

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-93787; File No. SR-LTSE-2021-08)

December 15, 2021

Self-Regulatory Organizations; Long-Term Stock Exchange, Inc.; Notice of Filing of a Proposed Rule Change to Modify and Expand the Package of Products and Services Provided to Companies and Clarify Existing Practice under Rule 14.602

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”),¹ and Rule 19b-4 thereunder,² notice is hereby given that on December 2, 2021, Long-Term Stock Exchange, Inc. (“LTSE” or “Exchange”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the Exchange. 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

The Exchange proposes to modify and expand the package of products and services provided to Companies under LTSE Rule 14.602 and clarify existing practice under Rule 14.602 with respect to providing Company-specific web pages on the Exchange’s website in connection with listing on the Exchange.

The text of the proposed rule change is available at the Exchange’s website at <https://longtermstockexchange.com/>, at the principal office of the Exchange, and at the Commission’s Public Reference Room.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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

1. Purpose

The Exchange offers complimentary promotional services and listing ceremonies under Rule 14.602 in connection with a Company’s approval for listing on the Exchange. The promotional services are tailored to meet the needs of the Company, and allow the Company access to media services that would support the creation of press releases, articles, videos, and podcasts featuring the Company and its personnel.³ These promotional services also include assistance with distributing such content on traditional and social media platforms, including websites operated by the Exchange.⁴ The Exchange also proposes to amend Rule 14.602 to clarify existing practice with respect to providing Company-specific web pages on the Exchange’s website in connection with listing on the Exchange.

³ See Securities Exchange Act Release No. 91054 (February 3, 2021), 86 FR 8812 (February 9, 2021) (SR-LTSE-2020-22) (regarding provision of promotional services and listing ceremonies for listed companies).

⁴ Id. at 8812. Placing promotional content on the Exchange’s website was explicitly contemplated by the SR-LTSE-2020-22 filing. Generally, such promotional services appear to be commonly provided by other listing exchanges. See, e.g., The NYSE Listed Company Network, New York Stock Exchange LLC, available at <https://www.nyse.com/network> (last visited December 2, 2021) (featuring blog posts and videos about listed companies on NYSE).

Under existing Rule 14.602, the Exchange also offers each Company a complimentary listing ceremony to commemorate its listing on the Exchange. A full suite of these promotional services and listing ceremonies are developed through the Exchange’s affiliate company, LTSE Services, Inc. (“LTSE Services”)⁵ and offered to each Company approved to list on the Exchange. Some Companies may choose to avail themselves of all such services, whereas others may choose only a subset of services or none.

Since Rule 14.602 was approved, two companies have listed on LTSE.⁶ Based on LTSE’s experience with offering the services discussed above under Rule 14.602, in response to the need for continued services to the listed Companies and in light of the overall competitive landscape, LTSE proposes to offer additional products and services consistent with LTSE’s objective of promoting long-term value creation for companies and their investors.⁷ Certain of these products and services are being offered to listed Companies on a continual basis as long as they remain

⁵ As noted in the order approving LTSE as a national securities exchange, LTSE maintains a commercial relationship with LTSE Services to leverage the company’s technological expertise to support the Exchange’s software needs. See In the Matter of the Application of Long Term Stock Exchange, Inc.; for Registration as a National Securities Exchange; Findings, Opinion, and Order of the Commission, Securities Exchange Act Release No. 85828 (May 10, 2019), 84 FR 21841, 21842 (May 15, 2019). LTSE Services also provides communications and marketing services to the Exchange.

⁶ See “The Long-Term Stock Exchange Announces First Listing Commitments,” (June 24, 2021) available at: <https://ltse.com/articles/asana-twilio-to-list-pr>.

