

Additions underlined.
Deletions [bracketed].

Rules of New York Stock Exchange LLC

* * * * *

Rule 3170. Tape Recording of Registered Persons by Certain Firms

(c) A member organization that becomes a taping firm for the first time may reduce its staffing levels to fall below the threshold levels within 30 days after receiving notice from the Exchange pursuant to the provisions of paragraph (b)(1) or obtaining actual knowledge that it is a taping firm, provided the member organization promptly notifies the Exchange[’s Department of Member Regulation] in writing of its becoming subject to the Rule. Once the member organization has reduced its staffing levels to fall below the threshold levels, it shall not rehire a person terminated to accomplish the staff reduction for a period of 180 days. On or prior to reducing staffing levels pursuant to this paragraph, a member organization must provide the Exchange[’s Department of Member Regulation] with written notice identifying the terminated person(s).

* * * * *

Rule 9000. CODE OF PROCEDURE

Rule 9100. APPLICATION AND PURPOSE

* * * * *

Rule 9120. Definitions

* * * * *

(i)[Reserved.

(j)“Department of Member Regulation”

The term "Department of Member Regulation" means the Department of Member Regulation of FINRA.

(k)]“Director”

* * * * *

([l])“Document”

* * * * *

* * * * *

([m]k)“Enforcement”

* * * * *

([n]l)“Exchange”

* * * * *

([o]m)“Extended Hearing”

* * * * *

([p]n)“Extended Hearing Panel”

* * * * *

([q]o)“Floor-Based Panelist”

* * * * *

([r]p)“Hearing Officer”

* * * * *

([s]q)“Hearing Panel”

* * * * *

([t]r)“Interested Staff”

* * * * *

([u]s)“Office of Hearing Officers”

* * * * *

([v]t)“Panelist”

* * * * *

([w]u)“Party”

* * * * *

([x]v)“Regulatory Staff”

* * * * *

([y]w)“Respondent”

* * * * *

Rule 9520. Eligibility Proceedings

* * * * *

Rule 9522. Initiation of Eligibility Proceeding; [Member Regulation]Exchange Consideration

(a) Initiation by the Exchange

* * * * *

(2) Notice Regarding a Member Organization

A notice issued to a disqualified member organization shall state that the disqualified member organization may apply for relief by filing an application or, in the case of a matter set forth in Rule 9522(e)(1), a written request for relief, within ten business days after service of the notice. If the member organization fails to file the application or, where appropriate, the written request for relief, within the 10-day period, the membership of the member organization shall be canceled, unless the [Department of Member Regulation]Exchange grants an extension for good cause shown.

(3) Notice Regarding a Covered Person

A notice issued regarding a disqualified person to a member organization or applicant for membership under Exchange rules shall state that such member organization or applicant for membership may file an application on behalf of itself and such covered person or, in the case of a matter set forth in Rule 9522(e)(1), a written request for relief, within ten business days after service of the notice. If the member organization fails to file the application or, where appropriate, the written request for relief, within the 10-day period, the registration of the disqualified person shall be revoked, unless the [Department of Member Regulation]Exchange grants an extension for good cause shown.

* * * * *

(e) [Member Regulation]Exchange Consideration

(1) Matters that may be Approved by the [Department of Member Regulation]Exchange without the Filing of an Application

The [Department of Member Regulation]Exchange, as it deems consistent with the public interest and the protection of investors, is authorized to approve a written request for relief from the eligibility requirements by a disqualified member organization or a sponsoring member organization without the filing of an application by such disqualified member organization or sponsoring member organization if a disqualified member organization or disqualified person is subject to one or more of the following conditions but is not otherwise subject to disqualification:

* * * * *

(C) a disqualified member organization or sponsoring member organization is a member of both the Exchange and another self-regulatory organization; and:

- (i) the other self-regulatory organization intends to file a Notice under SEA Rule 19h-1 approving the membership continuance of the disqualified member organization or, in the case of a sponsoring member organization, the proposed association or continued association of the disqualified person; and
- (ii) the [Department of Member Regulation]Exchange concurs with that determination.

