SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-106032; File No. SR-NYSEARCA-2026-81]

Self-Regulatory Organizations; NYSEArca, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Amend the Options Regulatory Fee (ORF)

August 3, 2026.

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 29, 2026, NYSE Arca, Inc. ("NYSE Arca" or the "Exchange") filed with the Securities and Exchange Commission (the "Commission") a proposed rule change as described in Items I and II below, which Items have been prepared by the Exchange. 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 Fee Schedule ("Fee Schedule") regarding the Options Regulatory Fee ("ORF"). The proposed rule change is available on the Exchange's website at www.nyse.com and at the principal office of the Exchange.

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

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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 recently adopted a new methodology, effective July 1, 2026, for the assessment and collection of the ORF that assesses ORF only for options transactions that occur on the Exchange and that are cleared in the Customer range at The Options Clearing Corporation ("OCC"), in alignment with other options exchanges.[4] The purpose of this filing is to amend the Fee Schedule to (1) make non-substantive changes to the rule text describing the new ORF methodology to promote consistency with the language adopted by other options exchanges describing the same, and (2) specify the ORF rate that will be in effect through August 31, 2026 , and the rate that will take effect on September 1, 2026.[5]

Background

As a general matter, the Exchange may only use regulatory funds such as the ORF "to fund the legal, regulatory, and surveillance operations" of the Exchange.[6] More specifically, the ORF is designed to recover a material portion, but not all, of the Exchange's costs for the supervision and regulation of OTP Holders' and OTP Firms' (collectively, "OTP Holders")

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4 See Securities Exchange Act Release No. 105070 (March 24, 2026), 91 FR 14888 (March 27, 2026) (SR-NYSEARCA-2026-30) (Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Adopt a New Methodology for Assessment and Collection of the Options Regulatory Fee (ORF)) (the "ORF Methodology Filing").

5 The Exchange originally filed to amend the Fee Schedule to specify the ORF Rate on July 1, 2026 (SR-NYSEARCA-2026-73). SR-NYSEARCA-2026-73 was withdrawn on July 15, 2026 and replaced by SR-NYSEARCA-2026-79. SR-NYSEARCA-2026-79 was withdrawn on July 29, 2026 and replaced with this filing.

6 The Exchange considers surveillance operations part of regulatory operations. The limitation on the use of regulatory funds also provides that they shall not be distributed. See Bylaws of NYSE Arca, Inc., Art. II, Sec. 2.03.

Customer options business, including the Exchange's regulatory program and legal expenses associated with Customer options regulation, such as the costs related to in-house staff, third-party service providers, and technology that facilitate regulatory functions such as surveillance, investigation, examinations, and enforcement (collectively, the "ORF Costs"). ORF Costs may also include indirect expenses such as human resources and other administrative costs related to the supervision and regulation of Customer activity. The Exchange monitors the amount of ORF collection to ensure that this amount, in combination with other regulatory fees and fines, does not exceed regulatory costs.

All options transactions must clear via a clearing firm, and such clearing firms can then choose to pass through all, a portion, or none of the cost of the ORF to its Customers, i.e., the entering firms. The Exchange notes that the ORF Costs relating to monitoring OTP Holders with respect to Customer trading activity are generally higher than the regulatory costs associated with monitoring OTP Holders that do not engage in Customer trading activity, which tends to be more automated and less labor-intensive. By contrast, regulating OTP Holders that engage in Customer trading activity is generally more labor-intensive and requires a greater expenditure of human and technical resources as the Exchange needs to review not only the trading activity on behalf of Customers, but also the OTP Holder's relationship with its Customers via more labor-intensive exam-based programs.[7] As a result, the ORF Costs associated with administering the Customer component of the Exchange's overall regulatory program are materially higher than

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7 The Exchange notes that many of the Exchange's market surveillance programs require the Exchange to look at and evaluate activity across all options markets, such as surveillance for position limit violations, manipulation, front-running, and contrary exercise advice violations/expiring exercise declarations. The Exchange and other options SROs are parties to a 17d–2 agreement allocating among the SROs regulatory responsibilities relating to compliance by the common members with rules for expiring exercise declarations, position limits, OCC trade adjustments, and Large Option Position Report reviews. See, e.g., Securities Exchange Act Release No. 85097 (February 11, 2019), 84 FR 4871 (February 19, 2019).

the regulatory costs associated with administering the non-Customer component (e.g., OTP Holder proprietary transactions) of its regulatory program.

