SECURITIES AND EXCHANGE COMMISSION

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Self-Regulatory Organizations; Financial Industry Regulatory Authority, Inc.; Notice of Filing of a Proposed Rule Change to Adopt FINRA Rule 3290 (Outside Activities Requirements)

January 29, 2026.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Exchange Act" or "Act")[1] and Rule 19b-4 thereunder,[2] notice is hereby given that on January 22, 2026, the Financial Industry Regulatory Authority, Inc. ("FINRA") filed with the Securities and Exchange Commission ("SEC" or "Commission") the proposed rule change as described in Items I, II, and III below, which Items have been prepared by FINRA. 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

FINRA is proposing to adopt FINRA Rule 3290 (Outside Activities Requirements) and to delete existing FINRA Rules 3270 (Outside Business Activities of Registered Persons) and 3280 (Private Securities Transactions of an Associated Person). The amended requirements focus on outside activities appropriately within members' purview that potentially present heightened risks for members and the public. In so doing, the amended requirements bolster members' review of these activities while reducing unnecessary burdens.

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1 15 U.S.C. 78s(b)(1).

2 17 CFR 240.19b-4.

The text of the proposed rule change is available on FINRA's website at http://www.finra.org and at the principal office of FINRA.

II. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, FINRA 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 these statements may be examined at the places specified in Item IV below. FINRA has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.

A. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

1. Purpose

Existing Rules

Proposed new FINRA Rule 3290 would replace existing Rules 3270 and 3280. Current Rule 3270 prohibits a registered person from being an employee, independent contractor, sole proprietor, officer, director or partner of another person, or being compensated, or have the reasonable expectation of compensation, by any other person as a result of any business activity outside the scope of the relationship with his or her member ("outside business activity" or "OBA"), unless he or she has provided prior written notice to the member.

Once notified pursuant to Rule 3270, the member must consider whether the proposed OBA will: (1) interfere with or otherwise compromise the registered person's responsibilities to the member or the member's customers or (2) be viewed by customers or the public as part of the member's business based upon, among other factors, the nature of the proposed activity and the manner in which it will be offered. Based on the member's review of such factors, the member

must evaluate the advisability of imposing specific conditions or limitations on a registered person's OBA, including where circumstances warrant, prohibiting the activity.

The member also must assess whether a registered person's activity properly is characterized as an OBA or whether it should be treated as a "private securities transaction" ("PST") subject to the requirements of current Rule 3280. A PST is a securities transaction outside the regular course or scope of an associated person's employment with a member.

Rule 3280 provides that, prior to participating in any PST, an associated person (which includes both registered and non-registered persons) must provide written notice to the member with which he or she is associated, describing in detail the proposed transaction and the associated person's proposed role, and indicating whether the associated person has received or may receive selling compensation in connection with the transaction. If the PST does not involve selling compensation, the member must provide prompt written acknowledgement of the notice and may, at its discretion, require the associated person to adhere to specified conditions in connection with the associated person's participation in the transaction. If the PST involves selling compensation, the member must inform the associated person in writing whether it approves or disapproves the associated person's participation in the transaction. If the member approves the associated person's participation in the PST for selling compensation, the member must record the transaction on its books and records and supervise the associated person's participation as if the transaction were executed on behalf of the member.

Moreover, through a series of Notices to Members issued in the 1990s, FINRA applied these PST obligations to outside investment adviser ("IA") activities.[3] These Notices to Members state that an associated person's outside IA activities constitute "participation in" PSTs

[3] See Notice to Members 94-44 (May 1994); Notice to Members 96-33 (May 1996).

if he or she did more than simply recommend the securities transactions (i.e., an IA's effecting or placing an order would constitute "participation in" a PST under these Notices to Members).

Overview of Proposed Amendments

FINRA is proposing Rule 3290 to address the non-securities business activities and securities transactions that are outside the scope of individuals' association with a member. The proposed amendments would focus the rule on investment-related activities to reduce unnecessary burdens while maintaining the core investor protections of existing Rules 3270 and 3280.

Proposed Rule 3290 would replace the two current rules—Rules 3270 and 3280—with one rule and is intended to enhance efficiency without compromising protections for investors and members relating to outside activities. Importantly, many of the requirements and treatment under Rules 3270 and 3280 would remain the same or be substantially similar under proposed Rule 3290. For instance, consistent with Rules 3270 and 3280, proposed Rule 3290 would maintain:

- the dichotomy of covering registered persons' investment-related outside non-securities activities and associated persons' outside securities transactions;
- the requirement that persons provide prior written notice of investment-related outside activities and outside securities transactions to members;
- the requirement that a member, upon receiving a notice, assess, among other things, whether the activity will interfere with or otherwise compromise the person's responsibilities to the member or the member's customers or be viewed by the member's customers or the public as part of the member's business based

upon, among other factors, the nature of the proposed activity and the manner in which it will be offered;

- the requirement that members provide prior written approval or disapproval only for outside securities transactions for selling compensation;
- the recordkeeping requirements for investment-related outside non-securities activities under Rule 3270.01;
- the supervision and recordkeeping obligations under Rule 3280(c)(2) when a member approves an associated person's participation in a PST for selling compensation; and
- the definition of "selling compensation" in Rule 3280(e)(2).

Proposed Rule 3290 also would codify FINRA staff's positions on the application of the rule with respect to acting as a portfolio manager or investment committee member for certain entities; activity pursuant to a contractional relationship between a member and an unaffiliated entity; certain outside securities activity at banks and other financial institutions; and formal allocation agreements between members.

As compared to Rules 3270 and 3280, proposed Rule 3290 would enhance regulatory efficiency relating to outside activities requirements by:

- focusing on those outside investment-related activities appropriately within the members' purview that are a potential risk to members and the public – maintaining investor protection while decreasing burdens on members by eliminating the reporting and assessment of lower-risk activities;

- providing several exclusions from the rule's coverage for lower-risk activities, including activity conducted at an affiliate of a member, certain personal real estate activities and personal investments in non-securities;
- revising the approach to outside unaffiliated IA activity from requiring supervision and recordkeeping of this activity to requiring written notice and upfront assessment obligations for such activity; and
- providing the ability for FINRA staff to grant an exemption from the provisions of the rule subject to certain conditions.

