

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-105035; File No. SR-NYSE-2025-43]

Self-Regulatory Organizations; New York Stock Exchange LLC; Notice of Filing of Amendment No. 1 and Order Instituting Proceedings to Determine Whether to Approve or Disapprove a Proposed Rule Change, as Modified by Amendment No. 1, to Amend Section 802.01C of the NYSE Listed Company Manual

March 17, 2026.

I. Introduction

On December 3, 2025, New York Stock Exchange LLC (“NYSE” or the “Exchange”) filed with the Securities and Exchange Commission (“Commission”), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)¹ and Rule 19b-4 thereunder,² a proposed rule change to amend Section 802.01C of the NYSE Listed Company Manual (“Manual”). The proposed rule change was published for comment in the Federal Register on December 17, 2025.³ On January 22, 2026, the Exchange filed Amendment No. 1 to the proposed rule change, which superseded the original proposed rule change in its entirety.⁴ On

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ See Securities Exchange Act Release No. 104385 (Dec. 12, 2025), 90 FR 58669. The Commission has received no comment letters on the proposed rule change.

⁴ In Amendment No. 1, the Exchange: (1) clarified that a company subject to delisting under the proposal would not be eligible to follow the procedures in Section 802.01C of the Manual; (2) clarified the Exchange’s authority to suspend trading in or delist a security; (3) provided additional description of certain aspects of the proposal; and (4) made other technical and non-substantive changes. The full text of Amendment No. 1 can be found on the Commission’s website at <https://www.sec.gov/comments/sr-nyse-2025-47/srnyse202543-696267-2177015.pdf> (“Amendment No. 1”).

January 28, 2026, pursuant to Section 19(b)(2) of the Act,⁵ the Commission designated a longer period within which to take action on the proposed rule change.⁶

The Commission is publishing this notice and order to solicit comments on the proposed rule change, as modified by Amendment No. 1, from interested persons and is instituting proceedings pursuant to Section 19(b)(2)(B) of the Act⁷ to determine whether to approve or disapprove the proposed rule change, as modified by Amendment No. 1.

II. Description of the Proposed Rule Change, as Modified by Amendment No. 1⁸

Section 802.01 of the Manual sets forth minimum quantitative and qualitative continued listing standards for securities listed on the Exchange.⁹ Currently, Section 802.01C of the Manual provides that a company will be considered to be below compliance standards if the average closing price of a security as reported on the consolidated tape is less than \$1.00 over a consecutive 30 trading-day period (“Price Criteria”).¹⁰ Pursuant to Section 802.01C, once notified of its noncompliance with the Price Criteria, a company must bring its share price and average share price back above \$1.00 by six months following receipt of the notification.¹¹ A company must notify the Exchange of its intent to cure the Price Criteria deficiency or will be

⁵ 15 U.S.C. 78s(b)(2).

⁶ See Securities Exchange Act Release No. 104708, 91 FR 4763 (Feb. 2, 2026). The Commission designated March 17, 2026 as the date by which the Commission shall approve, disapprove, or institute proceedings to determine whether to disapprove the proposed rule change. See id.

⁷ 15 U.S.C. 78s(b)(2)(B).

⁸ All capitalized terms not otherwise defined in this order shall have the meanings set forth in the Manual.

⁹ See Amendment No. 1, supra note 4, at 4. Specifically, Sections 802.01A and B of the Manual require issuers of common stock to maintain certain quantitative minimum standards related to stockholders, stockholders’ equity, and global market capitalization. In addition, Section 802.01D of the Manual sets forth qualitative listing standards, related to, among other things, reduction in operating assets, change in primary business focus, and conduct not in keeping with sound public policy. See id.

¹⁰ See id.

