

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-103693; File No. SR-NYSE-2025-30]

Self-Regulatory Organizations; New York Stock Exchange LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Amend Rule 7.37

August 13, 2025.

Pursuant to Section 19(b)(1)¹ of the Securities Exchange Act of 1934 (“Act”)² and Rule 19b-4 thereunder,³ notice is hereby given that on August 6, 2025, 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 Rule 7.37 to provide for order routing to Away Markets that are not displaying protected quotations. The proposed rule change is available on the Exchange’s website at www.nyse.com and at the principal office of the Exchange.

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

¹ 15 U.S.C. 78s(b)(1).

² 15 U.S.C. 78a.

³ 17 CFR 240.19b-4.

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 Rule 7.37 (Order Execution and Routing) to provide for optional order routing to Away Markets that are not displaying protected quotations.

Rule 7.37(c) and the subparagraphs thereunder describe how the Exchange routes orders to Away Markets. The Exchange proposes to amend Rule 7.37(c)(3), which is currently designated as “Reserved,” to provide that orders eligible to route will be routed to all available Away Markets unless the order includes an instruction to bypass Away Markets that are not displaying protected quotations.⁴ This proposed change would allow eligible orders to be routed to Away Markets that are not displaying protected quotations, except for those with an instruction to bypass such destinations when routing, thereby facilitating optional routing to additional destinations at member organizations’ preference. Proposed Rule 7.37(c)(3) is based on NYSE Arca, Inc. (“NYSE Arca”) Rule 7.37-E(b)(3), NYSE National, Inc. (“NYSE National”) Rule 7.37(b)(3), and NYSE Texas, Inc. (“NYSE Texas”) Rule 7.37(b)(3) without any changes.

The Exchange also proposes to add new subparagraph (1) under Rule 7.37(e), relating to the Exchange’s use of data feeds for the handling, execution, and routing of orders, as well as for regulatory compliance.⁵ Proposed Rule 7.37(e)(1) would provide that the Exchange receives

⁴ The Exchange also proposes that Rule 7.37(c)(3) would provide that orders eligible to route would not route to all available Away Markets if designated with a routing strategy pursuant to Rule 7.37(c)(9) because such routing strategies may provide for routing to specific destinations only.

⁵ The Exchange also proposes a non-substantive, conforming change to renumber current Rule 7.37(e)(1) as

data feeds directly from broker dealers for purposes of routing interest to Away Markets that are not displaying protected quotations. This proposed change would ensure that Rule 7.37(e) accurately and comprehensively reflects the Exchange's use of data feeds for order handling, execution, and routing (as well as for regulatory compliance) and would promote transparency in the Exchange's rules with respect to routing to Away Markets that are not displaying protected quotations. Proposed Rule 7.37(e)(1) is based on NYSE Arca Rule 7.37-E(d)(1), NYSE National Rule 7.37(d)(1), and NYSE Texas Rule 7.37(d)(1) without any changes.

Subject to effectiveness of this proposed rule change, the Exchange will implement this change no later than in the fourth quarter of 2025 and announce the implementation date by Trader Update.

2. Statutory Basis

The proposed rule change is consistent with Section 6(b) of the Act,⁶ in general, and furthers the objectives of Section 6(b)(5),⁷ in particular, because it is designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in 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.

The Exchange believes the proposed change would promote just and equitable principles of trade, remove impediments to, and perfect the mechanism of, a free and open market and a national market system, and protect investors and the public interest by providing for optional routing functionality to Away Markets that are not displaying protected quotations. Specifically,

Rule 7.37(e)(2).

⁶ 15 U.S.C. 78f(b).

⁷ 15 U.S.C. 78f(b)(5).

proposed Rule 7.37(c)(3) would facilitate routing to Away Markets that are not displaying protected quotations for eligible orders that do not have an instruction to bypass such destinations. Proposed Rule 7.37(e)(1) would promote clarity and transparency in the Exchange's rules regarding its use of data feeds for order handling, execution, and routing, as well as for regulatory compliance, with respect to routing to Away Markets that are not displaying protected quotations. The Exchange believes that the proposed change would promote just and equitable principles of trade, remove impediments to, and perfect the mechanism of, a free and open market and a national market system, and protect investors and the public interest because it would promote additional trading opportunities for member organizations and afford greater flexibility to market participants through optional routing functionality to additional trading venues, thereby encouraging competition between the Exchange and other equity exchanges. The Exchange also believes that the proposed change would promote just and equitable principles of trade, remove impediments to, and perfect the mechanism of, a free and open market and a national market system, and protect investors and the public interest by aligning the Exchange's rules with those of its affiliated equities exchanges, NYSE Arca, NYSE National, and NYSE Texas.

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 purposes of the Act. As noted above, the Exchange believes that the proposed change could instead encourage competition by making additional optional routing destinations available for orders eligible to be routed away from the Exchanges, as well as by promoting additional trading opportunities for member organizations.

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

The Exchange has filed the proposed rule change pursuant to Section 19(b)(3)(A)(iii) of the Act⁸ and Rule 19b-4(f)(6) thereunder.⁹ Because the foregoing proposed rule change does not: (i) significantly affect the protection of investors or the public interest; (ii) impose any significant burden on competition; and (iii) become operative for 30 days from the date on which it was filed, or such shorter time as the Commission may designate, it has become effective pursuant to Section 19(b)(3)(A)(iii) of the Act¹⁰ and subparagraph (f)(6) of Rule 19b-4 thereunder.¹¹

At any time within 60 days of the filing of such proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission shall institute proceedings under Section 19(b)(2)(B)¹² of the Act to determine whether the proposed rule change should be approved or disapproved.

⁸ 15 U.S.C. 78s(b)(3)(A)(iii).

⁹ 17 CFR 240.19b-4(f)(6).

¹⁰ 15 U.S.C. 78s(b)(3)(A)(iii).

¹¹ 17 CFR 240.19b-4(f)(6). In addition, Rule 19b-4(f)(6)(iii) requires a self-regulatory organization to give the Commission written notice of its intent to file the proposed rule change, along with a brief description and text of the proposed rule change, at least five business days prior to the date of filing of the proposed rule change, or such shorter time as designated by the Commission. The Exchange has satisfied this requirement.

¹² 15 U.S.C. 78s(b)(2)(B).

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 (<https://www.sec.gov/rules/sro.shtml>); or
- Send an email to rule-comments@sec.gov. Please include file number SR-NYSE-2025-30 on the subject line.

Paper Comments:

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

All submissions should refer to file number SR-NYSE-2025-30. This file number should be included on the subject line if email 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 (<https://www.sec.gov/rules/sro.shtml>). Copies of the filing will be available for inspection and copying at the principal office of the Exchange. Do not include personal identifiable information in submissions; you should submit only information that you wish to make available publicly. We may redact in part or withhold entirely from publication submitted material that is obscene or subject to copyright protection.

All submissions should refer to file number SR-NYSE-2025-30 and should be submitted on or before [INSERT DATE 21 DAYS AFTER DATE OF PUBLICATION IN THE *FEDERAL REGISTER*].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹³

Sherry R. Haywood,
Assistant Secretary.

¹³ 17 CFR 200.30-3(a)(12).