

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-51898; File No. SR-Amex-2005-28)

June 21, 2005

Self-Regulatory Organizations; American Stock Exchange LLC; Order Granting Approval to Proposed Rule Change and Amendment Nos. 1, 2, and 3 Thereto to Amend Sections 1101, 134, and 1003 of the Amex Company Guide to Make Clarifying and Simplifying Changes Relating to Filing and Notice Requirements with the Exchange Applicable to Amex Listed Issuers

I. Introduction

On February 28, 2005, the American Stock Exchange LLC (“Amex” or “Exchange”) filed with the Securities and Exchange Commission (“Commission”), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)¹ and Rule 19b-4 thereunder,² a proposed rule change to amend Section 1101 of the Amex Company Guide relating to filing and notice requirements to the Exchange applicable to Amex listed issuers, as well as corresponding changes to Sections 134 and 1003 of the Company Guide. On March 18, 2005, the Amex filed Amendment No. 1 to the proposed rule change.³ On April 20, 2005, the Amex filed Amendment No. 2 to the proposed rule change.⁴ On May 6, 2005, the Amex filed Amendment No. 3 to the proposed rule change.⁵ The proposed rule change, as amended, was published for comment in the

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ See Form 19b-4, dated March 18, 2005, which replaced and superseded the original filing in its entirety (“Amendment No. 1”).

⁴ See Form 19b-4, dated April 20, 2005, which replaced and superseded Amendment No. 1 in its entirety (“Amendment No. 2”).

⁵ See Form 19b-4, dated May 6, 2005, which replaced and superseded Amendment No. 2 in its entirety (“Amendment No. 3”).

Federal Register on May 17, 2005.⁶ The Commission received no comments on the proposal, as amended. This order approves the proposed rule change, as amended.

II. Description of the Proposal

The Amex proposes to amend Section 1101 of the Company Guide to eliminate the summary guide that details when certain notices, reports, and filings required by the Commission must be submitted by listed issuers to the Amex. Instead of the detailed summary guide, the Amex proposes to post a comparable guide itemizing these requirements on its Web site (www.amex.com) as a service to Amex listed issuers and proposes to update it as necessary. The Amex also proposes to revise certain filing requirements with respect to the number of copies of reports or documents that Amex listed issuers are required to file with the Exchange. Under the changes, an issuer who submits reports through the Commission's Electronic Data Gathering Analysis and Retrieval ("EDGAR") system, whether required or permitted, would not have to file hard copies separately with the Exchange.⁷ In addition, the Amex proposes to revise operative language in Section 1003 (Application of Policies) of the Company Guide to provide that listed issuers are required to comply with all applicable Commission requirements, as well as all Amex requirements, with respect to timely notice and submissions. The Amex is also proposing conforming changes to Section 134 (Filing Requirements) of the Company Guide.

⁶ See Securities Exchange Act Release No. 51681 (May 11, 2005), 70 FR 28925 (May 17, 2005) (SR-Amex-2005-28).

⁷ For example, under these changes, the electronic submission of annual reports, proposed amendments to and certified copies of the Certificate of Incorporation, By-laws, or other similar organization documents through the EDGAR system satisfies the filing requirement to the Exchange.

III. Discussion

The Commission finds that the proposed rule change, as amended, is consistent with the requirements of the Act and the rules and regulations thereunder applicable to a national securities exchange⁸ and, in particular, the requirements of Section 6 of the Act⁹ and the rules and regulations thereunder. Specifically, the Commission finds the proposal, as described above, to be consistent with Section 6(b)(5) of the Act,¹⁰ in that they are designed to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, and, in general, to protect investors and the public interest, and are not designed to permit unfair discrimination between issuers.

The Commission notes that the changes should help to make filing material with the Exchange more efficient and avoid providing documents to the Exchange that are already publicly available on EDGAR. The changes being approved also clarify that listed companies must meet all SEC requirements, as well as Exchange requirements, and can be removed from listing for failure to comply with such requirements.

With regard to Amex's proposal to replace the summary guide with a comparable guide on its Web site, the Commission notes that any changes to Amex rules must continue to be filed with the Commission prior to implementing any change.¹¹ The

⁸ In approving this proposed rule change, as amended, the Commission has considered the proposed rule's impact on efficiency, competition, and capital formation. 15 U.S.C. 78c(f).

⁹ 15 U.S.C. 78f.

¹⁰ 15 U.S.C. 78f(b)(5).

¹¹ The Commission notes that such changes to Amex rules would have to be submitted in accordance with Section 19(b) of the Act.

Amex has stated, and the Commission expects, that, subsequent to such approval, the Web site would be updated to reflect those changes.

IT IS THEREFORE ORDERED, pursuant to Section 19(b)(2) of the Act,¹² that the proposed rule change (SR-Amex-2005-28), as amended, be, and it hereby is, approved.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.¹³

Jill M. Peterson
Assistant Secretary

¹² 15 U.S.C. 78s(b)(2).

¹³ 17 CFR 200.30-3(a)(12).