¹¹ See id. A company is not eligible to follow the procedures outlined in Sections 802.02 and 802.03 of the Manual, including the opportunity to submit a plan to regain compliance, with respect to the Price Criteria. See Section 802.01C of the Manual.

subject to suspension and delisting procedures.¹² The company can regain compliance at any time during the six-month cure period if on the last trading day of any calendar month during the cure period the company has a closing share price of at least \$1.00 and an average closing share price of at least \$1.00 over the 30 trading-day period ending on the last trading day of that month.¹³ In the event that at the expiration of the six-month cure period, both of these criteria for regaining compliance are not attained, the Exchange will commence suspension and delisting procedures.¹⁴

The Exchange states that it maintains ongoing dialogue with companies approaching noncompliance with the Price Criteria as well as companies working through a cure period.¹⁵ The Exchange further states that, regardless of where an issuer stands in the Price Criteria cure period, in the event that a stock trades below \$0.10 per share, the Exchange promptly initiates suspension and delisting procedures.¹⁶ The Exchange states that it has noticed a recent increase in companies trading on public markets that have a very low trading price per share,¹⁷ and that an issuer having this characteristic is potentially susceptible to manipulation and more likely to experience trading volatility in its shares.¹⁸ According to the Exchange, at such low prices, less capital is required to undertake manipulative trading activity.¹⁹ Therefore, the Exchange proposes to amend Section 802.01C relating to the price criteria for continued listing to increase

¹² See Amendment No. 1, supra note 4, at 4.

¹³ See id.

¹⁴ See id.

¹⁵ See id. at 5.

¹⁶ See id.

¹⁷ See id.

¹⁸ See id.

¹⁹ See id.

the price at which the Exchange would take immediate delisting action and codify such price in Exchange rules.²⁰

The Exchange proposes to amend Section 802.01C of the Manual to specify that if a security's closing price per share is less than \$0.25 (the "Minimum Trading Price") on any trading day, the Exchange shall immediately suspend trading and commence delisting proceedings with respect to such security in accordance with the provisions of Section 804.00 of the Manual.²¹ The Exchange states that it believes that securities that trade below the Minimum Trading Price are more susceptible to trading volatility and market manipulation and are unlikely to recover to any meaningful degree.²² The Exchange also proposes to modify Section 802.01C of the Manual to state that a security would not be eligible to follow the procedures outlined in Sections 802.01C, 802.02, and 802.03 of the Manual with respect to the Minimum Trading Price criteria.²³ The Exchange states that all issuers retain the right to appeal an Exchange delisting decision.²⁴

The Exchange proposes that this change would be effective on October 1, 2026.²⁵ The Exchange states that providing a transition period before the rule is effective would afford issuers time to implement reverse stock splits to increase their share price before the new requirement is in place.²⁶

²⁰ See id.

²¹ See id. See also proposed Section 802.01C of the Manual.

²² See Amendment No. 1, supra note 4, at 6.

²³ See id. at 5. See also proposed Section 802.01C of the Manual.

²⁴ See Amendment No. 1, supra note 4, at 5. The procedures for appealing an Exchange delisting decision are set forth in Section 804.00 of the Manual. See id. at 5, n.7.

²⁵ See id. at 5.

²⁶ See id. The Exchange also states that its rules prohibiting (1) one or more reverse stock splits with a cumulative ratio of 200 shares or more to one in a two-year period and (2) a reverse stock split that results in a company becoming non-compliant with any of the requirements of Section 802.01A of the Manual

The Exchange also proposes to clarify in Section 802.01C of the Manual that, consistent with its general authority under Section 802.01D of the Manual to suspend trading in the event of any condition that makes further dealings on the Exchange unwarranted, it may suspend trading or delist a security where, in the Exchange’s opinion, the trading price has experienced a precipitous decline and is at an abnormally low level from which it is unlikely to recover, even if such security has not fallen below the Minimum Trading Price.²⁷ The Exchange states that, in its experience, under those conditions a security’s trading price is generally unable to recover.²⁸

III. Proceedings to Determine Whether to Approve or Disapprove SR-NYSE-2025-43, as Modified by Amendment No. 1, and Grounds for Disapproval Under Consideration

The Commission is instituting proceedings pursuant to Section 19(b)(2)(B) of the Act²⁹ to determine whether the proposed rule change, as modified by Amendment No. 1, should be approved or disapproved. Institution of such proceedings is appropriate at this time in view of the legal and policy issues raised by the proposed rule change. Institution of proceedings does not indicate that the Commission has reached any conclusions with respect to any of the issues involved. Rather, as described below, the Commission seeks and encourages interested persons to provide additional comment on the proposed rule change to inform the Commission’s analysis of whether to approve or disapprove the proposed rule change, as modified by Amendment No. 1.

