

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-102076; File No. SR-DTC-2024-016)

January 2, 2025

Self-Regulatory Organizations; The Depository Trust Company; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Amend the Settlement Service Guide

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”),¹ and Rule 19b-4 thereunder,² notice is hereby given that on December 20, 2024, The Depository Trust Company (“DTC”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as described in Items I below, which Item has been prepared by the DTC. DTC has designated this proposal for immediate effectiveness pursuant to Section 19(b)(3)(A) of the Act³ and Rule 19b-4(f)(4) thereunder.⁴ The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Clearing Agency’s Statement of the Terms of Substance of the Proposed Rule Change

The proposed rule change⁵ consists of amendments to the DTC Settlement Service Guide (“Settlement Guide”)⁶ relating to processes designed to optimize the number of transactions

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 15 U.S.C. 78s(b)(3)(A).

⁴ 17 CFR 240.19b-4(f)(4). At any time within 60 days of the filing of the 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 will institute proceedings to determine whether the proposed rule change should be approved or disapproved.

⁵ Each capitalized term not otherwise defined herein has its respective meaning as set forth the Rules, By-Laws and Organization Certificate of DTC (the “Rules”), *available at* www.dtcc.com/legal/rules-and-procedures.

⁶ *Available at* www.dtcc.com/-/media/Files/Downloads/legal/service-guides/Settlement.pdf. The Settlement Guide is a Procedure of DTC. Pursuant to the DTC Rules, the term “Procedures” means the Procedures, service guides, and regulations of DTC adopted pursuant to DTC Rule 27, as amended from time to time.

processed for settlement (“Settlement Optimization”). More specifically, references to and descriptions of the Night Batch Process⁷ will be removed and replaced with text that provides (i) more flexibility regarding the application of the Settlement Optimization processes and (ii) more clarity around DTC’s settlement cycles and the processes run during those cycles, all of which better reflect current settlement processing at DTC, as described in greater detail below.

The proposed rule change, including the DTC’s statement of the purpose of, and statutory basis for, the proposed rule change, is available on the DTC’s website at <https://www.dtcc.com/legal/rules-and-procedures> and on the Commission’s website at <http://www.sec.gov/rules/sro.shtml>.

II. 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.⁸ Comments may be submitted electronically by using the Commission’s internet comment form (<http://www.sec.gov/rules/sro.shtml>) or by sending an email to rule-comments@sec.gov. Please include file number SR-DTC-2024-016 on the subject line. Alternatively, paper comments may be sent to Secretary, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549-1090. All submissions should refer to file number SR-DTC-2024-016. To help the

⁷ See DTC Rule 1, Section 1, *supra* note 5. They are binding on DTC and each Participant in the same manner that they are bound by the DTC Rules.

⁸ See Settlement Guide, *supra* note 6 at 66.

Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for website viewing and printing in the Commission’s Public Reference Room, 100 F Street NE, Washington, DC 20549, on official business days between the hours of 10 a.m. and 3 p.m. Copies of the filing also will be available for inspection and copying at the principal office of SRO.

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

(<http://www.sec.gov/rules/sro.shtml>). 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-DTC-2024-016 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.⁹

J. Matthew DeLesDernier,

Deputy Secretary.

⁹ 17 CFR 200.30-3(a)(12).