

SECURITIES AND EXCHANGE COMMISSION  
(Release No. 34-80453; File No. SR-IEX-2017-09)

April 13, 2017

Self-Regulatory Organizations; Investors Exchange LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Specify the Required Forms of Listing Application, Agreement and Other Documentation

Pursuant to Section 19(b)(1)<sup>1</sup> of the Securities Exchange Act of 1934 (the “Act”)<sup>2</sup> and Rule 19b-4 thereunder,<sup>3</sup> notice is hereby given that, on April 3, 2017, the Investors Exchange LLC (“IEX” or the “Exchange”) filed with the Securities and Exchange Commission (the “Commission”) the proposed rule change as described in Items I and II below, which Items have been prepared by the self-regulatory organization. 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

Pursuant to the provisions of Section 19(b)(1) under the Securities Exchange Act of 1934 (“Act”),<sup>4</sup> and Rule 19b-4 thereunder,<sup>5</sup> Investors Exchange LLC (“IEX” or “Exchange”) is filing with the Commission a proposed rule change to specify the required forms of listing application, listing agreement and other documentation that listed companies must execute or complete (as applicable) as a prerequisite for listing on the Exchange. The Exchange has designated this proposal as non-controversial and provided the Commission with the notice required by Rule 19b-4(f)(6)(iii) under the Act.<sup>6</sup>

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

<sup>2</sup> 15 U.S.C. 78a.

<sup>3</sup> 17 CFR 240.19b-4.

<sup>4</sup> 15 U.S.C. 78s(b)(1).

<sup>5</sup> 17 CFR 240.19b-4.

<sup>6</sup> 17 CFR 240.19b-4(f)(6)(iii).

The text of the proposed rule change is available at the Exchange's website at [www.iextrading.com](http://www.iextrading.com), at the principal office of the Exchange, and at the Commission's Public Reference Room.

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

In its filing with the Commission, the self-regulatory organization 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. The self-regulatory organization 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 the Statutory Basis for, the Proposed Rule Change

1. Purpose

On June 17, 2016 the Commission granted IEX's application for registration as a national securities exchange under Section 6 of the Act including approval of rules applicable to the qualification, listing and delisting of companies on the Exchange.<sup>7</sup> The Exchange plans to begin a listing program in 2017 and is proposing to adopt listing applications and forms applicable to companies applying for listing or listed on the Exchange in this proposed rule change. As proposed, the listing forms are substantially similar to those currently in use by the Nasdaq Stock Exchange LLC ("Nasdaq"), with certain differences as described herein.<sup>8</sup>

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<sup>7</sup> See Securities Exchange Act Release No. 34-78101 (June 17, 2016), 81 FR 41141 (June 23, 2016) (File No. 10-222).

<sup>8</sup> Nasdaq's listing applications and forms are available at: [https://listingcenter.nasdaq.com/Forms\\_Preview.aspx](https://listingcenter.nasdaq.com/Forms_Preview.aspx). In connection with IEX's Form 1 application for registration as a national securities exchange, the Commission approved rules applicable to the qualification, listing and delisting of companies on IEX. See Securities Exchange Act Release No. 78101 (June 17, 2016), 81 FR 41141 (June 23,

The Exchange proposes to specify the required forms of listing application, listing agreement and other documentation that listing applicants and listed companies must execute or complete (as applicable) as a prerequisite for initial and ongoing listing on the Exchange, as applicable (collectively, “listing documentation”). All listing documentation will be available on the Exchange’s website ([www.iextrading.com](http://www.iextrading.com)). In the event that in the future the Exchange makes any substantive changes (including changes to the rights, duties, or obligations of a listed company or listing applicant or the Exchange, or that would otherwise require a rule filing) to such documents, it will submit a rule filing in accordance with Rule 19b-4.<sup>9</sup>

The following is a description of the listing documentation.<sup>10</sup>

#### IEX Listing Application

Pursuant to IEX Rule 14.202, after receiving a listing clearance letter pursuant to IEX Rule 14.201,<sup>11</sup> a company must file and execute an original listing application to apply for listing on IEX. The Listing Application provides information necessary, and in accordance with Section 12(b) of the Act, for IEX regulatory staff to conduct a due diligence review of a company to determine if it qualifies for listing on the Exchange. Relevant factors regarding the

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2016) (File No. 10-222). These rules are modelled on Nasdaq’s rules applicable to the qualification, listing and delisting of companies on Nasdaq.