Investment-Related Activities

Proposed Rule 3290 focuses on outside investment-related activities that may pose a greater risk to members and the public. This would both maintain investor protection and decrease burdens on members by eliminating the reporting and assessment of lower-risk non-investment related activities that create white noise (e.g., refereeing sports games, driving for a car service, bartending on weekends). This focus would allow members to dedicate resources to activities presenting higher risk, particularly the risk that customers or the public would view the activities as part of the member's business and thus under its supervision (e.g., selling fixed annuities, commodities or private placements away from the member).

Proposed Rule 3290(f)(3) defines "investment-related activity" as pertaining to financial assets, including securities, crypto assets, commodities, derivatives (such as futures and swaps), currency, banking, real estate or insurance. The term includes, but is not limited to, acting as or being associated with a broker-dealer ("BD"); issuer; insurance agent or company; investment company; IA; futures commission merchant; commodity trading advisor; commodity pool operator; municipal advisor; futures sponsor; bank; savings association; or credit union. The

term also includes personal securities transactions (sometimes referred to as "buying away"),[4] other than transactions in accounts that are made known to the member under, or otherwise delineated in, Rule 3210 (e.g., securities held at other members, as well as transactions in certain securities, such as mutual funds, Section 529 plans and variable annuities).[5]

Registered and Associated Persons' Prior Written Notice Obligations

Proposed Rule 3290 maintains existing requirements regarding prior written notice. As is required today, under proposed Rule 3290(a), a registered person who intends to participate in an outside activity and, under proposed Rule 3290(b), an associated person (including a registered person) who intends to participate in an outside securities transaction, must provide prior written notice to the member. The written notice must describe in detail the proposed activity or transaction, the person's proposed role therein and whether the person will receive selling compensation.[6] Under proposed Rule 3290(a), a registered person would be required to provide an updated prior written notice to the member if there is a material change to the outside activity.

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4 When an individual makes a personal securities investment away from the employing member, and the transaction is not otherwise covered by Rule 3210 (Accounts at Other Broker-Dealers and Financial Institutions), the securities transaction is considered "buying away," which is subject to Rule 3280. See, e.g., Jay Frederick Keeton, 50 S.E.C. 1128, 1129-30 (1992) (finding a violation of Rule 3280's predecessor rule where respondent made undisclosed and unapproved purchases in three partnerships); Dep't of Enforcement v. Friedman, Complaint No. 2005000835801, 2010 FINRA Discip. LEXIS 10, at *19 (FINRA NAC July 26, 2010), aff'd, Exchange Act Release No. 64486, 2011 SEC LEXIS 1699 (May 13, 2011) (explaining that "[Rule 3280] applies to both purchases and sales of securities"); see also NASD Notice to Members 75-34 (April 1975) (stating that the rule concerning private securities applies to all securities transactions by an associated person "whether on behalf of themselves or on behalf of customers and others"). The most common "buying away" transactions are personal investments in private placements.

5 FINRA Rule 3210 requires that an associated person must obtain the prior written consent of his or her employer when opening an account, as specified by the rule, at another member or other financial institution. The other member must, upon written request by the employer member, transmit duplicate copies of confirmation and statements, or the transactional data, with respect to an account subject to Rule 3210. The requirements of Rule 3210 do not apply to transactions in unit investment trusts, municipal fund securities, Section 529 plans and variable contracts or redeemable securities of companies registered under the Investment Company Act of 1940 or to accounts that are limited to transactions in such securities, or to Monthly Investment Plan type accounts.

6 This language comes from Rule 3280 and was favored for, among other reasons, consistency purposes over the language in Rule 3270—the notice must be "in such form as specified by the member." The definition of "selling compensation" in proposed Rule 3290 comes from the current definition in Rule 3280.

Similarly, under proposed Rule 3290(b)(2), an associated person would be required to provide an updated prior written notice to the member if there is a material change to an outside securities transaction.

As is true under the current rules, the proposed notice requirements differ depending on whether the notice is of an outside activity, an outside securities transaction not for selling compensation, or an outside securities transaction for selling compensation.[7] Under proposed Rule 3290(a), a single notice is used for an outside activity, while under proposed Rule 3290(b), a separate notice is required for each outside securities transaction unless an exception applies that allows the use of a single notice (e.g., a series of related securities transactions not involving selling compensation).

Members' Responsibilities Upon Receiving Notice

Under proposed Rule 3290(c), upon receiving written notice of a registered person's outside activity or, under proposed Rule 3290(d), an associated person's outside securities transaction, the member must assess whether it:

- Is properly characterized:
    - A person submitting a notice of an activity may, mistakenly or intentionally, mischaracterize it (i.e., submitting a notice of an outside activity when it is an outside securities transaction or an outside securities transaction for selling compensation).

[7] Under Rule 3270, a registered person may use a single notice for the proposed outside activity. Rule 3280 requires an associated person to provide prior written notice to the member for each proposed securities transaction, unless an exception applies. See In re Klaus Langheinrich, Exchange Act Release No. 34107, 1994 SEC LEXIS 3623, at *6 (May 25, 1994) (explaining that Rule 3280 "requires that an associated person must give specific prior notice of each transaction if the associated person will receive selling compensation. A single notice will suffice only in the case of a series of related transactions in which no selling compensation has been or will be received").

    - Under this provision, a member must analyze whether the activity is properly characterized to determine its obligations, which vary depending on the proper designation of the proposed activity, as discussed below.
- Involves the customer of such associated or registered person.
- Will interfere with or otherwise compromise the person's responsibilities to the member or the member's customers.
- Will be viewed by the member's customers or the public as part of the member's business based upon, among other factors, the nature of the proposed activity and the manner in which it will be offered.

These assessment factors are consistent with the existing requirements under Rule 3270 for an OBA, with the addition that the member must consider whether the activity or transaction involves the customer of such associated or registered person. While Rule 3280 does not include these explicit assessment factors when considering a PST, FINRA understands that many members perform a similar analysis today.

A member's obligations after conducting an assessment would be the same under proposed Rule 3290 as they are under existing rules. As with the existing rules, the member would have differing obligations depending on the activity.

