

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-81231; File No. SR-NYSE-2017-38)

July 27, 2017

Self-Regulatory Organizations; New York Stock Exchange LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change in Connection with the September 5, 2017 Compliance Date for the Shortening of the Standard Settlement Cycle from Three Business Days After the Trade Date to Two Business Days After the Trade Date

Pursuant to Section 19(b)(1)¹ of the Securities Exchange Act of 1934 (the “Act”)² and Rule 19b-4 thereunder,³ notice is hereby given that on July 26, 2017, New York Stock Exchange LLC (“NYSE” or the “Exchange”) filed with the Securities and Exchange Commission (the “Commission”) the proposed rule change as described in Items I, II, and III 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

The Exchange proposes in connection with the September 5, 2017 compliance date for the shortening of the standard settlement cycle from three business days after the trade date (“T+3”) to two business days after the trade date (“T+2”), to (1) delete NYSE Rule 282.65 (Failure to Deliver and Liability Notice Procedures) (“Rule 282.65”) and Section 703.02(part2) (Stock Split/Stock Rights/Stock Dividend Listing Process) (“Section 703.02 (part2)”) of the NYSE Listed Company Manual (“Listed Company Manual”); (2) delete the preamble and “T” modifier from NYSE Rule 282.65T (Failure to

¹ 15 U.S.C.78s(b)(1).

² 15 U.S.C. 78a.

³ 17 CFR 240.19b-4.

Deliver and Liability Notice Procedures) (“Rule 282.65T”) and Section 703.02T (part 2)(Stock Split/Stock Rights/Stock Dividend Listing Process) (“Section 703.02T”) of Listed Company Manual; and (3) establish the operative date of Rule 282.65T and Section 703.02T of the Listed Company Manual. The proposed rule change is available on the Exchange’s website at www.nyse.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 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 those statements may be examined at the places specified in Item IV below. The Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant parts of such statements.

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

1. Purpose

In connection with the September 5, 2017 compliance date for shortening of the standard settlement cycle from T+3 to T+2, the Exchange proposes to (1) delete Rule 282.65 and Section 703.02(part2) of the Listed Company Manual; (2) delete the preamble and “T” modifier from Rule 282.65T and Section 703.02T of the Listed Company Manual; and (3) establish the operative date of Rule 282.65T and Section 703.02T of the Listed Company Manual as September 5, 2017.

Background

On September 28, 2016, the Securities and Exchange Commission (“SEC”) proposed amendments to Rule 15c6-1(a) to shorten the standard settlement cycle from T+3 to T+2.⁴ Following this action by the SEC, the Exchange adopted new rules with the modifier “T” to reflect a T+2 settlement cycle.⁵ Because the Exchange would not implement the new rules until after the final implementation of T+2, the Exchange retained the versions of the rules reflecting T+3 settlement on its books. Certain of these rules have since been deleted in connection with the Exchange’s elimination of non-regular way trading.⁶ In order to reduce the potential for confusion regarding which version of the rule governs, the Exchange added explanatory preambles, provided below.

In particular, the following preamble was added to the Rule 282.65 and Section 703.02(part2):

“This version of ... will remain operative until the Exchange files separate proposed rule changes as necessary to establish the operative date of..., to delete this version of ... and preamble, and to remove the preamble text from the version of In addition to filing the necessary proposed rule changes, the Exchange will announce via Information Memo the operative date of the deletion of this Rule and

⁴ See Securities Exchange Act Release No. 78962 (September 28, 2016), 81 FR 69240 (October 5, 2016) (File No. S7-22-16).

⁵ See Securities Exchange Act Release No. 80021 (February 104, 2017), 82 FR 10931 (February 16, 2017) (SR-NYSE-2016-87).

⁶ See Securities Exchange Act Release No. 811762 (July 20, 2017)(SR-NYSE-2017-33).

implementation of ...”