<sup>9</sup> The Exchange will not submit a rule filing if the changes made to a document are solely typographical or stylistic in nature.

<sup>10</sup> For each form a duly authorized representative of the company must sign an affirmation that the information provided is true and correct as of the date the form was signed and that the company will promptly notify IEX of any material changes.

<sup>11</sup> Pursuant to IEX Rule 14.201 a company seeking the initial listing of one or more classes of securities on the Exchange must participate in a free confidential pre-application eligibility review by the Exchange in order to determine whether it meets the Exchange’s listing criteria. If, upon completion of this review, the Exchange determines that a company is eligible for listing, the Exchange will provide a clearance letter to the company notifying the company that it has been cleared to submit an original listing application pursuant to IEX Rule 14.202. A clearance letter is valid for nine months from its date of issuance.

company and securities to be listed will determine the type of information required.<sup>12</sup>

Accordingly, different types of listing applications and information would be required to be submitted, as described below:

1. Initial Public Offering (“IPO”) or Distribution Spin-off

This form of listing application would be used by a company listing in conjunction with an IPO,<sup>13</sup> spin-off or other distribution transaction.<sup>14</sup>

2. Transfer from a National Securities Exchange

This form of listing application would be used by a company that is currently listed on another national securities exchange<sup>15</sup> to transfer its listing to the Exchange.

3. Transfer from a Market that is not a National Securities Exchange

This form of listing application would be used by a company that is currently a publicly traded in the United States on a market that is not a national securities exchange.

4. Listing of a New Class of Securities by a Listed Company

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<sup>12</sup> See the table on page 10 infra which specifies the categories of information required for each application type.

<sup>13</sup> A company shall be considered to be listing in conjunction with an initial public offering if immediately prior to the effective date of a registration covering securities to be listed, the company was not required to file reports with the Commission pursuant to Section 13(a) or 15(d) of the Act.

<sup>14</sup> In a “spin-off [sic], a parent company distributes shares of a subsidiary to the parent company's shareholders so that the subsidiary becomes a separate, independent company. The shares are usually distributed on a pro rata basis. See, “Fast Answers” available on sec.gov.

<sup>15</sup> A national securities exchange is a securities exchange that has registered with the SEC under Section 6 of the Act.

This form of listing application would be used by a company that is currently listed and seeking to list a new class of securities on the Exchange.

5. Listing following a Change of Control Between a Listed Company and an Unlisted Company

This form of application would be used by a company listing in conjunction with a business transaction that results in a change of control (e.g., merger or acquisition).

As noted in the table below, certain categories of information would be required for all application types, as well as application specific information for particular application types.

The following describes each category and use of application information:

1. Corporate information regarding the issuer of the security to be listed, including company name, address, Central Index Key Code (CIK), SEC File Number, date and place of incorporation, fiscal year end, whether the company is a foreign private issuer, whether the company is eligible for a Direct Registration Program operated by a clearing agency registered under Section 17A of the Act, and a company description. This information is required of all applicants and is necessary in order for the Exchange's regulatory staff to collect basic company information for recordkeeping and due diligence purposes, including review of information contained in the company's SEC filings.
2. Corporate contact information including for the company's legal counsel. This information is required of all applicants and is necessary in order for the Exchange's regulatory staff to collect current company contact information for

purposes of obtaining any additional due diligence information to complete a listing qualification review of the applicant.