As set forth in the ORF Methodology Filing, effective July 1, 2026, ORF will be assessed only for executions that occur on the Exchange. Specifically, the ORF will be collected by OCC on behalf of the Exchange from OTP Holders and non-OTP Holders for all Customer transactions executed on the Exchange. ORF will be assessed and collected on all ultimately cleared Customer contracts, taking into account adjustments for CMTA that were provided to the Exchange the same day as the trade.[8] Further, the Exchange would bill ORF according to the clearing instructions provided on the execution. The Exchange proposes to assess ORF based on the clearing instruction provided on the execution on trade date and would not take into consideration CMTA changes or transfers that occur at OCC.[9]

Because the ORF is based on options transactions volume, the amount of ORF collected is variable. For example, if options transactions reported to OCC in a given month increase, the ORF collected from OTP Holders will likely increase as well. Similarly, if options transactions reported to OCC in a given month decrease, the ORF collected from OTP Holders will likely decrease as well. Accordingly, the Exchange monitors the amount of ORF collected to ensure that it does not exceed a material portion of ORF Costs. If the Exchange determines the amount of ORF collected exceeds or may exceed a material portion of ORF Costs, the Exchange will, as appropriate, adjust the ORF by submitting a fee change filing to the Securities and Exchange

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8 Adjustments to CMTA that occur at OCC would not be taken into account. CMTA transfers that occur at OCC do not necessarily contain reliable information regarding the exchange on which the original transaction occurred, and without specific information as to where such transaction occurred, the Exchange would not be able to accurately account for CMTA transfers that occur at OCC. Accordingly, the Exchange proposes to only account for CMTAs that occur on the Exchange and exclude CMTAs occurring at OCC, consistent with other options exchanges' proposals.

9 Adjustments that were made the same day as the trade on the Exchange will be taken into account.

Commission (the “Commission”). The Exchange will provide at least 30 days’ notice to OTP Holders of any change to the ORF by Trader Update.

Proposed Rule Change

The Exchange proposes to amend the Fee Schedule to make non-substantive changes to the description of the new ORF methodology to conform with the language used by other options exchanges to describe the same. The Fee Schedule currently includes the following description of the new ORF methodology, as adopted in the ORF Methodology Filing:

> The ORF is assessed by the Exchange for options transactions cleared by OCC in the customer range for executions that occur on the Exchange. Specifically, the ORF is collected by OCC on behalf of the Exchange from OTP Holders and OTP Firms and non-OTP Holders and non-OTP Firm for all customer transactions executed on the Exchange. The Exchange will notify participants via Trader Update of any change in the amount of the fee at least 30 calendar days prior to the effective date of the change.

The Exchange proposes to replace that description with the following text:

> The per contract ORF is assessed by the Exchange on each side of an options transaction cleared by the OCC in the customer range for executions that occur on the Exchange. The ORF is collected by the OCC on behalf of the Exchange from either an OTP Holder or OTP Firm that was the clearing firm for the transaction or a non-OTP Holder or a non-OTP Firm that was the clearing firm where an OTP Holder or OTP Firm was the executing firm for the transaction.

This proposed change does not propose any substantive change to the ORF methodology itself; it is intended only to promote consistency between the Exchange's Fee Schedule and that of other options exchanges with respect to the description of the new ORF methodology that has been adopted by all options exchanges, to alleviate potential confusion among market participants interpreting the various exchange fee schedules.