- For a registered person's outside activity, under proposed Rule 3290(c)(2), the member must consider imposing specific conditions or limitations on the outside activity, including where circumstances warrant, prohibiting the activity. However, there is no acknowledgement or approval obligation, and the member is not required to supervise the activity.[8]

[8] The only requirement under proposed Rule 3290 for a member to engage in supervision regards approved outside securities transactions for selling compensation. However, nothing in the proposal would alter the

- For an associated person's outside securities transaction not for selling compensation, under proposed Rule 3290(d)(2), the member must provide the associated person prompt written acknowledgement of such notice and may, at the member's discretion, require the associated person to adhere to specified conditions in connection with the associated person's participation in the transaction. However, there is no approval obligation, and the member is not required to supervise the activity.[9]
- For an associated person's outside securities transaction for selling compensation, under proposed Rule 3290(d), the member must make a reasonable determination of whether to approve, approve subject to specific conditions or limitations, or disapprove each proposed securities transaction and must notify the associated person in writing of such determination. If approved, the member must record the securities transaction for selling compensation on its books and records and supervise the person's participation in the transaction as if executed on behalf of the member.

Exclusions

Proposed Rule 3290 contains several exclusions from the rule's coverage, including exclusions that are consistent under current Rule 3280. First, proposed Rule 3290(g)(1) provides a new exclusion for an associated person's (including a registered person's) activity on behalf of

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well-settled principle that members must consider "red flags" indicating problematic activities. *See, e.g., Dep't of Enforcement v. Fox Fin. Mgmt. Corp.,* Complaint No. 2012030724101, 2017 FINRA Discip. LEXIS 3, at *17-18 (FINRA NAC Jan. 6, 2017) (stating that the "supervisory duties imposed under NASD Rule 3010 include a responsibility to investigate and act upon 'red flags' that reveal irregularities or the potential for misconduct" and finding that the firm failed to investigate and act upon red flags indicating that an outside business activity in fact involved private securities transactions); *Dep't of Enforcement v. Merrimac Corp. Securities, Inc.,* Complaint No. 2009017195204, 2015 FINRA Discip. LEXIS 4, at *9 (FINRA NAC Apr. 29, 2015) (affirming the imposition of sanctions for the firm's failure to adequately consider red flags of outside business activities and private securities transactions, for example, by neglecting "to investigate after it learned of allegations on a website that one of the outside businesses was a Ponzi scheme and was suffering serious financial difficulties").

9 See supra note 8.

a member or its affiliate. This includes IA activity at a member that is registered as both a BD and an IA ("dually registered firm"), and IA, insurance or banking activity conducted at an affiliate. Activity performed on behalf of a dually registered firm is not considered activity performed away from the member. The exclusion for activity conducted at an affiliate recognizes members' and their control persons' ability to implement meaningful controls across business lines.

Second, proposed Rule 3290 revises the member obligations imposed via a series of Notices to Members issued in the 1990s for IA activities performed by associated persons at an unaffiliated IA.[10] These obligations have caused significant confusion and practical challenges, including, for example, privacy challenges to a member seeking account information for clients of an unaffiliated IA through which a member's associated person may be acting in an IA capacity. In addition, IAs generally are directly regulated by either the SEC or the states, and subject to a fiduciary obligation to their clients.

Under proposed Rule 3290.03, an associated person's activity at an IA registered either with the SEC under Section 203 of the Investment Advisers Act or with a state securities commission (or any agency or office performing like functions) would be considered an outside activity and not an outside securities transaction. Therefore, the associated person would be required to provide prior written notice of such activity and the member would have upfront assessment obligations, but would not be required to supervise or record the activity.

Third, consistent with Rule 3280, proposed Rule 3290(g)(2) excludes outside securities transactions among immediate family members for which there is no selling compensation.

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[10] See supra note 3.

Fourth, consistent with Rule 3280, proposed Rule 3290(g)(3)(A) excludes outside securities transactions subject to Rule 3210 (e.g., securities in an account held at another member) and transactions delineated in Rule 3210 (e.g., mutual funds, Section 529 plans, variable annuities).

Fifth, proposed Rule 3290(g)(3)(B) provides an additional exclusion for personal investments in non-securities and proposed Rule 3290(g)(3)(C) provides a new exclusion for the purchase, sale, rental or lease of a main home and up to two secondary homes that are: (1) solely owned by the associated person or the associated person and immediate family; (2) owned by the associated person as a sole proprietorship; (3) owned by a corporation, LLC, partnership, limited partnership, or other entity that is solely owned by the associated person or the associated person and immediate family; or (4) owned by a trust with the associated person or the associated person and immediate family as the sole beneficiaries. These exclusions recognize the lower risks to customers and members associated with these activities and the inefficiency of members' having to expend significant resources reviewing them.

Clarifications

Proposed Rule 3290 codifies FINRA staff's positions on requirements in several areas. For instance, an issue that has arisen is whether and to what extent Rules 3270 and 3280 apply to portfolio managers and investment committee members for registered investment companies (e.g., mutual funds, exchange traded funds, unit investment trusts, or registered closed-end funds), unregistered investment companies, business development companies, real estate investment trusts and entities that are recognized as tax exempt. The proposed rule clarifies that an associated person would need to provide prior written notice for such activity. However, if, after providing notice, the associated person engages in such activity, the member would not be

required to supervise and maintain records for the activity, unless the associated person is selling such entities' shares for selling compensation and such activity is not otherwise excluded under the proposed rule.

Proposed Rule 3290.01 also clarifies that, if an individual is associated with more than one member and is engaged in an outside securities transaction for selling compensation, the members may develop a written allocation agreement regarding regulatory obligations. FINRA provided this guidance in Notice to Members 96-33.

Furthermore, proposed Rule 3290 clarifies the application of the proposed rule to certain non-affiliated activity including activity that qualifies under the Gramm-Leach-Bliley Act ("GLBA")[11] or SEC Regulation R.[12] For non-affiliates, consistent with current requirements, under proposed Rule 3290.04, an associated person's activity that is pursuant to a contract between a member and another entity (e.g., banking or insurance networking arrangement) would not be subject to proposed Rule 3290 if such activity is conducted on behalf of the member and it is within the scope of the associated person's relationship with the member.[13]

Similarly, under proposed Rule 3290.05, an associated person's securities activity on behalf of a non-affiliate entity that is not covered by a contract between the member and such

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11 With GLBA, Congress eliminated banks' general exception from the definition of "broker" or "dealer" in the Exchange Act. In place of the general exception, GLBA amended Section 3(a)(4)(B) of the Exchange Act to provide 11 carve-outs to allow banks to engage in certain securities activities without being considered a "broker" under the securities laws. A bank would be considered a broker for any securities activities that fall outside of the exceptions and, accordingly, subject to regulation under the Exchange Act or be required to "push out" the activities to a broker-dealer.