3. Securities/accounting information regarding the company's investment banker, auditor and transfer agent. Auditor information is required for all applicants, except for a listed company applying to list a new class of securities, whereas information regarding the company's investment banker is only required of applicants listing in connection with an IPO or distribution spin-off or for listing a new class of securities. Transfer agent is required for all applicants. This information is necessary in order for the Exchange's regulatory staff to collect current contact information for such company advisors and vendors for purposes of obtaining any additional due diligence information to complete a listing qualification review of the applicant.
4. Offering and security information regarding an IPO or other offering, including the type of offering, expected effective date of registration statement, expected date of initial trading on IEX, expected closing date of the offering, whether stock certificates will be delivered within three business days of listing, and whether the stock certificates will contain any restrictive legends. This information is required of applicants listing in connection with an IPO or distribution spin-off and for listing a new class of securities, and is necessary in order for the Exchange's regulatory staff to collect basic information about the offering, as well as to identify whether a when issued trading market will be needed (if stock certificates will not be delivered within three business days of listing) and to assess

compliance with IEX Rules 14.310(a)(2) and 14.315(a)(1) regarding publicly held shares.

5. Associated Corporate Actions information regarding a listed company conducting a business combination with an unlisted company that results in a change of control of the listed company, including changes to company name, trading symbol, CUSIP, whether a reverse stock split will be effected and other relevant information. This information is necessary in order to collect basic information about the company following the business transaction and to enable the Exchange to provide timely and accurate notifications of the associated corporate actions to Members and other market participants.<sup>16</sup>
6. Issue-specific information regarding securities to be listed, such as trading symbol, current market (except for applicants listing in connection with an IPO or distribution spin-off or for listing a new class of securities), issue type/class, CUSIP, number, par value, voting power, shares outstanding and shareholders, whether the security is book entry only, and American depositary share information. This information is necessary in order for the Exchange's regulatory staff to collect basic information about the security that is the subject of the listing application, as well as to assess compliance with IEX Rules 14.310(a) regarding distribution requirements and 14.413 regarding voting rights.
7. Board member identification and information including identification of independent directors and committee members. This information is necessary in

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<sup>16</sup> The Exchange expects to provide such notification on its website and through a subscription based service, both on a complimentary basis.

order for the Exchange’s regulatory staff to assess compliance with IEX Rule 14.405 regarding board of directors and committee requirements.

8. Regulatory review information, including a description of regulatory proceedings and litigation the company is subject to; certain regulatory, legal or criminal matters involving the company’s current executive officers, directors and ten percent or greater shareholders; prior listing background, SEC filing background; and prior financing transactions.<sup>17</sup> This section also notes that IEX reserves the right to request additional information or documentation, public or non-public, deemed necessary to make a determination regarding a security’s qualification for initial listing, including but not limited to, any material provided to or received from the SEC or other regulatory authority. Additionally, this section notes that the fact that an applicant may meet IEX’s numerical guidelines does not necessarily mean that its application will be approved. This regulatory review information is necessary in order for the Exchange’s regulatory staff to assess whether there are regulatory matters related to the company that render it unqualified for listing, or warrant the application of more stringent listing criteria, pursuant to IEX Rule 14.101.<sup>18</sup>

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<sup>17</sup> See also note 25 regarding the scope of regulatory information initially required to be included in various application types.

<sup>18</sup> Pursuant to IEX Rule 14.101 the Exchange “...has broad discretionary authority over the initial and continued listing of securities on the Exchange in order to maintain the quality, transparency and integrity of and public confidence in its market; to prevent fraudulent and manipulative acts and practices; to promote just and equitable principles of trade; to protect investors and the public interest; and to protect the safety and security of the Exchange and its employees. The Exchange may use such discretion to deny initial listing, apply additional or more stringent criteria for the initial or continued listing of particular securities, or suspend or delist particular securities based on any event, condition, or circumstance that exists or occurs that makes initial or continued listing of



9. Supporting documentation required prior to listing approval includes a listing agreement,<sup>19</sup> logo submission form,<sup>20</sup> corporate governance certification,<sup>21</sup> regulatory correspondence over the past 12 months<sup>22</sup> shareholder confirmation documents, and symbol reservation form.<sup>23</sup> This documentation is necessary in order to support the Exchange’s regulatory staff listing qualification review (corporate governance certification form, regulatory correspondence and shareholder confirmation documents), to effectuate the listed company’s

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the securities on the Exchange inadvisable or unwarranted in the opinion of the Exchange, even though the securities meet all enumerated criteria for initial or continued listing on the Exchange. In the event that the Exchange Staff makes a determination to suspend or deny continued listing pursuant to its discretionary authority, the Company may seek review of that determination through the procedures set forth in the IEX Rule Series 14.500.”

