



**Erika Moore**  
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November 9, 2016

Brent J. Fields  
Secretary  
U.S. Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549-1090

Re: Amendment No. 1 (SR-SCCP-2016-01 A-1)

Dear Mr. Fields:

Stock Clearing Corporation of Philadelphia filed the above-referenced filing on November 9, 2016.

Sincerely,

A handwritten signature in black ink that reads 'Erika J Moore'.

Erika Moore  
Senior Associate General Counsel

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

Filing by   
 Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

<input type="checkbox"/> Initial *	<input checked="" type="checkbox"/> Amendment *	<input type="checkbox"/> Withdrawal	<input checked="" type="checkbox"/> Section 19(b)(2) *	<input type="checkbox"/> Section 19(b)(3)(A) *	<input type="checkbox"/> Section 19(b)(3)(B) *
			Rule		
<input type="checkbox"/> Pilot	<input type="checkbox"/> Extension of Time Period for Commission Action *	<input type="text" value=""/> Date Expires *	<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 <input type="checkbox"/> Section 806(e)(1) * <input type="checkbox"/> Section 806(e)(2) *	Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934 <input type="checkbox"/> Section 3C(b)(2) *
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<input type="checkbox"/> Exhibit 2 Sent As Paper Document	<input type="checkbox"/> Exhibit 3 Sent As Paper Document
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**Description**

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

**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 \*       Last Name \*

Title \*

E-mail \*

Telephone \*       Fax

**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      

By      

(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.

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.

**SR-SCCP-2016-01 Amendment No. 1**

Stock Clearing Corporation of Philadelphia (“SCCP”), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> is filing with the Securities and Exchange Commission (“SEC” or “Commission”) this Amendment No. 1 to SR-SCCP-2016-01, submitted on September 15, 2016, to make the following changes to the pending 19b-4 and Exhibit 1.

**1. On page 20 of the 19b-4, insert the underlined text at the end of footnote 30:**

In addition, at the request of Nasdaq, the Stockholder Nominee(s) must submit all completed and signed questionnaires required of Nasdaq’s directors and officers. Nasdaq may request such additional information as necessary to (y) permit the Board to determine if each Stockholder Nominee satisfies the requirements of the proxy access provision of the By-Laws or if each Stockholder Nominee is independent under the listing standards of The NASDAQ Stock Market, any applicable rules of the SEC and any publicly disclosed standards used by the Board in determining and disclosing the independence of Nasdaq’s directors<sup>30</sup> and/or (z) permit Nasdaq’s Corporate Secretary to determine the classification of such nominee as an Industry, Non-Industry, Issuer or Public Director, if applicable, in order to make the certification referenced in Section 4.13(h)(iii) of the By-Laws.<sup>31</sup>

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<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.

\* \* \* \* \*

<sup>30</sup> Currently, the independence of Nasdaq's directors is determined pursuant to the definition of "Independent Director" in Listing Rule 5605(a)(2) of The NASDAQ Stock Market, under which certain categories of individuals cannot be deemed independent and with respect to other individuals, the Board must make an affirmative determination that such individual has no relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. Other independence standards under the SEC rules and the Listing Rules of The NASDAQ Stock Market apply to members of certain of the Board's committees. See footnote 33, infra.

<sup>31</sup> No change.

**2. On page 22 of the 19b-4, insert the underlined text at the end of footnote 33:**

Proposed Section 3.6(h) of the By-Laws

Proposed Section 3.6(h) provides that Nasdaq shall not be required to include a Stockholder Nominee in its proxy materials for any meeting of stockholders under certain circumstances. In these situations, the proxy access nomination shall be disregarded and no vote on such Stockholder Nominee will occur, even if Nasdaq has received proxies in respect of the vote. These circumstances occur when the Stockholder Nominee:

\* \* \* \* \*

- is not independent under the listing standards of The NASDAQ Stock Market, any applicable rules of the SEC and any publicly disclosed standards used by the Board in determining and disclosing independence of Nasdaq's directors, in each case as determined by the Board in its sole discretion;<sup>33</sup>

