

SECURITIES AND EXCHANGE COMMISSION  
(Release No. 34-62161; File No. SR-ODD-2010-01)

May 24, 2010

Self-Regulatory Organizations; The Options Clearing Corporation; Order Granting Approval of Accelerated Delivery of Supplement to the Options Disclosure Document Reflecting Certain Changes to Disclosure Regarding Options on Conventional Index-Linked Securities and Amendment to the Options Disclosure Document Inside Front Cover

On October 27, 2009, The Options Clearing Corporation (“OCC”) submitted to the Securities and Exchange Commission (“Commission”), pursuant to Rule 9b-1 under the Securities Exchange Act of 1934 (“Act”),<sup>1</sup> five preliminary copies of a supplement to its options disclosure document (“ODD”) reflecting certain changes to disclosure regarding options on conventional index-linked securities.<sup>2</sup> The ODD would also be amended to update its front inside cover page so that it contains a current list of the U.S. exchanges that trade options issued by the OCC. On May 18, 2010, the OCC submitted to the Commission five definitive copies of the supplement.<sup>3</sup>

The ODD currently contains general disclosures on the characteristics and risks of trading standardized options. Since July 2008, eight options exchanges amended their respective rules to permit the listing and trading of options on conventional index-linked securities.<sup>4</sup> Further, BATS

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<sup>1</sup> 17 CFR 240.9b-1.

<sup>2</sup> See letter from Jean M. Cawley, Senior Vice President and Deputy General Counsel, OCC, to Sharon Lawson, Senior Special Counsel, Division of Trading and Markets (“Division”), Commission, dated October 27, 2009.

<sup>3</sup> See letter from Jean M. Cawley, Senior Vice President and Deputy General Counsel, OCC, to Sharon Lawson, Senior Special Counsel, Division, Commission, dated May 14, 2010.

<sup>4</sup> BATS Exchange, Inc. (“BATS”), Chicago Board Options Exchange, Incorporated, International Securities Exchange, LLC, NASDAQ OMX BX, Inc, NASDAQ OMX PHLX, Inc., NASDAQ Stock Market, LLC, NYSE Amex LLC, and NYSE Arca, Inc. each have provisions in their respective rules for the listing and trading of options on conventional index-linked securities. See e.g., Securities Exchange Act Release Nos. 58203 (July 22, 2008), 73 FR 43812 (July 28, 2008) (SR-NYSEArca-2008-57) (approving listing and trading options on conventional index-linked securities); 58204 (July 22, 2008), 73 FR 43807 (July 28, 2008) (SR-CBOE-2008-64); and 58985

began trading options in February of 2010.<sup>5</sup> The proposed supplement amends the ODD to accommodate these changes by providing disclosure regarding options on conventional index-linked securities and to update the inside front cover page of the ODD to include BATS.<sup>6</sup>

Specifically, the proposed supplement to the ODD adds new disclosure regarding the characteristics of options on conventional index-linked securities,<sup>7</sup> as well as the special risks of these options. In addition, the ODD is amended to add BATS, which currently trades options issued by the OCC, and its corporate address to the front inside cover page of the ODD. This change will ensure that the ODD accurately identifies the markets on which options currently trade. The proposed supplement is intended to be read in conjunction with the more general

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(November 20, 2008), 73 FR 72538 (November 28, 2008) (SR-ISE-2008-86); and see e.g., Securities Exchange Act Release Nos. 60822 (October 14, 2009), 74 FR 54114 (October 21, 2009) (SR-NYSEArca-2009-77) (permitting the listing and trading of options on conventional index-linked securities linked to CBOE VIX); 60823 (October 14, 2009), 74 FR 54112 (October 21, 2009) (SR-NYSEAmex-2009-59); and 60857 (October 21, 2009), 74 FR 55611 (October 28, 2009) (SR-CBOE-2009-74).

<sup>5</sup> See Securities Exchange Act Release No. 61419 (January 26, 2010), 75 FR 5157 (February 1, 2010) (SR-BATS-2009-31).

<sup>6</sup> The proposed May 2010 Supplement to the ODD amends the February 1994 version of the booklet entitled “Characteristics and Risks of Standardized Options,” and portions of the May 2007, June 2007, June 2008, and September 2008 Supplement thereto.

<sup>7</sup> For purposes of the ODD, conventional index-linked securities refer to non-convertible debt of an issuer (with a term of at least one year but not greater than thirty years) that provides for the payment at maturity of a cash amount based directly on the performance of a specified underlying “reference asset.” Unlike conventional index-linked securities, leveraged or inverse index-linked securities provide for a cash payment at maturity based on a multiple or inverse of the performance of a specified underlying “reference asset.” The Commission notes that, to date, it has only approved trading of options on conventional index-linked securities, and not on leveraged or inverse index-linked securities. Accordingly, the ODD disclosure only covers the characteristics and risks of options on conventional index-linked securities.

ODD, which, as described above, discusses the characteristics and risks of options generally.<sup>8</sup>

Rule 9b-1(b)(2)(i) under the Act<sup>9</sup> provides that an options market must file five copies of an amendment or supplement to the ODD with the Commission at least 30 days prior to the date definitive copies are furnished to customers, unless the Commission determines otherwise, having due regard to the adequacy of information disclosed and the public interest and protection of investors.<sup>10</sup> In addition, five copies of the definitive ODD, as amended or supplemented, must be filed with the Commission not later than the date the amendment or supplement, or the amended options disclosure document, is furnished to customers. The Commission has reviewed the proposed supplement and amendment and finds, having due regard to the adequacy of information disclosed and the public interest and protection of investors, that they may be furnished to customers as of the date of this order.

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<sup>8</sup> The Commission notes that the options markets must continue to ensure that the ODD is in compliance with the requirements of Rule 9b-1(b)(2)(i) under the Act, 17 CFR 240.9b-1(b)(2)(i), including when future changes regarding options on conventional index-linked securities are made. Any future changes to the rules of the options markets concerning options on index linked securities would need to be submitted to the Commission under Section 19(b) of the Act. 15 U.S.C. 78s(b).

<sup>9</sup> 17 CFR 240.9b-1(b)(2)(i).

<sup>10</sup> This provision permits the Commission to shorten or lengthen the period of time which must elapse before definitive copies may be furnished to customers.

IT IS THEREFORE ORDERED, pursuant to Rule 9b-1 under the Act,<sup>11</sup> that definitive copies of the proposed supplement and amendment to the ODD (SR-ODD-2010-01), reflecting changes to disclosure regarding certain options on conventional index-linked securities and to the inside front cover of the ODD, may be furnished to customers as of the date of this order.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>12</sup>

Florence E. Harmon  
Deputy Secretary

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<sup>11</sup> 17 CFR 240.9b-1.

<sup>12</sup> 17 CFR 200.30-3(a)(39).