<sup>19</sup> See description of the listing agreement infra.

<sup>20</sup> See description of the logo submission form infra.

<sup>21</sup> See description of the corporate governance certification infra.

<sup>22</sup> This includes correspondence between the listing applicant and each of its regulators. Review of such correspondence by IEX Regulation staff is designed to identify any public interest concerns that would preclude listing approval. In this regard, IEX Rule 14.101 provides that the Exchange “...has broad discretionary authority over the initial and continued listing of securities on the Exchange in order to maintain the quality, transparency and integrity of and public confidence in its market; to prevent fraudulent and manipulative acts and practices; to promote just and equitable principles of trade; to protect investors and the public interest; and to protect the safety and security of the Exchange and its employees. The Exchange may use such discretion to deny initial listing, apply additional or more stringent criteria for the initial or continued listing of particular securities, or suspend or delist particular securities based on any event, condition, or circumstance that exists or occurs that makes initial or continued listing of the securities on the Exchange inadvisable or unwarranted in the opinion of the Exchange, even though the securities meet all enumerated criteria for initial or continued listing on the Exchange. In the event that the Exchange Staff makes a determination to suspend or deny continued listing pursuant to its discretionary authority, the Company may seek review of that determination through the procedures set forth in the IEX Rule Series 14.500.”

<sup>23</sup> See description of the symbol reservation form infra.

agreement to the terms of listing (listing agreement),<sup>24</sup> and enable the Exchange to use the company's logo for marketing and publicity purposes on IEX's website. In addition, the IPO application requires that if the company qualifies as an emerging growth company under the JOBS Act of 2012 and has submitted a confidential draft registration statement to the Commission in connection with its proposed IPO, the company provide the most recent copy of such draft registration statement and all related correspondence with the Commission or its staff. This documentation, which is not publicly available, is required to support the Exchange regulatory staff's listing qualification review.

The chart below show the categories of information required on each application type:

<b>Information Category</b>	<b>IPO Application</b>	<b>Exchange Transfer</b>	<b>Non-Exchange Transfer</b>	<b>Change of Control</b>	<b>New Class</b>
Corporate	✓	✓	✓	✓	✓
Contacts	✓	✓	✓	✓	✓
Securities/Accounting	✓	✓	✓	✓	✓
Offering and Security	✓				✓
Associated Corporate Action				✓	
Issue-Specific	✓	✓	✓	✓	✓
Board Member	✓	✓	✓	✓	
Regulatory Review <sup>25</sup>	✓	✓	✓	✓	✓
Supporting Documentation	✓	✓	✓	✓	✓

### IEX Listing Agreement

Pursuant to IEX Rule 14.202, to apply for listing on IEX, a company must execute a Listing Agreement. Pursuant to the Listing Agreement a company agrees with the Exchange as

<sup>24</sup> See discussion of listing agreement infra.

<sup>25</sup> Because more information is generally available to IEX Regulation staff based on existing listing on IEX or another national securities exchange, the Exchange Transfer and New Class applications require only information on nondisclosed regulatory and/or legal matters. As warranted, IEX Regulation staff will request additional regulatory information necessary to make a listing qualification determination.

follows:

1. Company certifies that it understands and agrees to comply with all IEX rules, as they may be amended from time to time, and pay all applicable listing fees when due.
2. Company agrees to promptly notify IEX in writing of any corporate action or other event which will cause Company to cease to be in compliance with IEX listing requirements.
3. Company understands that IEX may remove its securities from the Investors Exchange LLC, pursuant to applicable procedures, if it fails to meet one or more requirements of Paragraphs 1-2.
4. Company understands that if an exception to any of the provisions of any of the IEX rules has been granted by IEX, such exception shall, during the time it is in effect, supersede any conflicting provision of this Listing Agreement.
5. Company warrants and represents that any trading symbol requested to be used by Company does not violate any trade/service mark, trade name, or other intellectual property right of any third party. Company agrees and understands that a trading symbol is provided to Company for the limited purpose of identifying Company's security in authorized quotation and trading systems and that Company has no ownership rights in the trading symbol. The assignment and use of a trading symbol is governed by the National Market System Plan for the Selection and Reservation of Securities Symbols, as may be amended from time to time.
6. Company hereby grants to IEX a non-exclusive, royalty free, license to use Company's logos, trade names, and trade/service marks in IEX's advertising, literature, media interactions, industry events, conferences, websites, social media content, and mobile applications solely in connection with marketing and related purposes in connection with

being an IEX-listed company, and to convey quotation information, transactional reporting information, and other information regarding Company in connection with IEX. Company agrees to hold harmless and indemnify IEX (and its officers, directors, employees and agents) against any and all claims and losses, including but not limited to costs and attorneys' fees, resulting from, suffered, or incurred as a result of any third party's claim or litigation relating to the infringement of any trade/service mark, trade name, or other intellectual property right related to or arising out of IEX's use of Company's trading symbol, corporate logos, Web site address, trade names, and trade/service marks in accordance with the terms of this Listing Agreement.

The various provisions of the Listing Agreement are designed to accomplish several objectives. First, clauses 1 – 3 reflect the Exchange's self-regulatory organization ("SRO") obligations to assure that only listed companies that are compliant with applicable IEX rules may remain listed. Thus, these provisions contractually bind a listed company to comply with IEX rules, provide notification of any corporate action or other event that will cause the company to cease to be in compliance with IEX listing requirements, and evidence the company's understanding that it may be removed from listing (subject to applicable procedures) if it fails to be in compliance or notify the Exchange of any event of noncompliance. Clause 4 reflects the contractual impact of any exception granted to a listed company with respect to any IEX rules.<sup>26</sup> Clauses 5 and 6 contains standard legal representations and agreements from the listed company to IEX regarding use of its logo, trade names, trade/service markets, and trading symbol as well as potential legal claims against IEX in connection thereto.

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<sup>26</sup> For example, pursuant to IEX rule 14.501 and 14.502 a listed company may be granted an exception to certain listing standards for a limited period of time, as permitted by IEX rules.

### Corporate Governance Certification

In accordance with IEX Rule 14.400, companies listed on IEX are required to comply with certain corporate governance standards, relating to, for example, audit committees, director nominations, executive compensation, board composition, and executive sessions. In certain circumstances the corporate governance standards that apply vary depending on the nature of the company. In addition, there are phase-in periods and exemptions available to certain types of companies.<sup>27</sup> The Corporate Governance Certification enables a company to confirm to the Exchange that it is in compliance with the applicable standards, and specify any applicable phase-ins or exemptions.<sup>28</sup> In addition, the Corporate Governance Certification enables a company to confirm to the Exchange its compliance with quorum,<sup>29</sup> internal audit,<sup>30</sup> code of conduct,<sup>31</sup> and direct registration system (“DRS”) eligibility<sup>32</sup> requirements. Companies are required to submit a Corporate Governance Certification upon initial listing on IEX and thereafter when an event occurs that makes an existing form inaccurate. This Corporate Governance Certification thus assists IEX regulatory staff in monitoring listed company compliance with the corporate governance requirements.

### Company Event Notifications

Pursuant to IEX Rule 14.207(e), various corporate events resulting in material changes will trigger the requirement for a listed company to submit certain forms to the Exchange. The

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<sup>27</sup> See IEX Rule 14.407.

<sup>28</sup> See IEX Rule 14.407.

<sup>29</sup> See IEX Rule 14.408(c).