⁷ The products and services in the proposed rule change would be comparable to provisions in the Nasdaq Stock Market LLC (“Nasdaq”) Listing Rule IM-5900-7 and the New York Stock Exchange (“NYSE”) Listed Company Manual Section 907 (Products and Services Available to Issuers). For example, under listings rule IM-5900-7 Nasdaq offers certain listed companies investor relations websites and market analytic tools. Similarly, NYSE also offers market analytics and web hosting related services under the NYSE Listed Company Manual Section 907. LTSE’s proposed Company-specific web page updates are also geared towards supporting engagement between Companies and investors. LTSE’s proposed capital market reports are Company-specific market analytic reports based on LTSE Services’ proprietary data analytics and insights.

listed on LTSE, while others are time-limited, being offered on a complimentary basis for a predetermined period, as further described below. All such products and services are optional for Companies. The proposed rule change would amend LTSE Rule 14.602 to include the following additional products and services:

(1) Ongoing Promotional Services

As noted above, LTSE currently offers certain complimentary promotional services to listed Companies in connection with listing on the Exchange. Specifically, LTSE provides each listed Company with a dedicated section on the Exchange’s website featuring information about the Company, including publicly available data and links to each Company’s long-term policies.⁸ The proposed rule change would clarify the inclusion of such Company-specific web pages as part of the Exchange’s offerings in connection with listing on the Exchange and offer these services on an ongoing basis to listed Companies at no charge, in a manner generally consistent with what was done at the time of initial listing. This ongoing offering would ensure that information remains current and relevant, by providing updated Company-specific news, developments and content. As is the case with the current promotional services, all updates to Company-specific web pages on the Exchange’s website will be managed by LTSE Services, subject to review and approval by the Exchange and the listed Company. These services have a retail value of approximately \$5,000 per year.⁹

⁸ See “Meet the Companies Listed on the Long-Term Stock Exchange,” available at: <https://ltse.com/companies> (last visited December 2, 2021). This content was initially posted to the Exchange’s website in connection with dually listing two companies on the Exchange on August 26, 2021.

⁹ This retail value is based on market rate estimates by LTSE Services.

(2) Capital Markets Reports

The Exchange has arranged for LTSE Services to provide each listed Company with complimentary capital markets reports. The capital markets reports will be issued periodically, at a minimum one report each calendar year, and will provide tailored investor and capital markets insights and analytics which are relevant to each listed Company and its market sector. Specifically, the capital markets reports will include a summary evaluation of the Company's current investor base, providing specific metrics analyzing the Environmental, Social and Governance ("ESG") profile of each underlying investor. Each report will highlight investor behavior and provide insights on their likely strategic priorities so that Companies can better understand their current status. The capital markets reports have a retail value of approximately \$5,000 per year.¹⁰

(3) Capital Market Solutions

The Exchange has arranged for LTSE Services to provide each listed Company with up to one year of complimentary Capital Market Solutions ("CM Solutions"). The CM Solutions has two components: (i) an Investor Alignment Solution, and (ii) the Long-Term Investor Platform ("LTIP"). The Investor Alignment Solution provides Companies with detailed investor analytics and insights into investor behavior to enable them to evaluate the behaviors of select investors and provide them with a deeper understanding of the ESG landscape and their positioning. For each receiving Company, LTSE Services analyzes the ESG profile of investors in order to understand and identify relevant sources of capital to aid the Company in honing and achieving strategic priorities. A highly-experienced, multi-disciplinary team is deployed to support this long-term governance and capital markets strategy. The Exchange believes that the Investor

¹⁰ This retail value is based on market rate estimates by LTSE Services.

Alignment Solution furthers the Exchange’s goal of facilitating long-term focus and value creation for companies and investors.¹¹ The Investor Alignment Solution has a retail value of approximately \$150,000 per year.¹²

The LTIP is a software platform that assists Companies in their efforts to identify and support those shareholders whose investments in the Company have a long-term horizon and focus. LTSE believes that Companies and their long-term investors may mutually benefit when the investors are registered shareholders with the ownership of shares listed on the records maintained by the issuer or its transfer agent. Being a registered shareholder provides a direct relationship with the issuer and facilitates the solicitation of proxies, and the recording of proxy votes by removing the intermediation provided by (i) DTC’s nominee, Cede & Co., and (ii) the DTC participant which owns a pro rata interest in the “fungible bulk” of securities held at DTC.¹³ LTSE believes that a direct relationship between a Company and its investors fosters alignment towards long-term success. Additionally, shares registered on the records of the issuer or its transfer agent are not eligible for stock loan to support short sales because the broker is no longer the registered owner of the shares and thus it is unable to lend them to facilitate short

¹¹ LTSE Rule 14.425(a) requires Companies to adopt and publish the following policies: a Long-Term Stakeholder Policy; a Long-Term Strategy Policy; a Long-Term Compensation Policy; a Long-Term Board Policy; and a Long-Term Investor Policy (collectively, the “Policies”). Each of the Policies must be consistent with the set of principles articulated in LTSE Rule 14.425(b) (collectively, the “Principles”). These Policies and Principles are a key differentiator for the Exchange.