Pursuant to Section 19(b)(2)(B) of the Act,³⁰ the Commission is providing notice of the grounds for disapproval under consideration. The Commission is instituting proceedings to allow

would remain in place. See id.

²⁷ See id.

²⁸ See id.

²⁹ 15 U.S.C. 78s(b)(2)(B).

³⁰ Id.

for additional analysis of, and input from commenters with respect to, the proposed rule change's consistency with the Act, and in particular, Section 6(b)(5) of the Act,³¹ which requires, among other things, that the rules of a national securities exchange be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, 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, and not be designed to permit unfair discrimination between customers, issuers, brokers, or dealers; and Section 6(b)(7) of the Act,³² which requires, among other things, that the rules of an exchange provide fair procedure for the prohibition or limitation by the exchange of any person with respect to access to services offered by the exchange.

The development and enforcement of meaningful listing standards³³ for an exchange is of critical importance to financial markets and the investing public. Among other things, such listing standards help ensure that exchange-listed companies will have sufficient public float, investor base, and trading interest to provide the depth and liquidity to promote fair and orderly markets. Meaningful listing standards also are important given investor expectations regarding the nature of securities that have achieved an exchange listing, and the role of an exchange in overseeing its market and assuring compliance with its listing standards.³⁴

³¹ 15 U.S.C. 78f(b)(5).

³² 15 U.S.C. 78f(b)(7).

³³ This reference to "listing standards" refers to both initial and continued listing standards.

³⁴ See, e.g., Securities Exchange Act Release Nos. 88716 (Apr. 21, 2020), 85 FR 23393 (Apr. 27, 2020) (SR-NASDAQ-2020-001) (Order Approving a Proposed Rule Change To Modify the Delisting Process for Securities With a Bid Price at or Below \$0.10 and for Securities That Have Had One or More Reverse Stock Splits With a Cumulative Ratio of 250 Shares or More to One Over the Prior Two-Year Period); 88389 (Mar. 16, 2020), 85 FR 16163 (Mar. 20, 2020) (SR-NASDAQ-2019-089) (Notice of Filing of Amendment No. 1 and Order Granting Accelerated Approval of a Proposed Rule Change, as Modified by Amendment No. 1, To Amend Rule 5815 To Preclude Stay During Hearing Panel Review of Staff Delisting Determinations in Certain Circumstances). See also Securities Exchange Act Release No. 81856

As discussed above, currently, a company that falls below the Exchange’s continued listing standards because the average closing price of its security is less than \$1.00 over a consecutive 30 trading-day period generally will be able to take advantage of a six-month cure period to regain compliance. However, regardless of where an issuer stands in the six-month cure period, the company will be subject to immediate suspension and delisting if its security trades below \$0.10. The Exchange’s proposal would allow the Exchange to immediately suspend and delist a security if a security’s closing price per share is less than the Minimum Trading Price (i.e., \$0.25).³⁵ Thus, the proposal would accelerate the timeframe within which the Exchange would delist a security in instances where the security trades below the Minimum Trading Price and result in immediate suspension from trading on the Exchange. In addition, the proposal would clarify that the Exchange would consider suspension and delisting of a security where, in the Exchange’s opinion, the trading price has experienced a precipitous decline and is at an abnormally low level from which it is unlikely to recover.³⁶

The Exchange states that it has increased the price at which it would take immediate delisting action in response to its observations that there is an industry-wide trend of low-priced stocks trading on national securities exchanges.³⁷ The Exchange also states that shares with a very low trading price are potentially susceptible to manipulation and more likely to experience

(Oct. 11, 2017), 82 FR 48296, 48298 (Oct. 17, 2017) (SR-NYSE-2017-31) (Notice of Filing of Amendment No. 1 and Order Granting Accelerated Approval of a Proposed Rule Change, as Modified by Amendment No. 1, To Amend the Listed Company Manual To Adopt Initial and Continued Listing Standards for Subscription Receipts) (stating that “[a]dequate standards are especially important given the expectations of investors regarding exchange trading and the imprimatur of listing on a particular market” and that “[o]nce a security has been approved for initial listing, maintenance criteria allow an exchange to monitor the status and trading characteristics of that issue . . . so that fair and orderly markets can be maintained”).

³⁵ See supra note 21 and accompanying text.

