex issues).