¹² This retail value reflects LTSE Services' current price list.

¹³ See Concept Release on the U.S. Proxy System, 75 FR 42981, at 42986 (proposed July 22, 2010) for a discussion of the differences in the proxy system between registered owners and beneficial owners.

selling. Furthermore, such direct registration also avoids the fees paid by Companies to broker-dealers for the distribution of their proxy materials to beneficial owners.¹⁴

The primary means by which shareholders become registered owners is through the Direct Registration System (“DRS”) operated by DTC.¹⁵ In particular, LTSE Rule 14.208 (Direct Registration Program) requires that all securities listed on the Exchange (except securities which are book-entry only, or certain foreign issuers) must be eligible for a Direct Registration Program operated by a clearing agency registered under Section 17A of the Act.¹⁶

The LTIP is a platform that provides Companies with a means to upload and effectively manage and utilize their registered shareholder data received from their transfer agent. For example, the LTIP allows Companies to more easily track, analyze and utilize registered shareholder data in support of their investor relations, strategic initiatives, board review and governance functions.¹⁷ Additionally, as part of the LTIP, LTSE Services will assist Companies

¹⁴ Id. at 42995 (“One of the most persistent concerns that has been expressed to the Commission’s staff, particularly by issuers, involves the structure and size of fees charged for the distribution of proxy materials to beneficial owners”). See also, Enhanced Reporting of Proxy Votes by Registered Management Investment Companies; Reporting of Executive Compensation Votes by Institutional Investment Managers, Securities Exchange Act Release No. 93169 (September 29, 2021), 86 FR 57478, 57503 (proposed December 14, 2021), (noting the importance of transparency in the proxy voting process for investors, issuers, analysts and proxy advisory firms and aligning incentives of corporate executives and investors).

¹⁵ Registered owners can hold their securities either in certificated form or in uncertificated form (i.e., book entry) form, such as uncertificated securities held through the DRS. See Transfer Agent Regulations, Securities Exchange Act Release No. 76743 (December 22, 2015), 80 FR 81947, 81957 (proposed 12/31/2015).

¹⁶ DTCC is the only registered clearing agency offering a Direct Registration Program. See Securities Transactions Settlement, Securities Exchange Act Release No. 49405 (March 11, 2004), 69 FR 12921, 12932 (proposed March 18, 2004) (“The culmination of these efforts is the establishment of the Direct Registration System (“DRS”), which is operated by DTC”).

¹⁷ The registered shareholder information in LTIP is proprietary to the Company and viewable only by the Company and its authorized agents.

with methods of outreach to and education of existing or potential investors regarding the process for becoming a registered shareholder, including the need for an investor to work with their broker-dealer to complete a submission to the DRS Profile System maintained by the DTC.¹⁸ The LTIP Solution has a retail value of approximately \$150,000 per year if purchased on an individual basis.¹⁹

Listed Companies will have the option to receive CM Solutions on a complimentary basis for a one-year term. Any Company that has already received CM Solutions prior to listing on the Exchange will have the option of an up to one-year credit for such services (or combination of a credit and complimentary services, depending on the length of the prior subscription) (referred to collectively as “the complimentary one-year period”).²⁰ The one-year credit for such Companies is intended to provide them with the same general benefit as Companies that do not utilize CM Solutions prior to listing. Listed Companies may avail themselves of the complimentary one-year period at any time for a continuous one-year period after listing. Listed Companies may elect to receive either the Investor Alignment Solution, the LTIP or both during this complimentary one-year period. However, these services cannot be utilized during separate one-year periods on a complimentary or credit basis. Currently listed Companies will become eligible for the

¹⁸ Any outreach to existing or potential investors is entirely at the discretion of the Company and will be conducted exclusively by the Company; no personnel from LTSE Services or LTSE will have any role in communicating with investors on behalf of the Company. The LTIP also will, based on customer demand, provide a means for the Company to communicate with registered shareholders who choose to participate on the Company’s LTIP account.

¹⁹ This retail value reflects LTSE Services' current price list.