<sup>30</sup> See IEX Rule 14.414. Note that Nasdaq does not have a corresponding internal audit requirement.

<sup>31</sup> See IEX Rule 14.406.

<sup>32</sup> See IEX Rule 14.208.

following describes the applicable forms, as proposed, for different event types:

1. Shares Outstanding Change Form

Pursuant to IEX Rule 14.207(e)(1), listed companies are required to file, on a form designated by the Exchange no later than 10 calendar days after the occurrence, any aggregate increase or decrease of any listed class of securities listed on the Exchange that exceeds 5% of the amount of the class outstanding. This notification requirement is designed to assist IEX regulatory staff in identifying a situation in which a listed company may have issued additional shares without obtaining shareholder approval as required<sup>33</sup> or in violation of IEX's voting rights rule.<sup>34</sup> Accordingly, as proposed, the Exchange designates the Shares Outstanding Change Form for this purpose.

2. Listing of Additional Shares

Pursuant to IEX Rule 14.207(e)(2) listed companies must notify IEX of events involving the issuance, or potential issuance of common stock, securities convertible into common stock or other voting securities.<sup>35</sup> Such events include but are not limited to, public offerings, private placements, acquisitions using stock, establishment, or materially amending stock option plans and transactions that may result in a change of control of a company. Companies must file notifications on the Listing of Additional Shares form as soon as possible but at least 15 calendar days prior to the transaction in question. The Exchange regulatory staff will use the information provided to assess whether a transaction is in compliance with applicable IEX rules, including the shareholder approval requirements.

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<sup>33</sup> See IEX Rule 14.412.

<sup>34</sup> See IEX Rule 14.413.

<sup>35</sup> A company solely listing American Depositary Receipts is not subject to such notification requirement.

### 3. Company Event Notification Form

Pursuant to IEX Rule 14.207(e)(3), listed companies are required to file, on a form designated by the Exchange, notification of specified record keeping changes no later than 10 calendar days after the occurrence. These include any changes to its name, the par value or title of its security, its symbol or similar change. In addition, listed companies are required to notify the exchange promptly in writing (absent any fees) of any change in the general character or nature of its business and any change in the address of its principal executive offices. Further, pursuant to IEX Rule 14.207(e)(4), listed companies are required to notify the Exchange of a Substitution Listing Event (other than a reincorporation or a change to the company's place of organization)<sup>36</sup> no later than 15 calendar days prior to the implementation of such event by filing the appropriate form as designated by the Exchange. For a reincorporation or change to a company's place of organization, a company shall notify the Exchange as soon as practicable after such event has been implemented by filing the appropriate form as designated by the Exchange. These notifications are required for administrative reasons (i.e., to assure that the Exchange has accurate information regarding each listed company and security). The Exchange proposes to designate the Company Event Notification for such notifications.

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<sup>36</sup> Pursuant to IEX Rule 14.002(32), a Substitution Listing Event means: a reverse stock split, re-incorporation or a change in the Company's place of organization, the formation of a holding company that replaces a listed Company, reclassification or exchange of a Company's listed shares for another security, the listing of a new class of securities in substitution for a previously-listed class of securities or any technical change whereby the Shareholders of the original Company receive a share-for-share interest in the new Company without any change in their equity position or rights. A Substitution Listing Event also includes the replacement of, or any significant modification to, the index, portfolio or Reference Asset underlying a security listed under Chapter 16 of the IEX Rules (including, but not limited to, a significant modification to the index methodology, a change in the index provider, or a change in control of the index provider).

#### 4. Dividend-Distribution-Interest Payment Form

Pursuant to IEX Rule 14.207(e)(6), no later than 10 calendar days prior to the record date of any dividend action or action relating to a stock distribution listed companies are required to notify the Exchange by filing the appropriate form as designated by the Exchange.<sup>37</sup> This notification to IEX is required so that the Exchange can advise its Members and other market participants of dividend and distribution actions, including determination and dissemination of any applicable ex-dates. The Exchange proposes to designate the Dividend-Distribution-Interest Payment Form for such notifications.