12 On September 24, 2007, the SEC and the Board of Governors of the Federal Reserve System jointly adopted final rules, known collectively as Regulation R, to clarify, and in certain cases expand upon, the statutory exceptions for banks' securities activities under the Exchange Act, as amended by GLBA. See Exchange Act Release No. 56501 (September 24, 2007); 72 FR 56514 (October 3, 2007); see also Exchange Act Release No. 47364 (February 14, 2003); 68 FR 8686 (February 24, 2003).

13 As is currently required, such activity would be subject to broker-dealer supervision under FINRA Rule 3110.

entity but that qualifies under the GLBA or Regulation R's exceptions to broker or dealer registration requirements would be considered an outside activity and not an outside securities transaction. Thus, this activity would have a prior written notice and upfront assessment requirement but would not be subject to supervision and recordkeeping.

General Exemptive Authority

To address fact-specific scenarios, proposed Rule 3290 includes general exemptive authority allowing FINRA staff, pursuant to the FINRA Rule 9600 Series,[14] to conditionally or unconditionally grant an exemption from any provision of proposed Rule 3290 for good cause shown, after taking into account all relevant factors and provided that such exemption is consistent with the purposes of proposed Rule 3290, the protection of investors, and the public interest.[15] While the scope of proposed Rule 3290 applies to a wide range of outside investment-related activities, there may be situations where it ostensibly applies but the specific facts justify an exemption. Accordingly, FINRA believes it would be useful and appropriate to have the flexibility to provide relief from a particular provision of proposed Rule 3290 under specific factual circumstances.[16]

If the Commission approves the proposed rule change, FINRA will announce the effective date of the proposed rule change in a Regulatory Notice.

2. Statutory Basis

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14 The Rule 9600 Series provides the procedures for members that seek exemptive relief as permitted under specified rules. See Rules 9610 through 9630.

15 FINRA is also proposing to amend Rule 9610 to add proposed Rule 3290 to the list of rules under which a member may seek exemptive relief.

16 FINRA notes that the proposed rule change would not impact members that are funding portals but would impact all other members including members that have elected to be treated as capital acquisition brokers ("CABs"), given that the CAB rule set incorporates the impacted FINRA rules by reference.

FINRA believes that the proposed rule change is consistent with the provisions of Section 15A(b)(6) of the Act,[17] which requires, among other things, that FINRA rules be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, and, in general, to protect investors and the public interest.

The proposed rule is designed to maintain the important longstanding goal of protecting the investing public when a member's registered or associated persons engage in potentially problematic activities that are unknown to the member but could be perceived by the investing public as part of the member's business. The proposed rule change would clarify and streamline Rules 3270 and 3280 into proposed Rule 3290 and would maintain the core investor protections of the existing rules, addressing the non-securities business activities and securities transactions that are outside the regular scope of individuals' association with a member. But importantly, the proposed rule narrows the focus to investment-related activities to reduce unnecessary burdens on members by eliminating the reporting and assessment of low-risk activities. This focus would allow members to dedicate resources to activities presenting higher risk, particularly the risk that customers or the public would view the activities as part of the member's business.

FINRA believes that by enabling members to redirect supervisory and compliance resources away from low-risk activities that pose minimal investor protection concerns toward higher-risk investment-related activities, the proposed rule change serves the public interest by promoting more effective risk-based oversight and strengthening protection where it matters most. Accordingly, FINRA believes that the proposed rule would enhance the efficiency and effectiveness of outside activities requirements and thus investor protection.

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[17] 15 U.S.C. 78o-3(b)(6).

B. Self-Regulatory Organization's Statement on Burden on Competition

FINRA does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. All members would be subject to the proposed amendments.

Economic Impact Assessment

FINRA has undertaken an economic impact assessment to analyze the regulatory need for the proposed rule change, its potential economic impacts, including anticipated costs, benefits, and distributional and competitive effects, relative to the current baseline, and the alternatives FINRA considered in assessing how best to meet FINRA's regulatory objectives.

Economic Baseline

The economic baseline is current Rules 3270 and 3280, in addition to related guidance and current practices. As discussed above, Rule 3270 applies to registered persons while Rule 3280 applies to associated persons, whether registered or not. All such individuals and members are subject to these rules, irrespective of the members' business model, client base and product type. These rules set the minimum standards for reporting outside activities to members, but members may apply stricter criteria and prohibit or limit particular activities.

The number of individuals subject to both rules (i.e., the number of approved FINRA-registered persons) is 635,055, registered with 3,224 members. In addition, non-registered associated persons are subject to Rule 3280 but not Rule 3270. While FINRA does not know the exact number of non-registered associated persons, we estimate that there are about 500,000 such persons, composed of, among others, non-registered fingerprinted individuals ("NRFs") and non-

registered owners and officers.[18] Both registered and non-registered persons can be affiliated with more than one member firm.

In 2017, FINRA conducted a retrospective review of Rules 3270 and 3280 that included a survey of members.[19] Approximately 80 percent of the members that responded to the 2017 survey stated that they have received at least one written notice in the last five years pursuant to Rule 3270. Approximately 40 percent of the registered persons of those members provided written notices. Based on Form U4 information, nearly 50 percent of currently registered persons report one or more other businesses (outside their relationship with the member), covering almost 98 percent of members. Registered persons reported a broad range of non-investment-related activities.[20]

Rule 3280 requires associated persons to provide prior written notice before participating in any manner in PSTs. In the 2017 survey, approximately 40 percent of the responding members stated that they had received at least one written notice in the prior five years pursuant to Rule 3280. Approximately 19 percent of the associated persons with those members provided written notices.

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18 Figures as of March 31, 2025. The number of NRFs figure could be both over inclusive and under inclusive. For instance, the number of NRFs may overestimate the number of non-registered associated persons as FINRA rules do not require reporting the termination of an NRF's association with a member. Conversely, there may be other non-registered associated persons who are neither fingerprinted nor listed on Form BD who may not be captured in this figure (e.g., certain individuals in compliance and legal departments, certain individuals who perform back-office functions).