²⁰ If a Company purchased less than 12 months of CM Solutions prior to listing, the Company will have a credit for the number of months of CM Solutions purchased prior to listing and receive CM Solutions for the remainder of the one-year period on a complimentary basis.

complimentary CM Solutions upon the effectiveness of this proposed rule change. If a listed Company ceases to be listed on the Exchange, the complimentary services will end as of the date of de-listing, even if less than a one-year period.

If they elect to utilize the one-year credit, listed Companies that received CM Solutions prior to listing would no longer be eligible for the one year of complimentary CM Solutions that listed Companies that were not prior subscribers of such services may choose to utilize. Similarly, if Companies purchased less than 12 months of CM Solutions prior to listing and elected to be credited for those months after listing and receive CM Solutions on a complimentary basis for the remainder of the one-year period. [sic] Such Companies would not be eligible for an additional one year of complimentary CM Solutions.

The Exchange believes that offering the capital markets reports, CM Solutions and ongoing promotional services, as described above, will serve as meaningful tools for supporting long-term value creation for Companies and their investors. However, Companies are not required to use these services as a condition of listing and they may choose not to avail themselves of any of these services or a subset at their discretion. At the end of the one-year complimentary period for CM Solutions, Companies may choose to renew these services on a contractual basis with LTSE Services and pay for them in regular course, or discontinue them. The capital markets reports and ongoing promotional services can be discontinued at the Company's discretion at any time. If a listed Company chooses to discontinue any of these services, there would be no effect on the Company's continued listing on the Exchange. LTSE notes that no listed Company will be required to pay higher fees as a result of the proposed amendments and represents that providing the proposed services will have no impact on the resources available for its regulatory programs. LTSE also represents that no confidential trading

or regulatory information generated or received by the Exchange will be shared with LTSE Services or leveraged for the provision of its products and services.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with the provisions of Section 6 of the Act,²¹ in general, and furthers the objectives of Section 6(b)(4) of the Act,²² in particular, in that it is designed to provide for the equitable allocation of reasonable dues, fees, and other charges among the Exchange's members and issuers and other persons using its facilities. The Exchange also believes that the proposed rule change is consistent with Section 6(b)(5) of the Act²³ in that it is not designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

The Exchange believes that it is fair and reasonable to offer products and services to companies. The Exchange believes that the existing U.S. exchange listing market for operating companies is essentially a duopoly with the vast majority of operating companies listed on U.S. securities exchanges listing on the New York Stock Exchange ("NYSE") or Nasdaq Stock Market LLC ("Nasdaq"). The Exchange faces competition from NYSE and Nasdaq as a new entrant into the exchange listing market, and believes that offering such products and services to companies would enhance the value proposition for listing, allow the Exchange to more effectively attract companies to list on the Exchange and retain its listings. The Exchange believes that to the extent the Exchange's listing program is successful, it will provide a competitive alternative, which will thereby benefit companies and investors, and remove

²¹ 15 U.S.C. 78f.

²² 15 U.S.C. 78f(b)(4).

²³ 15 U.S.C. 78f(b)(5).

impediments to and perfect the mechanism of a free and open market and a national market system, consistent with the protection of investors and the public interest. Other exchanges also acknowledge the competition in the market for listing services and they compete, in part, by offering products and services to companies.²⁴ Like other exchanges, LTSE also believes that it is fair and reasonable to offer complimentary services to attract and retain listings as part of this competition. LTSE believes offering the proposed capital markets reports and CM Solutions promote just and equitable principles of trade and protects investors and the public interest by enhancing companies' engagement with shareholders for the purpose of long-term value creation. These services are also a reflection of the Exchange's differentiated listing standards, which are explicitly designed to promote long-term focus and value creation,²⁵ and are central to LTSE's mission of reducing short-termism in the capital markets.²⁶

Similarly, LTSE believes that offering Company-specific web page updates, as described above, to listed Companies promotes just and equitable principles of trade and protects investors and the public interest by providing a supplementary outlet for information regarding Company developments to stakeholders.

The Exchange believes that its proposed rule change is fair and not unfairly discriminatory because the products and services will be offered equally and on the same terms and conditions to all similarly situated listed Companies, i.e., those that received the CM

²⁴ See, Securities Exchange Act Release No. 90955 (January 19, 2021), 86 FR 7155, 7157 (January 26, 2021) (noting that “Nasdaq faces competition in the market for listing services, and competes, in part, by offering valuable services to companies. Nasdaq believes that it is reasonable to offer complimentary services to attract and retain listings as part of this competition.”).