(2) Matters that may be Approved by the [Department of Member Regulation]Exchange after the Filing of an Application

The [Department of Member Regulation]Exchange, as it deems consistent with the public interest and the protection of investors, is authorized to approve an application filed by a disqualified member organization or sponsoring member organization if the disqualified member organization or disqualified person is subject to one or more of the following conditions but is not otherwise subject to disqualification (other than a matter set forth in paragraph (e)(1)):

(A) The disqualified person is already a participant in, a member of, or a person associated with a member of, a self-regulatory organization (other than the Exchange), and the terms and conditions of the proposed admission to the Exchange are the same in all material respects as those imposed or not disapproved in connection with such covered person's prior admission or continuance pursuant to an order of the SEC under SEA Rule 19h-1 or other substantially equivalent written communication;

(B) The [Department of Member Regulation]Exchange finds, after reasonable inquiry, that except for the identity of the employer concerned, the terms and conditions of the proposed admission or continuance are the same in all material respects as those imposed or not disapproved in connection with a prior admission or continuance of the disqualified person pursuant to an order of the SEC under SEA Rule 19h-1 or other substantially equivalent written communication, and that there is no intervening conduct or other circumstance that would cause the employment to be inconsistent with the public interest or the protection of investors;

* * * * *

(3) Rights of Disqualified Member Organization, Sponsoring Member Organization, Disqualified Person, and [Department of Member Regulation]the Exchange

- (A) In the event the [Department of Member Regulation] Exchange does not approve a written request for relief from the eligibility requirements pursuant to paragraph (e)(1), the disqualified member organization or sponsoring member organization may file an application, and such member organization shall have the right to proceed under Rule 9523 or 9524, as applicable. The [Department of Member Regulation] Exchange may require a disqualified member organization or sponsoring member organization to file an application with CRED, notwithstanding the provisions of paragraph (e)(1).
- (B) In the event the [Department of Member Regulation] Exchange does not approve an application pursuant to paragraph (e)(2), the disqualified member organization or sponsoring member organization shall have the right to proceed under Rule 9523 or 9524, as applicable.

Rule 9523. Acceptance of [Member Regulation] Recommendations and Supervisory Plans by Consent Pursuant to SEA Rule 19h-1

(a) With respect to all disqualifications, except those arising solely from findings or orders specified in Section 15(b)(4)(D), (E) or (H) of the Exchange Act or arising under Section 3(a)(39)(E) of the Exchange Act, after an application is filed, the [Department of Member Regulation] Exchange may recommend the membership or continued membership of a disqualified member organization or sponsoring member organization or the association or continuing association of a disqualified person pursuant to a supervisory plan where the disqualified member organization, sponsoring member organization, and/or disqualified person, as the case may be, consent to the recommendation and the imposition of the supervisory plan. The disqualified member organization, sponsoring member organization, and/or disqualified person, as the case may be, shall execute a letter consenting to the imposition of the supervisory plan.

(1) If a disqualified member organization, sponsoring member organization, and/or disqualified person submitted an executed letter consenting to a supervisory plan, by the submission of such letter, the disqualified member organization, sponsoring member organization and/or disqualified person waive:

- (A) the right to a hearing before a Hearing Panel and any right of appeal to the Exchange Board of Directors, the SEC, and the courts, or otherwise challenge the validity of the supervisory plan, if the supervisory plan is accepted.
- (B) any right of the disqualified member organization, sponsoring member organization, and/or disqualified person to claim bias or prejudgment by the [Department of Member Regulation]Exchange, the CRO, the Exchange Board of Directors, or any member of the

Exchange Board of Directors, in connection with such person's or body's participation in discussions regarding the terms and conditions of the [Department of Member Regulation's]recommendation or the supervisory plan, or other consideration of the recommendation or supervisory plan, including acceptance or rejection of such recommendation or supervisory plan; and

(C) any right of the disqualified member organization, sponsoring member organization, and/or disqualified person to claim that a person violated the ex parte prohibitions of Rule 9143 or the separation of functions prohibitions of Rule 9144, in connection with such person's or body's participation in discussions regarding the terms and conditions of the recommendation or supervisory plan, or other consideration of the recommendation or supervisory plan, including acceptance or rejection of such recommendation or supervisory plan.

(2) If a recommendation or supervisory plan is rejected, the disqualified member organization, sponsoring member organization, and/or disqualified person shall be bound by the waivers made under paragraph (a)(1) for conduct by persons or bodies occurring during the period beginning on the date the supervisory plan was submitted and ending upon the rejection of the supervisory plan and shall have the right to proceed under this rule and Rule 9524, as applicable.