19 The anonymized survey was conducted as part of a retrospective review of both Rule 3270 and Rule 3280. The survey was sent to all member firms in October 2017, and 1,024 member firms responded. Among the firms that responded to the by-laws size question, about half were small firms and the rest were mid-size and large firms.

20 Question 13 ("Other Business") in Form U4 requires providing various details about outside activities, including whether it is an investment-related activity. While the question does not perfectly align with the activities reportable under Rule 3270, answers may be indicative of the prevalence and range of outside activities. However, the information provided is not structured, and it is difficult to assess the share of reported outside activity that is investment related. The proposed rule change does not impact reporting on Form U4.

Economic Impacts

Relative to the baseline of current requirements, the proposed rule change retains similar distinctions and obligations present in Rules 3270 and 3280, but reduces burdens in a number of ways and streamlines requirements. The proposed rule change limits the scope of non-securities related outside activities reportable by registered persons to those that are investment related. Activities that are not investment related are common and varied (e.g., refereeing sports games, driving for a car service, bartending on weekends). Removing reporting requirements for such activities would relieve both registered persons and members from costs associated with this reporting and its review. Members may also benefit from focusing the freed compliance resources on those outside activities that are more likely to raise investor protection concerns. There is likely little risk that non-investment-related activities could be perceived by the investing public as part of the member's business.

The proposed rule change also provides several exclusions regarding activity on behalf of the member or its affiliates, as well as exclusions for personal investments in non-securities and certain personal real estate activity. Moreover, the proposed rule change does not apply to an associated person's activity that is pursuant to a contract between a member and another entity if such activity is conducted on behalf of the member. In addition, the proposed rule change clarifies the applicability of the rule to an associated person's banking activity that is subject to GLBA or Regulation R. These changes in the proposed rule change reduce burdens while maintaining investor protections.

Under both the proposed rule change and currently for investment-related outside activities, registered persons must provide their firms with prior written notice of the proposed activity and members must review the proposed activity using specified criteria. The proposed

rule change standardizes the assessment that members must conduct across all types of reportable activities, upon receiving notice, of registered persons' outside activities and associated persons' outside securities transactions, borrowing from the approach used in Rule 3270. The proposed rule change adds the consideration of whether the activity involves the customers of the registered or associated person.

Relative to the baseline of the current requirements, the proposed rule change provides clearer and more consistent standards for reviewing both outside activities and outside securities transactions, reducing regulatory uncertainty and the associated legal costs to determine when and how the rules apply. FINRA understands that many members already impose the proposed or equivalent requirements. To the extent that members are applying similar or higher standards today, there would be no material impact. For members with lower or less consistent standards, this change would lead to more consistent review and perhaps additional restrictions. For the associated persons in firms that currently follow lower or less consistent standards, there may be a cost imposed in terms of business opportunities delayed, limited or prohibited by the member to the extent that some previously permissible activity is no longer allowable. Investors that interact with these associated persons may face increased search costs for those goods or services as a result.

The proposed rule change reduces regulatory burdens regarding affiliated and unaffiliated IA activities.[21] Affiliated IA activities are excluded from the rule. For unaffiliated IA activities, registered persons would only need to provide prior written notice. In the case of unaffiliated IA

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[21] Less than three percent of registered representatives associated to less than 17 percent of members have unaffiliated investment advisory activity. Less than one percent of NRFs engages in unaffiliated IA activity. These figures are based on an analysis of Form U4, Form BD and NRF information, restricting the analysis of affiliates to broker-dealers and registered investment advisors. Thus, these numbers represent an upper bound to unaffiliated activity. See supra note 18 for caveats on estimates of the number of NRFs.

activity, members would not need to approve, supervise or recordkeep the activity, but could impose conditions, limitations or prohibitions on the activity. One potential risk of this approach is that customers could be harmed if supervision by an affiliate or unaffiliated IA is less effective than supervision by the member.[22]

For associated persons employed by more than one member, the proposed rule change codifies previous guidance offering the option of formal allocation agreements for outside securities transactions for selling compensation between the members such that at least one of the members agrees to oversee the outside securities transactions. This provision allows for potential efficiency gains for members that may have been unaware of such previous guidance. Associated persons who are overseen by a single member through an allocation agreement may also benefit from lower burdens and simplified oversight. About 1.6 percent of all registered persons work for more than one member, impacting 72.8 percent of members.[23] If the registered person is associated with multiple unaffiliated members, it could facilitate agreements. The proportion of NRFs associated with more than one member is higher, at about two percent, although the proportion of impacted members is lower at 25 percent.[24]

Both members and IAs compete for individuals with similar skill sets. The current rules and the proposed rule change impose a regulatory burden for members that is not matched by equivalent requirements in the IA industry. Relative to the baseline of the current requirements,

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22 Most non-BD affiliate activity is overseen by other regulators (e.g., the SEC and states for IA activities, various federal banking regulators for bank activities, and state insurance commissions for insurance activities).

23 Figures as of March 31, 2025. Registered persons that work for multiple members tend to hold operations professional (series 99) and financial and operations principal (series 27) registrations, particularly among those that are registered with more than five members.

24 Figures as of March 31, 2025. These percentages might overestimate or underestimate the actual proportion. See supra note 18.

the focus on investment-related activities in the proposed rule change reduces, but does not eliminate, this regulatory burden. The competitive impacts of the proposed rule change on members and their associated persons depend on the business model of the member and the policies that the member adopts. To the extent that associated persons may seek employment with members based on their policies regarding outside activities, some members may face pressure to use a light touch in their assessment of outside activities and the associated determinations. The different treatment of outside activities for non-registered associated persons versus registered persons can create, on the margin, incentives for some non-registered associated persons to remain unregistered depending on the facts and circumstances. Under the proposed rule change, the exclusion of outside activities that are not investment related may reduce or eliminate that incentive to remain unregistered for some associated persons.

In summary, the proposed rule change could increase the efficiency and effectiveness of member compliance resources by clarifying the obligations of a member and associated persons, focusing attention on the activities more likely to lead to investor harm, and providing clearer and more consistent standards for the assessment that members must conduct, upon receiving notice, of registered persons' outside activities or associated persons' outside securities transactions. Such changes maintain investor protection, but may also have some effect on the investment-related opportunities offered to them. The reduction in legal and compliance costs may also have a positive competitive impact relative to segments of the securities industry that lack equivalent requirements for outside activities.