\* \* \* \* \*

33 See proposed Section 3.6(h)(ii) of the By-Laws; see also footnote 30, supra. Other than the listing standards of The NASDAQ Stock Market and any applicable rules of the SEC, Nasdaq’s Board does not currently use any additional standards to determine and disclose the independence of Nasdaq’s directors. If Nasdaq’s Board adopts any such standards in the future, such standards will be required to be publicly disclosed and will be additional to, more stringent than and not conflicting with the listing standards of The NASDAQ Stock Market or any applicable rules of the SEC. Any future such standards will be used to determine and disclose the independence of all of Nasdaq’s directors. However, the Committee and/or the Board may nominate a candidate who does not qualify as “independent” under any future such standards, provided that such nomination does not cause Nasdaq to fall out of compliance with the By-Laws, the listing standards of The NASDAQ Stock Market, any applicable rules of the SEC and any other applicable policies or regulations. Any future such standards will be filed with and approved by the Commission pursuant to Section 19(b) of the Act prior to becoming effective. Following implementation, any future such standards will be at least referenced in Nasdaq’s Corporate Governance Guidelines.

**3. On pages 48-49 of Exhibit 1, insert the underlined text at the end of footnote 28:**

In addition, at the request of Nasdaq, the Stockholder Nominee(s) must submit all completed and signed questionnaires required of Nasdaq’s directors and officers. Nasdaq may request such additional information as necessary to (y) permit the Board to determine if each Stockholder Nominee satisfies the requirements of the proxy access provision of the By-Laws or if each Stockholder Nominee is independent under the listing standards of The NASDAQ Stock Market, any applicable rules of the SEC and any publicly disclosed standards used by the Board in determining and disclosing the independence of Nasdaq’s directors<sup>28</sup> and/or (z) permit

Nasdaq's Corporate Secretary to determine the classification of such nominee as an Industry, Non-Industry, Issuer or Public Director, if applicable, in order to make the certification referenced in Section 4.13(h)(iii) of the By-Laws.<sup>29</sup>

\* \* \* \* \*

<sup>28</sup> Currently, the independence of Nasdaq's directors is determined pursuant to the definition of "Independent Director" in Listing Rule 5605(a)(2) of The NASDAQ Stock Market, under which certain categories of individuals cannot be deemed independent and with respect to other individuals, the Board must make an affirmative determination that such individual has no relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. Other independence standards under the SEC rules and the Listing Rules of The NASDAQ Stock Market apply to members of certain of the Board's committees. See footnote 31, infra.

<sup>29</sup> No change.

**4. On page 50 of Exhibit 1, insert the underlined text at the end of footnote 31:**

Proposed Section 3.6(h) of the By-Laws

Proposed Section 3.6(h) provides that Nasdaq shall not be required to include a Stockholder Nominee in its proxy materials for any meeting of stockholders under certain circumstances. In these situations, the proxy access nomination shall be disregarded and no vote on such Stockholder Nominee will occur, even if Nasdaq has received proxies in respect of the vote. These circumstances occur when the Stockholder Nominee:

\* \* \* \* \*

- is not independent under the listing standards of The NASDAQ Stock Market, any applicable rules of the SEC and any publicly disclosed standards used by the Board in determining and disclosing independence of Nasdaq's directors, in each case as determined by the Board in its sole discretion;<sup>31</sup>

\* \* \* \* \*

<sup>31</sup> See proposed Section 3.6(h)(ii) of the By-Laws; see also footnote 28, supra. Other than the listing standards of The NASDAQ Stock Market and any applicable rules of the SEC, Nasdaq's Board does not currently use any additional standards to determine and disclose the independence of Nasdaq's directors. If Nasdaq's Board adopts any such standards in the future, such standards will be required to be publicly disclosed and will be additional to, more stringent than and not conflicting with the listing standards of The NASDAQ Stock Market or any applicable rules of the SEC. Any future such standards will be used to determine and disclose the independence of all of Nasdaq's directors. However, the Committee and/or the Board may nominate a candidate who does not qualify as "independent" under any future such standards, provided that such nomination does not cause Nasdaq to fall out of compliance with the By-Laws, the listing standards of The NASDAQ Stock Market, any applicable rules of the SEC and any other applicable policies or regulations. Any future such standards will be filed with and approved by the Commission pursuant to Section 19(b) of the Act prior to becoming effective. Following implementation, any future such standards will be at least referenced in Nasdaq's Corporate Governance Guidelines.

SR-SCCP-2016-01, as amended, remains consistent with the Securities Exchange Act of 1934, and specifically with Section 17A(b)(3)(C), because it makes clarifying changes to the filing. Amendment No. 1 specifically clarifies the applicability and location of any future standards adopted by Nasdaq's board to determine and disclose the independence of Nasdaq's directors.