

SECURITIES AND EXCHANGE COMMISSION  
(Release No. 34-67706; File No. SR-OCC-2012-10)

August 22, 2012

Self-Regulatory Organizations; The Options Clearing Corporation; Order Approving Proposed Rule Change to Amend OCC's By-Laws and Rules to Terminate OCC's Pledge Program

I. Introduction

On June 28, 2012, The Options Clearing Corporation ("OCC") filed with the Securities and Exchange Commission ("Commission") the proposed rule change SR-OCC-2012-10 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> The proposed rule change was published for comment in the Federal Register on July 16, 2012.<sup>3</sup> The Commission received no comment letters. For the reasons discussed below, the Commission is granting approval of the proposed rule change.

II. Description

The proposed rule change would terminate OCC's pledge program (the "Program"). Since implementation of the Program, only a limited number of clearing members participated and those that did participate did so on a sporadic basis. OCC is eliminating the Program in its entirety.

The Program was adopted by OCC in the early 1980s to facilitate the ability of an OCC clearing member to finance positions by permitting the clearing member to pledge unsegregated long positions in cleared securities (other than securities futures) for a loan of cash. The Program was initially designed for, and used by, firms clearing market maker business; however,

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

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

<sup>3</sup> Securities Exchange Act Release No. 34-67392 (July 10, 2012), 77 FR 41835 (July 16, 2012).

use of the Program diminished as market making operations were acquired by larger wire houses. While OCC occasionally receives an inquiry regarding the Program, it has been essentially dormant for some time. OCC recently reviewed the Program and determined that any potential benefits that OCC may gain through updating the Program are greatly offset by the resources required for such modernization. Accordingly, OCC is terminating the Program in its entirety.

OCC is eliminating Rule 614 in its entirety as well as references to the Program and Rule 614 in its Rules and in its By-Laws.

### III. Discussion

Section 19(b)(2)(C) of the Act<sup>4</sup> directs the Commission to approve a proposed rule change of a self-regulatory organization if it finds that such proposed rule change is consistent with the requirements of the Act and the rules and regulations thereunder applicable to such organization. Section 17A(b)(3)(F) of the Act<sup>5</sup> requires, among other things, that the rules of a clearing agency are designed to remove impediments to and perfect the mechanism of a national system for the prompt and accurate clearance and settlement of securities transactions.

The changes to OCC's Rules and By-Laws are designed to allow OCC to remove a rarely used operational function and focus its resources on core clearing operations. Moreover, the elimination of the Program will not materially affect clearing members given its limited and infrequent use. The rule change is not inconsistent with any rules of OCC, including any proposed to be amended. As a result, the rule change is consistent with the requirements of Section 17A(b)(3)(F) of the Act.

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<sup>4</sup> 15 U.S.C. 78s(b)(2)(C).

<sup>5</sup> 15 U.S.C. 78q-1(b)(3)(F).

IV. Conclusion

On the basis of the foregoing, the Commission finds that the proposal is consistent with the requirements of the Act and in particular with the requirements of Section 17A of the Act<sup>6</sup> and the rules and regulations thereunder.

IT IS THEREFORE ORDERED, pursuant to Section 19(b)(2) of the Act<sup>7</sup>, that the proposed rule change (File No. SR-OCC-2012-10) be, and hereby is, approved.<sup>8</sup>

For the Commission by the Division of Trading and Markets, pursuant to delegated authority.<sup>9</sup>

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Deputy Secretary

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<sup>6</sup> 15 U.S.C. 78q-1.

<sup>7</sup> 15 U.S.C. 78s(b)(2).

<sup>8</sup> In approving the proposed rule change, the Commission considered the proposal's impact on efficiency, competition and capital formation. 15 U.S.C. 78c(f).

<sup>9</sup> 17 CFR 200.30-3(a)(12).