#### Logo Submission Form

Pursuant to the Logo Submission Form company logos may be included in IEX's advertising, literature, media interactions, industry events, conferences, websites, social media content, and mobile applications solely in connection with marketing and related purposes in connection with being an IEX-listed company, and to convey quotation information, transactional reporting information, and other information regarding a company in connection with IEX. This form is required for administrative purposes to facilitate use of a listed company's corporate logos, trade names and trade/service marks.

#### Symbol Reservation Form

The Symbol Reservation Form enables a company to reserve a symbol to identify its securities trading on IEX. A company can provide its primary choice and two alternatives and IEX will reserve a symbol through the Intermarket Symbols Reservation Authority. This form

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<sup>37</sup> Rule 14.207(e)(6) also requires that the company provide public notice of the action using a Regulation FD compliant method. Notice to the Exchange should be given as soon as possible after declaration and, in any event, no later than simultaneously with the public notice.



facilitates the operational aspects of trading symbol reservation and assignment through the Intermarket Symbol Reservation Authority.

## 2. Statutory Basis

IEX believes that the proposed rule change is consistent with the provisions of Section 6 of the Act, in general and with Sections 6(b)<sup>38</sup> of the Act in general, and furthers the objectives of Sections 6(b)(5) of the Act,<sup>39</sup> in particular, in that it is designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system and, in general, to protect investors and the public interest. The Exchange believes that the proposed rule change supports these objectives because it provides appropriate listing applications, agreements, and forms that are designed to facilitate the collection of necessary information and agreements from listed companies and support IEX's regulatory review and monitoring of listed company compliance with IEX's listing rules. The Exchange also believes that providing standardized applications, agreements, and forms will provide a transparent means for listed companies and applicants to provide information required by IEX rules and for administrative purposes to the Exchange which is consistent with the public interest and the protection of investors.

The Exchange also believes that the proposed rule change does not unfairly discriminate between customers, issuers, brokers and dealers since all similarly situated listed companies and applicants will be required to complete the same documentation. Although in some cases

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<sup>38</sup> 15 U.S.C. 78f.

<sup>39</sup> 15 U.S.C. 78f(b)(5).

different documentation is required, the differences relate solely to the information necessary to assess listing compliance.

The Exchange also notes that substantially similar applications, agreements, and forms are used by Nasdaq so the proposed rule change does not raise any new or novel issues that have not already been considered by the Commission.

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

IEX 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. The proposed rule change requires the collection of information required by IEX rules and for administrative purposes and is not intended to address or advance any competitive issues.

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

Written comments were neither solicited nor received.

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

Because the proposed rule change does not: (i) significantly affect the protection of investors or the public interest; (ii) impose any significant burden on competition; and (iii) become operative for 30 days from the date on which it was filed, or such shorter time as the Commission may designate, it has become effective pursuant to Section 19(b)(3)(A)(iii)<sup>40</sup> of the Act and Rule 19b-4(f)(6) thereunder.<sup>41</sup>

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<sup>40</sup> 15 U.S.C. 78s(b)(3)(A)(iii).

<sup>41</sup> 17 CFR 240.19b-4(f)(6). In addition, Rule 19b-4(f)(6) requires a self-regulatory organization to give the Commission written notice of its intent to file the proposed rule change at least five business days prior to the date of filing of the proposed rule change, or such shorter time as designated by the Commission. The Exchange has satisfied this requirement.

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 shall institute proceedings under Section 19(b)(2)(B)<sup>42</sup> of the Act to determine whether the proposed rule change should be approved or 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 e-mail to [rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include File Number SR-IEX-2017-09 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-IEX-2017-09. This file number should be included on the subject line if e-mail 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 submission, all subsequent amendments, all written statements with respect to the

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<sup>42</sup> 15 U.S.C. 78s(b)(2)(B).

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, D.C. 20549 on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-IEX-2017-09 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>43</sup>

Brent J. Fields  
Secretary

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<sup>43</sup> 17 CFR 200.30-3(a)(12).