(3) If the disqualified member organization, sponsoring member organization, and/or disqualified person execute the letter consenting to the supervisory plan, it shall be submitted to the CRO [by the Department of Member Regulation]with a proposed Notice under SEA Rule 19h-1, where required. The CRO may accept or reject the recommendation [of the Department of Member Regulation]and the supervisory plan.

(4) If the recommendation and supervisory plan is accepted by the CRO, it shall be deemed final and, where required, the proposed Notice under SEA Rule 19h-1 will be filed by the Exchange. If the recommendation and supervisory plan are rejected by the CRO, the Exchange may take any other appropriate action with respect to the disqualified member organization, sponsoring member organization, and/or disqualified person. If the recommendation and supervisory plan are rejected, the disqualified member organization, sponsoring member organization, and/or disqualified person shall not be prejudiced by the execution of the letter consenting to the supervisory plan under this paragraph (a) and the letter may not be introduced into evidence in any proceeding.

(b) With respect to disqualifications arising solely from findings or orders specified in Section 15(b)(4)(D), (E) or (H) of the Exchange Act or arising under Section 3(a)(39)(E) of the Exchange Act, after an application is filed, in approving an application under Rule 9522(e)(2)(F), the [Department of Member Regulation]Exchange is authorized to accept the membership or continued membership of a disqualified member organization or sponsoring member organization or the association or continuing association of a disqualified person pursuant to a supervisory plan where the disqualified member organization, sponsoring member organization, and/or disqualified persons, as the case may be, consent to the imposition of the supervisory plan. The disqualified member organization, sponsoring member organization, and/or disqualified person, as the case may be, shall execute a letter consenting to the imposition of the

supervisory plan. The [Department of Member Regulation]Exchange shall prepare a proposed Notice under SEA Rule 19h-1, where required, and the Exchange shall file such Notice.

(1) If a disqualified member organization, sponsoring member organization, and/or disqualified person submitted an executed letter consenting to a supervisory plan, by the submission of such letter, the disqualified member organization, sponsoring member organization and/or disqualified person waive:

- (A) the right of appeal to the Exchange Board of Directors, the SEC, and the courts, or otherwise challenge the validity of the supervisory plan, if the supervisory plan is accepted;
- (B) any right of the disqualified member organization, sponsoring member organization, and/or disqualified person to claim bias or prejudice by the [Department of Member Regulation]Exchange or the CRO in connection with such person's or body's participation in discussions regarding the terms and conditions of the [Department of Member Regulation's]recommended supervisory plan, or other consideration of the supervisory plan, including acceptance or rejection of such recommendation or supervisory plan; and
- (C) any right of the disqualified member organization, sponsoring member organization, and/or disqualified person to claim that a person violated the ex parte prohibitions of Rule 9143 or the separation of functions prohibitions of Rule 9144, in connection with such person's or body's participation in discussions regarding the terms and conditions of the supervisory plan, or other consideration of the supervisory plan, including acceptance or rejection of such supervisory plan.

(2) If the supervisory plan is rejected, the disqualified member organization, sponsoring member organization, and/or disqualified person shall be bound by the waivers made under paragraph (b)(1) for conduct by persons or bodies occurring during the period beginning on the date the supervisory plan was submitted and ending upon the rejection of the supervisory plan and shall have the right to proceed under Rule 9524.

Rule 9524. Exchange Board of Directors Consideration

(a) Request for Review

A disqualified member organization, sponsoring member organization, or applicant may request that the Exchange Board of Directors review a decision to reject a supervisory plan under Rule 9523. A request for review shall be made by filing with the Secretary of the Exchange a written request therefor, which states the basis and reasons for such review, within 25 days after notice of the decision is served.[The Secretary of the Exchange shall give notice of any such request for review to the CRO and the Department of Member Regulation.]

(b) Review by Exchange Board of Directors

Any review by the Exchange Board of Directors shall be based on oral arguments and written briefs and shall be limited to consideration of the record before [the Department of Member Regulation and]the Exchange[CRO]. Upon review, the Exchange Board of Directors, by the affirmative vote of a majority of the Exchange Board of Directors then in office, may sustain, modify, or reverse any such decision. Unless the Exchange Board of Directors otherwise specifically directs, the decision of the Exchange Board of Directors after review shall be final and conclusive subject to the provisions for review of the Securities Exchange Act of 1934.

* * * * *