²⁵ See Policies and Principles noted in LTSE Rule 14.425.

²⁶ See Securities Exchange Act Release No. 86722 (August 21, 2019), 84 FR 44953 (August 27, 2019) (order approving proposed rule change to adopt LTSE Rule 14.425).

Solutions prior to listing versus those that had not, on the same terms and conditions. Thus, listed Companies that were pre-existing customers of CM Solutions will be treated the same as each other, while all listed Companies that had not received CM Solutions prior to listing will be provided the same one-year complimentary CM Solutions to be utilized at their discretion. The Exchange also recognizes the potential for unfair discrimination between Companies that were subscribers of CM Solutions prior to listing and listed Companies that were not, given that the prior subscribers may not wish to utilize an additional complimentary year of such service upon listing. Thus, the Exchange believes that a credit for one year of services for prior subscribers of CM Solutions will promote parity with Companies who elect to receive these complimentary services only after listing on the Exchange. The one-year credit ensures that both sets of companies receive one year's worth of complimentary CM Solutions. The scope of products and services provided by the Exchange ultimately will depend on which products and services the Company selects insofar as these are optional for each Company.

LTSE represents, and this proposed rule change will help ensure, that individual listed Companies are not given specially negotiated packages of products or services to list, or remain listed, which the Commission has previously stated would raise unfair discrimination issues under the Exchange Act.²⁷

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

The Exchange 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. To the contrary, and as discussed in the Statutory Basis section, LTSE believes that the proposed rule

²⁷ See Securities Exchange Act Release No. 79366, 81 FR 85663, 85665 (November 21, 2016) (citing Securities Exchange Act Release No. 65127 (August 12, 2011), 76 FR 51449, 51452 (August 18, 2011) (approving NYSE-2011-20)).

change will enhance competition by facilitating LTSE's listing program which will allow the Exchange to provide companies with another listing option, thereby promoting intermarket competition between exchanges in furtherance of the principles of Section 11A(a)(1) of the Act²⁸ in that it is designed to promote fair competition between exchange markets by offering a new listing market to compete with Nasdaq and NYSE. As noted above, LTSE faces competition in the market for listing services, and aims to compete by offering valuable services to companies. The proposed rule change reflects that competition, but does not impose any burden on the competition with other exchanges. Other exchanges can also offer similar services to companies,²⁹ thereby increasing competition to the benefit of those companies and their stakeholders. Moreover, as a dual listing venue, LTSE expects to face competition from existing exchanges because companies have a choice to list their securities solely on a primary listing venue. Consequently, the degree to which LTSE's products and services could impose any burden on intermarket competition is extremely limited, and LTSE does not believe that such offerings would impose any burden on competing venues that is not necessary or appropriate in furtherance of the purposes of the Act.

LTSE also does not believe that the proposed rule change will result in any burden on intramarket competition since LTSE will offer the products and services on the same terms and conditions to similarly situated companies. Listed Companies that were pre-existing customers of CM Solutions will have the option of utilizing the one-year credit on the same terms as each other, while all listed Companies that had not received CM Solutions prior to listing will be provided the same one-year complimentary CM Solutions to be utilized at their discretion.

²⁸ 15 U.S.C. 78k-1(a)(1).

²⁹ See Nasdaq Listing Rule IM-5900-7 and NYSE Listed Company Manual Section 907.

Consequently, LTSE does not believe that the proposal will impose any burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act.

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

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 Exchange consents, the Commission shall: (a) by order approve or disapprove such proposed rule change, or (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 e-mail to rule-comments@sec.gov. Please include File Number SR-LTSE-2021-08 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-LTSE-2021-08. 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 proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for website viewing and printing in the Commission's Public Reference Room, 100 F Street, NE, Washington, DC 20549, on official business days between the hours of 10:00 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. Persons submitting comments are cautioned that we do not redact or edit personal identifying information from comment submissions. You should submit only information that

you wish to make available publicly. All submissions should refer to File Number SR-LTSE-2021-08, 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.³⁰

J. Matthew DeLesDernier
Assistant Secretary

³⁰ 17 CFR 200.30-3(a)(12).