

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-104575; File No. SR-NYSEARCA-2025-89]

Self-Regulatory Organizations; NYSE Arca, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Amend the NYSE Arca Options Fees and Charges to Reflect Certain Central Registration Depository Fees Collected by the Financial Industry Regulatory Authority, Inc.

January 12, 2026.

Pursuant to Section 19(b)(1)¹ of the Securities Exchange Act of 1934 (“Act”),² and Rule 19b-4 thereunder,³ notice is hereby given that on December 29, 2025, NYSE Arca, Inc. (“NYSE Arca” or the “Exchange”) filed with the Securities and Exchange Commission (the “Commission”) the proposed rule change as described in Items I and II 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 the NYSE Arca Options Fees and Charges (the “Fee Schedule”) with respect to certain system fees for the Central Registration Depository (“CRD” or “CRD system”) collected by the Financial Industry Regulatory Authority, Inc. (“FINRA”). The proposed rule change is available on the Exchange’s website at www.nyse.com and at the principal office of the Exchange.

¹ 15 U.S.C. 78s(b)(1).

² 15 U.S.C. 78a.

³ 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 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

The Exchange proposes to amend the Fee Schedule with respect to certain system fees for use of CRD collected by FINRA.⁴ The Exchange proposes to implement the fee change effective January 2, 2026.

FINRA collects and retains certain regulatory fees via CRD for session fees related to continuing education requirements, fees for qualification examinations, and the registration of associated persons of Exchange OTP Holders and OTP Firms that are not FINRA members (“Non-FINRA OTP Holders”).⁵ CRD fees are user-based, and there is no distinction in the cost incurred by FINRA if the user is a FINRA member or a Non-FINRA OTP Holder.

⁴ CRD is the central licensing and registration system for the U.S. securities industry. The CRD system enables individuals and firms seeking registration with multiple states and self-regulatory organizations to do so by submitting a single form, fingerprint card, and a combined payment of fees to FINRA. Through the CRD system, FINRA maintains the qualification, employment, and disciplinary histories of registered associated persons of broker-dealers.

⁵ The Exchange originally adopted fees for use of the CRD system in 2005 and amended those fees in 2013, 2022, 2023, and 2024. See Securities Exchange Act Release Nos. 51641 (May 2, 2005), 70 FR 24155 (May 6, 2005) (SR-PCX-2005-49); 68590 (January 4, 2013), 78 FR 2470 (January 11, 2013) (SR-NYSEArca-2012-145); 93899 (January 5, 2022), 87 FR 1455 (January 11, 2022) (SR-NYSEArca-2021-106); 96698 (January 18, 2023), 88 FR 4260 (January 24, 2023) (SR-NYSEArca-2023-03); 99334 (January 11, 2024), 89 FR 3450 (January 18, 2024) (SR-NYSEARCA-2023-88). While the Exchange lists these fees in its Fee Schedule, it does not collect or retain these fees.

In 2024, FINRA amended certain fees assessed for use of the CRD system for implementation between 2026 and 2028.⁶ The Exchange accordingly proposes to amend the Fee Schedule to mirror these fees assessed by FINRA, which will be implemented concurrently with the amended FINRA fees as of January 2026.⁷ Specifically, the Exchange proposes to amend the Fee Schedule to provide that the CRD session fee for the Continuing Education Regulatory Element will be \$25 and the CRD fee for the Series 57 examination will be \$105.⁸ The Exchange also proposes to amend the Fee Schedule to modify the system processing fees charged to Non-FINRA OTP Holders for each registered representative and principal from \$70 to the following, based on the number of securities regulators with which each such registered person is registered, excluding registration as an investment adviser representative:⁹

| Number of Securities Regulators | Fee |
|--|------------|
| 1 to 5 | \$70 |
| 6 to 20 | \$95 |
| 21 to 40 | \$110 |
| 41 or more | \$125 |

The Exchange notes that the proposed change is not otherwise intended to address any other issues surrounding regulatory fees, and the Exchange is not aware of any problems that

⁶ See Securities Exchange Act Release No. 93709 [sic] (November 21, 2024), 89 FR 93709 (November 27, 2024) (SR-FINRA-2024-019).

