

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-82343; File No. SR-NYSE-2017-68)

December 18, 2017

Self-Regulatory Organizations; New York Stock Exchange LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Amend Its Price List to Adopt a Rebate for the NYSE BondsSM System

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 December 14, 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 to amend its Price List to adopt a rebate for the NYSE BondsSM system. 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

¹ 15 U.S.C. 78s(b)(1).

² 15 U.S.C. 78a.

³ 17 CFR 240.19b-4.

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

The Exchange proposes to amend its Price List to provide a rebate for the NYSE Bonds system.⁴

The Exchange currently does not charge any execution fee for orders in bonds that take liquidity from the NYSE Bonds Book. For orders in bonds that provide liquidity, the Exchange currently provides a rebate of \$0.05 per bond, with a maximum rebate of \$50 per execution, for bond liquidity providers that meet the requirements of Rule 88.⁵ The Exchange also currently provides rebates under the Liquidity Provider Incentive Program⁶ pursuant to which the Exchange pays a daily rebate to a User⁷ that is a Member or Member Organization based on the number of Qualifying CUSIPs on the NYSE Bonds Book for which a Unique User⁸ meets

⁴ The Exchange originally filed to amend the Fee Schedule on December 1, 2017 (SR-NYSE-2017-65) and withdrew such filing on December 14, 2017.

⁵ There are currently no bond liquidity providers who meet the requirements of Rule 88 and therefore no rebates are currently provided under the program.

⁶ See Securities Exchange Act Release Nos 77591 (April 12, 2016), 81 FR 22656 (April 18, 2016) (SR-NYSE-2016-26); 77812 (May 11, 2016), 81 FR 30594 (May 17, 2016) (SR-NYSE-2016-34); and 79210 (November 1, 2016), 81 FR 78213 (November 7, 2016) (SR-NYSE-2016-68).

⁷ Rule 86(b)(2)(M) defines a User as any Member or Member Organization, Sponsored Participant, or Authorized Trader that is authorized to access NYSE Bonds.

⁸ For purposes of the Liquidity Provider Incentive Program, the term 'Unique User' means a User, a trading desk of a User, or a customer of a User, on whose behalf a Member or Member Organization enters quotes or orders under a Unique User ID that such User requests from and is provided by the Exchange. See Securities Exchange Act Release No. 80934 (June 15, 2017), 82 FR 28173 (June 20, 2017) (SR-NYSE-2017-27).

prescribed quoting requirements. The Exchange is not proposing any change to the bond liquidity provider rebate program or the Liquidity Provider Incentive Program.

The Exchange proposes to adopt the Agency Order Incentive Program. As proposed, a monthly rebate of \$4,000 would be payable to a User that submits an average of 400 resting limit orders of any size per trading day⁹ during the month and that are submitted as Agency Orders by the User. For purposes of the proposed Agency Order Incentive Program, an Agency Order is any order submitted by a User that it represents as agent on NYSE Bonds. For example, assume a User submits 10,000 orders during January 2018, which has 21 trading days. Of the 10,000 orders, if 8,500 orders are resting limit orders that are represented as agent by the User, the average for the purposes of the proposed rebate would be 405 orders per trading day (8,500 orders / 21 trading days). In this instance the User will have met the average orders per day requirement to qualify for the proposed rebate. The Exchange believes that the proposed rebate program would encourage additional displayed liquidity in bonds on the Exchange.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with Section 6(b) of the Act,¹⁰ in general, and furthers the objectives of Sections 6(b)(4) and 6(b)(5) of the Act,¹¹ in particular, because it provides for the equitable allocation of reasonable dues, fees, and other charges among its members, issuers and other persons using its facilities and does not unfairly discriminate between customers, issuers, brokers or dealers. The Exchange believes that it is

⁹ A trading day is any day that NYSE Bonds is available for trading, as determined by Securities Industry and Financial Market Association (“SIFMA”), which annually provides recommendations for early and full market closes that the bond market, including NYSE Bonds, follows. The current SIFMA holiday schedule is available at <http://www.sifma.org/services/holiday-schedule/#us2016>.

¹⁰ 15 U.S.C. 78f(b).

¹¹ 15 U.S.C. 78f(b)(4), (5).

reasonable and equitable to adopt the Agency Order Incentive Program for the bonds trading platform, which would provide rebates for member organizations that provide liquidity to bonds traded on the Exchange. This proposed rule change targets a particular segment in which the Exchange seeks to attract greater order flow. The proposed rebate program would provide an incentive for additional liquidity at the Exchange. The Exchange further believes Agency Orders are becoming an increasingly important segment of bonds trading and the proposed rebate seeks to incentivize market participants to direct a greater number of such orders to the Exchange.

The Exchange believes the proposed fee change would provide an incentive for Users to provide additional liquidity to the market and add competition to the existing group of liquidity providers. Finally, the Exchange believes that the proposed rule change is not unfairly discriminatory in that it would apply uniformly to all Users accessing NYSE Bonds. All similarly situated Users would be subject to the same rebate structure, and each User would have the ability to determine the extent to which the Exchange's proposed rebate structure will provide it with an economic incentive to use NYSE Bonds, and model its business accordingly.

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

In accordance with Section 6(b)(8) of the Act,¹² the Exchange believes that the proposed rule change would not impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. Debt securities typically trade in a decentralized OTC dealer market that is less liquid and transparent than the equities markets. The Exchange believes that the proposed change would increase competition with these OTC venues by creating incentives to engage in bonds transactions on the Exchange and rewarding market participants

¹² 15 U.S.C. 78f(b)(8).

for actively quoting and providing liquidity in the only transparent bond market, which the Exchange believes will enhance market quality.

The Exchange notes that it operates in a highly competitive market in which market participants can readily favor competing venues that are not transparent. In such an environment, the Exchange must continually review, and consider adjusting its fees and rebates to remain competitive with other exchanges as well as with alternative trading systems and other venues that are not required to comply with the statutory standards applicable to exchanges. Because competitors are free to modify their own fees and credits in response, and because market participants may readily adjust their order routing practices, the Exchange believes that the degree to which fee changes in this market may impose any burden on competition is extremely limited. As a result of all of these considerations, the Exchange does not believe that the proposed change will impair the ability of member organizations or competing order execution venues to maintain their competitive standing in the financial markets.

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 foregoing rule change is effective upon filing pursuant to Section 19(b)(3)(A)¹³ of the Act and subparagraph (f)(2) of Rule 19b-4¹⁴ thereunder, because it establishes a due, fee, or other charge imposed by the Exchange.

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

¹³ 15 U.S.C. 78s(b)(3)(A).

¹⁴ 17 CFR 240.19b-4(f)(2).

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)¹⁵ 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-2017-68 on the subject line.

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-2017-68. 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

¹⁵ 15 U.S.C. 78s(b)(2)(B).

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 such 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-NYSE-2017-68, 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.¹⁶

Robert W. Errett
Deputy Secretary

¹⁶ 17 CFR 200.30-3(a)(12).