Alternatives Considered

In developing rule proposals, FINRA recognizes that their design and implementation may impose direct and indirect costs on different market participants, including members, associated persons, regulators, investors and the public. Among the alternatives considered:

- A principles-based approach in lieu of the prescriptive approach set forth in the proposed rule change, which would provide members with more flexibility in developing the systems and the protocols to assess OBAs and PSTs. However, FINRA believes that the approach presented here better balances the costs and benefits of governing outside investment-related activities while providing regulatory effectiveness, clarity and consistency.
- Applying outside activities requirements to all associated persons (rather than using the existing bifurcated approach of applying PST requirements to associated persons and OBA requirements to registered persons) or adding a requirement for prior written approval for all outside activities. Either one of these changes would have further streamlined the application of the rule, but potentially would increase regulatory costs for associated persons and members, in particular smaller firms.
- A broader scope for the activities covered by the proposed rule change, to include outside financial services activities beyond investment-related activity, such as acting as an accountant, treasurer or comptroller. The current definition of "investment-related activity" focuses on outside activities that are most likely to lead to investor confusion, conflicts of interest for the registered person and potential investor harm.

C. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others

In March 2025, FINRA published Regulatory Notice 25-05 (the "Notice"), requesting comment on the proposed rule change (the "Notice Proposal"). FINRA received 216 comments

in response to the Notice, 72 of which were individualized letters and 144 of which were one of three form letters. A copy of the Notice is available on FINRA's website at http://www.finra.org. A list of the commenters in response to the Notice and copies of the comment letters received in response to the Notice are available on FINRA's website.[25]

Commenters had different views regarding several aspects of the Notice Proposal. A summary of the comments and FINRA's response is provided below.

Broad Support for Streamlining Rules

There was broad support from commenters for streamlining the existing rules (Rules 3270 and 3280) into a new consolidated rule that focuses on activities that pose the greatest risks to investors.[26] However, several commenters opposed the proposal's objective and advocated for maintaining the status quo, in which all outside business activities are reported and outside investment advisory activity involving selling compensation, including such activity with affiliates, are supervised by member firms.[27]

Scope of "Investment-Related Activity"

While there was broad support for streamlining the existing rules, there was not agreement regarding the proper scope of activities that firms should be required to assess. Several commenters favored narrowing the scope of activity subject to the rule's notice and assessment requirement. Some of these commenters recommended focusing on securities-related activities, rather than on broader categories of financial assets including crypto, real

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25 See SR-FINRA-2026-001 (Form 19b-4, Exhibits 2b and 2c) for a list of abbreviations assigned to commenters (available on FINRA's website at http://www.finra.org).

26 See letters from ASA, Eversheds, FSI, IRI, LPL, Monument, Robinhood, SIFMA and St. John's Law.

27 See letters from Massachusetts and PIABA.

estate, and insurance.[28] In contrast, other commenters favored broadening the scope to capture a wider range of activities.[29]

As an initial matter, FINRA notes that several commenters that requested FINRA narrow the definition of "investment-related activity" may have misunderstood the supervisory and recordkeeping requirements under the proposed rule and mistakenly believed such obligations would apply to non-securities activity.[30] They would not. As discussed above, the supervisory and recordkeeping requirements would only apply if an associated person engages in an approved outside securities transaction for selling compensation.

FINRA believes the scope of the definition of "investment-related activity" strikes the right balance regarding disclosure of activities that may pose a greater risk to the investing public and members and should be retained. Such scope would both maintain investor protection and decrease burdens on members by eliminating the reporting and assessment of low-risk activities that create white noise (e.g., refereeing sports games, driving for a car service, bartending on weekends).

Limiting the definition to securities transactions would inappropriately exclude activities that present higher risks to customers and firms, particularly the risk that customers or the public would view the activities as part of the member's business. Specifically, when customers see their registered representative offering non-securities investment-related services (e.g., selling non-security crypto assets, fixed annuities, or commodities away from the member), they may reasonably believe that these activities are part of the member's business, which increases risks

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28 See letters from Broadstone, GVC, LPL, Monument, Robinhood, WEG 1, Githens and IRI.

29 See letters from Cornell Law, NASAA, Massachusetts and St. John's Law.

30 See FINRA Statement to Correct Misinformation About FINRA's Outside Activities Proposal (May 5, 2025), https://www.finra.org/media-center/newsreleases/2025/finra-statement-correct-misinformation-about-finras-outside.

of customer confusion and harm, and legal and reputational risk for the registered representative's firm.

By encompassing both securities and non-securities investment-related activity, the proposed definition of "investment-related activity" would allow members to dedicate compliance resources to reviewing their registered persons' activities in these higher-risk activities.

Conversely, broadening the definition to capture a wider range of activities would further increase burdens on members on low-risk activities that create white noise, including those activities where a customer or the public would not reasonably view the activities as part of the member's business.

Bifurcated Approach Regarding Registered and Associated Persons

Similar to the bifurcated approach in Rules 3270 and 3280, in which registered persons disclose a broader range of outside activities than associated persons, the proposed rule change provides for a bifurcated approach in which registered persons are required to provide their firms with prior written notice of outside investment-related activities and associated persons are required to provide their firms with prior written notice of proposed outside securities transactions. Several commenters suggested that FINRA limit the rule to only apply to outside activities of registered persons, including with respect to outside securities transactions, in contrast to the current application under Rule 3280.[31]

FINRA believes that maintaining a bifurcated approach for registered persons' investment-related activities and associated persons' outside securities transactions is appropriate. When an associated person—registered or not—engages in a securities transaction

[31] See letters from ASA and SIFMA.

outside their member firm, it implicates regulatory interests in the associated person's and their firm's compliance with applicable securities laws and regulations. When an associated person engages in a securities transaction away from their firm without providing prior written notice of the proposed transaction, a member cannot assess the risk that the transaction will interfere with or otherwise compromise the associated person's responsibilities to the member or the member's customers or will be viewed by the member's customers or the public as part of the member's business.