⁷ The Exchange notes that it has only adopted the CRD system fees charged by FINRA to Non-FINRA OTP Holders when such fees are applicable. In this regard, certain FINRA CRD system fees and requirements are specific to FINRA members, but do not apply to NYSE Arca-only OTP Holders. Non-FINRA OTP Holders have been charged CRD system fees since 2001. See note 5, *supra*. OTP Holders that are also FINRA members are charged CRD system fees according to Section 4 of Schedule A to the FINRA By-Laws.

⁸ The Exchange notes that the Fee Schedule inadvertently reflects outdated fees; the current fee for the Regulatory Element is \$18, and the current fee for the Series 57 examination is \$80. In the section of the Fee Schedule reflecting CRD session fees for continuing education requirements, the Exchange is also proposing to delete the fee for the S101 Regulatory Element Program, which is no longer assessed by FINRA, and to make other non-substantive clarifying changes.

⁹ See Section (4)(b)(7) of Schedule A to the FINRA By-laws.

OTP Holders would have in complying with the proposed change.

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 Section 6(b)(4)¹¹ of the Act, in particular, in that it is designed to provide for the equitable allocation of reasonable dues, fees, and other charges. The Exchange also believes that the proposed rule change is consistent with Section 6(b)(5) of the Act,¹² in that it is designed to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, 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 is not designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

The Exchange believes that the proposed fee change is reasonable because the fees will be identical to those adopted by FINRA as of January 2026 for CRD session fees for continuing education requirements, CRD fees for qualification examinations, and use of the CRD system for each of the member's registered representatives and principals for system processing. The costs of operating and improving the CRD system are similarly borne by FINRA when a Non-FINRA OTP Holder uses the CRD system; accordingly, the fees collected for such use should, as proposed by the Exchange, mirror the fees assessed to FINRA members. In addition, as FINRA noted in amending its fees, it believes that its proposed pricing structure is reasonable and correlates fees with the components that drive its regulatory costs to the extent feasible. The

¹⁰ 15 U.S.C. 78f(b).

¹¹ 15 U.S.C. 78f(b)(4).

¹² 15 U.S.C. 78f(b)(5).

Exchange further believes that the change is reasonable because it will provide greater specificity regarding CRD session fees for certain continuing education requirements, CRD fees for certain qualification examinations, and the CRD system fees that are applicable to Non-FINRA OTP Holders. All similarly situated OTP Holders are subject to the same fee structure, and every OTP Holder must use the CRD system to complete continuing education requirements and qualification examinations, as well as for registration and disclosure. Accordingly, the Exchange believes that the fees collected for such use should likewise increase in lockstep with the fees assessed to FINRA members, as proposed by the Exchange.

The Exchange also believes that the proposed fee change provides for the equitable allocation of reasonable fees and other charges, and does not unfairly discriminate between customers, issuers, brokers, and dealers. The fees apply equally to all individuals and firms required to report information in the CRD system, and the proposed change will result in the same regulatory fees being charged to all OTP Holders required to report information to CRD and for services performed by FINRA regardless of whether such OTP Holders are FINRA members. Accordingly, the Exchange believes that the fees collected for such use should increase in lockstep with the fees adopted by FINRA as of January 2026, as proposed by the Exchange.

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

In accordance with Section 6(b)(8) of the Act, 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. Specifically, the Exchange believes that the proposed change will reflect fees that will be assessed by FINRA as of January 2026 and will thus result in the same regulatory fees being charged to all OTP Holders required to report information to the

CRD system and for services performed by FINRA, regardless of whether or not such OTP Holders are FINRA members.

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 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:

¹³ 15 U.S.C. 78s(b)(3)(A).

¹⁴ 17 CFR 240.19b-4(f)(2).

¹⁵ 15 U.S.C. 78s(b)(2)(B).

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-NYSEARCA-2025-89 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-NYSEARCA-2025-89. 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-NYSEARCA-2025-89 and should be submitted on or before [INSERT DATE 21 DAYS AFTER DATE OF PUBLICATION IN THE *FEDERAL REGISTER*].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹⁶

J. Matthew DeLesDernier,

Deputy Secretary.

¹⁶ 17 CFR 200.30-3(a)(12).