³⁶ See supra note 27 and accompanying text.

³⁷ See Amendment No. 1, supra note 4, at 5.

trading volatility, and securities that fall below the Minimum Trading Price are unlikely to recover to a meaningful degree.³⁸ Further, the Exchange states that a security's trading price is generally unable to recover when it has experienced a precipitous decline and is at an abnormally low level.³⁹

The Commission asks that commenters address the sufficiency of the Exchange's statements in support of the proposal, which are set forth in Amendment No. 1, in addition to any other comments they may wish to submit about the proposed rule change, as modified by Amendment No. 1. In particular, the Commission seeks comment on whether the proposal to provide that the Exchange will immediately suspend and delist a security if a security's closing price per share is less than the Minimum Trading Price, and to clarify that the Exchange may suspend and delist a security when the trading price has experienced a precipitous decline and is at an abnormally low level from which it is unlikely to recover, is designed to be consistent with the requirements of Sections 6(b)(5) and 6(b)(7) of the Act⁴⁰ or raises any new or novel concerns not previously contemplated by the Commission.

IV. Procedure: Request for Written Comments

The Commission requests that interested persons provide written submissions of their data, views, and arguments with respect to the issues identified above, including the issues raised by commenters and the Exchange's response, as well as any other concerns they may have with the proposal. In particular, the Commission invites the written views of interested persons concerning whether the proposed rule change, as modified by Amendment No. 1, is consistent with Sections 6(b)(5), 6(b)(7), or any other provision of the Act, or the rules and regulations

³⁸ See supra notes 17-19 and 22 and accompanying text.

³⁹ See supra note 28 and accompanying text.

⁴⁰ 15 U.S.C. 78f(b)(5), (b)(7).

thereunder. Although there do not appear to be any issues relevant to approval or disapproval that would be facilitated by an oral presentation of data, views, and arguments, the Commission will consider, pursuant to Rule 19b-4 under the Act,⁴¹ any request for an opportunity to make an oral presentation.⁴²

Interested persons are invited to submit written data, views, and arguments regarding whether the proposed rule change, as modified by Amendment No. 1, should be approved or disapproved by [INSERT DATE 21 DAYS AFTER DATE OF PUBLICATION IN THE *FEDERAL REGISTER*]. Any person who wishes to file a rebuttal to any other person's submission must file that rebuttal by [INSERT DATE 35 DAYS AFTER DATE OF PUBLICATION IN THE *FEDERAL REGISTER*]. The Commission asks that commenters address the sufficiency of the Exchange's statements in support of the proposal, in addition to any other comments they may wish to submit about the proposed rule change.

Comments may be submitted by any of the following methods:

Electronic Comments:

- Use the Commission's internet comment form (<https://www.sec.gov/rules/sro.shtml>); or
- Send an email to rule-comments@sec.gov. Please include file number SR-NYSE-2025-43 on the subject line.

⁴¹ 17 CFR 240.19b-4.

⁴² Section 19(b)(2) of the Act, as amended by the Securities Acts Amendments of 1975, Public Law 94-29 (June 4, 1975), grants to the Commission flexibility to determine what type of proceeding—either oral or notice and opportunity for written comments—is appropriate for consideration of a particular proposal by a self-regulatory organization. See Securities Acts Amendments of 1975, Senate Comm. on Banking, Housing & Urban Affairs, S. Rep. No. 75, 94th Cong., 1st Sess. 30 (1975).

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-NYSE-2025-43. This file number should be included on the subject line if email 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 (<https://www.sec.gov/rules/sro.shtml>). Copies of the filing will be available for inspection and copying at the principal office of the Exchange. Do not include personal identifiable information in submissions; you should submit only information that you wish to make available publicly. We may redact in part or withhold entirely from publication submitted material that is obscene or subject to copyright protection. All submissions should refer to file number SR-NYSE-2025-43 and should be submitted by [INSERT DATE 21 DAYS AFTER DATE OF PUBLICATION IN THE *FEDERAL REGISTER*]. Rebuttal comments should be submitted by [INSERT DATE 35 DAYS AFTER DATE OF PUBLICATION IN THE *FEDERAL REGISTER*].

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

Sherry R. Haywood,

Assistant Secretary.

⁴³ 17 CFR 200.30-3(a)(57).