In addition, without this information, the firm would not be in a position to determine whether to, in the case of an outside securities transaction not for compensation, require the associated person to adhere to specified conditions in connection with the associated person's participation in the transaction, or, in the case of an outside securities transaction for selling compensation, approve the proposed transaction, approve the proposed transaction subject to specific conditions or limitations or disapprove the proposed transaction. This lack of visibility could result in significant legal and reputational risks for the member.

Members' Obligations Upon Receiving Notice

Under both proposed Rule 3290 and currently for investment-related outside activities, registered persons must provide their firms with prior written notice of the proposed activity and members must review the proposed activity using specified criteria. The Notice Proposal standardized the assessment that members must conduct, upon receiving notice, of registered persons' outside activities and associated persons' outside securities transactions, borrowing from the approach used in Rule 3270 with an addition—the consideration of whether the activity involves the member's customers.

Several comments raised concerns about the practical challenges of determining whether

the activity involves the member's customers (as opposed to customers of the associated person or registered person).[32] FINRA agrees with these concerns and has amended this customer assessment in proposed Rule 3290 to apply only to the customer of such registered or associated person rather than to the member's customer. The member then would need to consider that information as one of the assessment factors upon receiving the written notice.

Exclusions Overview

The Notice Proposal contained several exclusions from the rule's coverage, including an associated person's (including a registered person's) non-BD activity on behalf of a member or its affiliate, outside securities transactions subject to Rule 3210 and transactions delineated in Rule 3210.03, personal investments in non-securities and certain real estate transactions. Commenters generally supported the proposed exclusions. However, some commenters asked for clarifications or expansions of certain exclusions. In addition, some commenters raised concerns with respect to personal investments in non-securities. Those comments are discussed below.

Affiliate Exclusion and Non-Affiliated Activity

The Notice Proposal excluded an associated person's (including a registered person's) non-BD activity on behalf of a member or its affiliate (e.g., IA activity at a dually registered firm, and IA, insurance or banking activity conducted at an affiliate). "Affiliate" was defined as any entity that controls, is controlled by, or is under common control with the member. While commenters generally supported the affiliate exclusion, several commenters supported expanding it to cover certain contractual relationships with the member.[33]

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32 See letters from ARM, Robinhood and SIFMA.

33 See letters from ASA, IRI, LPL and SIFMA.

In light of the feedback received, FINRA believes that the obligations under the proposed Rule 3290 should vary depending on the relationship between the member and another entity.

- For affiliates, the Notice Proposal excluded an associated person's (including a registered person's) non-BD activity on behalf of a member or its affiliate. FINRA continues to believe this exclusion recognizes members' ability to implement meaningful controls across business lines and that the definition is in line with members' abilities. However, FINRA has deleted the "non-broker-dealer" language in proposed Rule 3290 to make clear that all affiliate activity is excluded.
- For non-affiliates, an associated person's activity that is pursuant to a contract between a member and another entity (e.g., banking or insurance networking arrangement) is not subject to the proposed rule change if such activity is conducted on behalf of the member as it is within the scope of the associated person's relationship with the member. Even though this activity has always been considered the activity of the member, FINRA has added supplementary material in proposed Rule 3290 to clarify the application of the proposed rule to this activity.
- An associated person's non-affiliate securities activity that is not covered by a contract between a member and another entity, discussed directly above, but that qualifies under GLBA[34] or SEC Regulation R's[35] exceptions to broker or dealer registration requirements is considered an outside activity and not an outside securities transaction. Thus, this activity would have a notice and assessment requirement but would not be subject to supervision and recordkeeping. FINRA has added supplementary material in

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34 See supra note 11.

35 See supra note 12.

proposed Rule 3290 to clarify the application of the proposed rule to this activity.

Personal Investments in Non-Securities Exclusion

The Notice Proposal contained an exclusion for an associated person's investments in non-securities. While two commenters provided support for the exclusion,[36] a number of commenters raised concerns with respect to personal investments in crypto assets, suggesting that an associated person's personal investment in crypto assets would require member approval.[37]

FINRA believes there is a misunderstanding of this exclusion. Under the Notice Proposal and the proposed rule change, an associated person's personal investments in non-securities are excluded. Therefore, personal transactions in non-security crypto assets, such as bitcoin, are excluded from coverage under proposed Rule 3290. As such, there would not be a prior written notice requirement or an approval requirement for these transactions. If a personal crypto asset transaction involves a security, there would be a prior written notice and an acknowledgment requirement. However, unless the transaction involves selling compensation, there would be no approval requirement.

Real Estate Exclusion

The Notice Proposal also contained an exclusion for the purchase, sale, rental or lease of a main home or dwelling unit or personal-use rental property, as defined for purposes of the Internal Revenue Code. Several commenters asked for clarification of this exclusion,[38] with FSI suggesting that FINRA revise the exclusion to cover ownership involving the associated person

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36 See letters from Anonymous 2 and Sosa.

37 See letters from Anonymous 3, Betz, Christoforo, Form Letter Type C, Forrester, Frazee, John 2, Messier, Pineyro, Ripperger, Ruffolo, Smith, Sosa, Sullivan and Sweeney.

38 See letters from ARM, Eversheds, FSI, Robinhood, SIFMA and Tobin.

or the associated person and "immediate family," as recently modernized in another FINRA rule.[39]

In response, FINRA has clarified the real estate exclusion to cover the purchase, sale, rental or lease of a main home and up to two secondary homes. For purposes of this provision, a secondary home would be a property that is used for residential purposes by the associated person for at least part of the year.

FINRA has also added clarifying language stating that the exclusion would apply if the property is: (1) solely owned by the associated person or the associated person and "immediate family"; (2) owned by the associated person as a sole proprietorship; (3) owned by a corporation, LLC, partnership, limited partnership, or other entity that is solely owned by the associated person or the associated person and immediate family; or (4) owned by a trust with the associated person or the associated person and immediate family as the sole beneficiaries. The term "immediate family" would use the recently revised definition.

Member Supervision of Unaffiliated IA Activities

The Notice Proposal maintained the status quo regarding members' recordkeeping and supervisory responsibilities for outside unaffiliated IA activity. There was widespread opposition to the requirement for broker-dealers to supervise outside IA activities conducted through unaffiliated IAs.[40] Commenters stated that this requirement is outside FINRA's

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39 FSI suggested referring to the definition of "immediate family" in Rule 3240(c), which defines it as parents, grandparents, mother-in-law or father-in-law, spouse or domestic partner, brother or sister, brother-in-law or sister-in-law, son-in law or daughter-in-law, children, grandchildren, cousin, aunt or uncle, or niece or nephew, and any other person who resides in the same household as the registered person and the registered person financially supports, directly or indirectly, to a material extent. The term includes step and adoptive relationships.