The following preamble was added to the Rule 282.65T and Section 703.02T:

“The Exchange will file separate proposed rule changes to establish the operative date of ..., to delete ... and the preamble text from ..., and to remove the preamble text from the version of Until such time, ... will remain operative. In addition to filing the necessary proposed rule changes, the Exchange will announce via Information Memo the implementation of this Rule and the operative date of the deletion of ...”

On March 22, 2017, the SEC adopted the proposed amendment to Rule 15c6-1(a) under the Act⁷ with a compliance date of September 5, 2017.⁸

Proposed Rule Change

In order to comply with the September 5, 2017, transition to T+2 settlement, the Exchange proposes to:

- delete Rule 282.65 and Section 703.02(part2), including the preambles, in their entirety;
- delete the preambles to Rule 282.65T Section 703.02T; and
- delete the “T” modifier in Rule 282.65T and Section 703.02T, which distinguished such rules from the T+3 rules.

⁷ See 17 CFR 240.15c6-1(a).

⁸ See Securities Exchange Act Release No. 80295 (March 22, 2017), 82 FR 15564 (March 29, 2017) (File No. S7-22-16).

The Exchange proposes that the changes described herein would take effect on September 5, 2017, to coincide with the transition to T+2. The Exchange will announce via Information Memo the implementation of Rule 282.65T and Section 703.02T of the Listed Company Manual and the operative date of the deletion of Rule 282.65 and Section 703.02(part2).

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with Section 6(b) of the Act,⁹ in general, and further the objectives of Section 6(b)(5) of the Act,¹⁰ in particular, because it is designed to prevent fraudulent and manipulative acts and practices, promote just and equitable principles of trade, 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.

In particular, the Exchange believes that the proposed changes remove impediments to and perfect the mechanism of a free and open market by adding clarity as to which rules are operative and when, thereby reducing potential confusion, and making the Exchange's rules easier to navigate. The Exchange also believes that eliminating obsolete material from its rulebook and Listed Company Manual also removes impediments to and perfects the mechanism of a free and open market by removing confusion that may result from having obsolete material in the Exchange's rulebook and Listed Company Manual. The Exchange believes that eliminating such obsolete material would not be inconsistent with the public interest and the protection of investors because

⁹ 15 U.S.C. 78f(b).

¹⁰ 15 U.S.C. 78f(b)(5).

investors will not be harmed and in fact would benefit from increased transparency, thereby reducing potential confusion.

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

The Exchange does not believe that the proposed rule change would impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The proposed change is not designed to address any competitive issue but rather facilitate the industry's transition to a T+2 regular-way settlement cycle. The Exchange also believes that the proposed rule change will serve to promote clarity and consistency, thereby reducing burdens on the marketplace and facilitating investor protection.

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

No written comments were solicited or received with respect to the proposed rule change.

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

The Exchange has filed the proposed rule change pursuant to Section 19(b)(3)(A)(iii) of the Act¹¹ and Rule 19b-4(f)(6) thereunder.¹² 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 prior to 30 days from the date on which it was filed, or such shorter time as the Commission may designate, if consistent with the protection of investors and the public

¹¹ 15 U.S.C. 78s(b)(3)(A).

¹² 17 CFR 240.19b-4(f)(6).

interest, the proposed rule change has become effective pursuant to Section 19(b)(3)(A) of the Act and Rule 19b-4(f)(6)(iii) thereunder.¹³

At any time within 60 days of the filing of such 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)¹⁴ 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. Please include File Number SR-NYSE-2017-38 on the subject line.

¹³ 17 CFR 240.19b-4(f)(6). In addition, Rule 19b-4(f)(6)(iii) requires the Exchange to give the Commission written notice of the Exchange's intent to file the proposed rule change, along with a brief description and text of 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.

¹⁴ 15 U.S.C. 78s(b)(2)(B).

Paper comments:

- Send paper comments in triplicate to Brent J. Fields, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number SR-NYSE-2017-38. 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; 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-NYSE-2017-38 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.¹⁵

Eduardo A. Aleman
Assistant Secretary

¹⁵ 17 CFR 200.30-3(a)(12).