40 See letters from 4J Wealth, ADISA, Anonymous 5, ARM, ASA, Becker, Form Letter Type A, Form Letter Type B, Githens, Integrated Solutions, IAA, IRI, LPL, PKS, Robinhood, SIFMA, Sigma, Solebury, Stavis, Tobin, WEG 1, WEG 2 and Woodworth.

jurisdiction,[41] creates duplicative oversight,[42] disregards the practical barriers of acquiring the data necessary to supervise effectively,[43] raises privacy concerns,[44] unfairly creates litigation risk,[45] and imposes significant burdens on BDs without commensurate benefits to investor protection.[46]

In contrast, only four commenters supported maintaining BD supervision and recordkeeping of unaffiliated IA activities.[47] In general, these commenters were concerned that eliminating such supervision and recordkeeping would increase the risk of investor harm in connection with activity occurring at an unaffiliated IA or of such harm being undetected.

FINRA recognizes that IA activity is subject to another regulatory regime, which creates the potential for regulatory duplication or inconsistencies. The imposition of broker-dealer supervisory obligations raises practical challenges, particularly for members that do not have an affiliated IA and are unlikely to have specialized knowledge of IA business practices and regulations, yet are currently required to supervise their associated persons' outside IA activities. These issues also create confusion about which regulatory standards should apply – BD or IA requirements – which has the potential to undermine effective supervision.

FINRA acknowledges that the supervision requirement may increase members' litigation risk because lawyers representing clients of unaffiliated IAs may use FINRA's supervisory

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41 See letters from Becker, Form Letter Type B, IAA and Solebury.

42 See letters from 4J Wealth, ARM, Anonymous 5, ASA, Becker, IRI, LPL, Robinhood, Stavis, Tobin, WEG 1, WEG 2 and Woodworth.

43 See letters from IRI and John 1.

44 See letters from 4J Wealth, ARM, Anonymous 5, Form Letter Type A, Form Letter Type B, Githens, IAA, KerberRose, LPL, PKS, Sigma, Solebury, Stavis, WEG 1, WEG 2 and Woodworth.

45 See letters from Anonymous 5, Broadstone and Sigma.

46 See letters from ADISA, Anonymous 5, Form Letter Type A, Becker, Robinhood, SIFMA, Sigma, Solebury, Stavis, WEG 1 and WEG 2.

47 See letters from FSI, Massachusetts, NASAA and PIABA.

requirement as the basis for asserting claims against BDs for misconduct occurring at unaffiliated IAs. FINRA notes that members are free to impose supervisory obligations on their associated persons as a condition to participating in outside unaffiliated IA activity, whether or not required by rule.

FINRA also acknowledges the concerns that commenters articulated about the practical difficulties and costs of supervising outside IA activities. In addition to the questions about what supervision is required, members may lack access to information necessary to meaningfully supervise outside unaffiliated IA activities, creating an untenable situation where members bear regulatory responsibility and potential liability without adequate means to fulfill their regulatory obligations. Furthermore, privacy concerns create substantial obstacles for members in obtaining and safeguarding personal information of unaffiliated IA clients and potentially raise risks for members under various privacy laws and rules.

For these reasons, FINRA has eliminated the requirement for members to engage in supervision and recordkeeping of outside unaffiliated IA activities in proposed Rule 3290. Such activity would be considered outside activity under proposed Rule 3290 that would continue to have prior written notice and upfront assessment obligations, but not recordkeeping and supervision obligations. FINRA has added supplementary material in proposed Rule 3290 to clarify the application of the proposed rule to this activity.

General Exemptive Authority

FINRA received several comments that described various scenarios involving outside activities and requests for relief under the proposal.[48] Rather than address these very fact-specific scenarios in proposed Rule 3290, FINRA has added general exemptive authority

[48] See letters from Cutson and GVC.

allowing FINRA staff, pursuant to the Rule 9600 Series,[49] to conditionally or unconditionally grant an exemption from any provision of proposed Rule 3290 for good cause shown, after taking into account all relevant factors and provided that such exemption is consistent with the purposes of proposed Rule 3290, the protection of investors, and the public interest. While the scope of proposed Rule 3290 applies to a wide range of outside investment-related activities, there may be situations where it ostensibly applies but the specific facts justify an exemption. Accordingly, FINRA believes it would be useful and appropriate to have the flexibility to provide relief from a particular provision of proposed Rule 3290 under specific factual circumstances.[50]

Alignment with Form U4 Disclosures

Several commenters noted discrepancies between the proposed rule's notification requirements and the existing Form U4 disclosures, and urged FINRA to coordinate with the SEC and states to harmonize these requirements.[51] FINRA notes that Form U4 disclosures go beyond the scope of the proposed rule change but that FINRA would endeavor to work with the SEC and states to harmonize the requirements where appropriate.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

Within 45 days of the date of publication of this notice in the Federal Register or within such longer period (i) as the Commission may designate up to 90 days of such date if it finds such longer period to be appropriate and publishes its reasons for so finding or (ii) as to which the self-regulatory organization consents, the Commission will:

(A) by order approve or disapprove such proposed rule change, or

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49 See supra note 14.

50 See supra note 15.

51 See letters from ARM, Eversheds, FSI, GVC, IRI, Robinhood and SIFMA.

(B) institute proceedings to determine whether the proposed rule change should be disapproved.

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 (http://www.sec.gov/rules/sro.shtml); or
- Send an email to rule-comments@sec.gov. Please include File Number SR-FINRA-2026-001 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-FINRA-2026-001. 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 (http://www.sec.gov/rules/sro.shtml). Copies of the filing will be available for inspection and copying at the principal office of FINRA. 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-FINRA-2026-001 and should be submitted on or before [INSERT DATE 21 AFTER PUBLICATION IN THE FEDERAL REGISTER].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[52]

Sherry R. Haywood,

Assistant Secretary.

[52] 17 CFR 200.30-3(a)(12).