The Exchange also proposes to amend the Fee Schedule to set the ORF rate under the new ORF methodology. Prior to the Exchange's initial filing on July 1, 2026, the ORF rate was $0.0026 per contract. Effective July 1, 2026, in connection with the calculation of ORF pursuant to the new ORF methodology, the Exchange proposed to set the ORF rate at $0.0120 per contract.[10] This proposed change was based on the Exchange's recent review of ORF Costs, ORF collections, and options transaction volume, as well as the Exchange's projections with respect to regulatory costs, ORF collections, and options transaction volume going forward under the new ORF methodology that all options exchanges are adopting for the first time.

Subsequent to its initial filing, the Exchange became aware of a significant reduction in its anticipated regulatory costs due to an internal structural change. As a result, using the criteria noted above, the Exchange has determined that, at this time, a lower rate is more appropriate to ensure that ORF collection does not exceed regulatory costs. Accordingly, the Exchange now proposes to set the ORF rate at $0.0080, effective September 1, 2026.[11]

The proposed change to the ORF rate was, and is, based on the Exchange's analysis using the information currently available, but the Exchange cannot predict whether options volumes

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[10] On June 1, 2026 (which was at least 30 calendar days prior to the July 1, 2026 operative date), the Exchange notified OTP Holders of the change to the ORF methodology and proposed ORF rate via Trader Update to afford market participants sufficient opportunity to configure their systems to account for the upcoming ORF changes. See https://www.nyse.com/trader-update/history#110000957172.

[11] As it did with the initial fee proposal, the Exchange will provide at least 30 days' notice to ATP Holders of the proposed rate via Trader Update.

will remain at these levels going forward and projections for future ORF Costs are estimated, preliminary, and may change. The Exchange believes that the proposed change would set the ORF rate at an appropriate level to help ensure that the ORF collection, in combination with other regulatory fees and fines, does not exceed the Exchange's regulatory costs.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with the provisions of Section 6(b)[12] of the Act, in general, and Section 6(b)(4) and (5)[13] of the Act, in particular, in that it is designed to provide for the equitable allocation of reasonable dues, fees, and other charges among its members and other persons using its facilities and does not unfairly discriminate between customers, issuers, brokers, or dealers.

The Exchange believes the proposed change to adopt a description of the new ORF methodology that more closely conforms to that used by other options exchanges is reasonable, equitable, and not unfairly discriminatory. As noted above, the proposed change is not intended to effect any substantive changes to the methodology itself, as adopted in the ORF Methodology Filing, and is intended only to encourage consistency between the Exchange's Fee Schedule and that of other options exchanges with respect to the description of the new ORF methodology that has been adopted by all options exchanges. The proposed change is designed to help reduce potential confusion from market participants seeking to understand different exchange fee schedules. The Exchange also believes that the proposed change is equitable and not unfairly discriminatory because the revised description of the ORF methodology (like the current description) would continue to apply equally to all similarly situated market participants subject

12 15 U.S.C. 78f(b).

13 15 U.S.C. 78f(b)(4) and (5).

to the ORF.

The Exchange also believes the proposed change to amend the ORF rate in connection with the implementation of the new ORF methodology is reasonable, equitable, and not unfairly discriminatory. The Exchange believes the proposed new ORF rate is reasonable because it is designed to help ensure that collections from the ORF do not exceed a material portion of the Exchange's ORF Costs, based on the Exchange's recent review, analysis, and projections of such costs, ORF collections, and options transaction volume both historically and going forward under the new ORF methodology that all options exchanges are adopting for the first time. As noted above, the proposed change to the ORF rate is based on information currently available to the Exchange. Although the Exchange cannot predict whether options volumes will remain at these levels going forward and projections for future ORF Costs are estimated, preliminary, and may change, the Exchange believes that the proposed change would set the ORF rate at an appropriate level to help ensure that ORF collection, in combination with other regulatory fees and fines, does not exceed regulatory costs. The Exchange further believes that the proposed new ORF rate is equitable and not unfairly discriminatory because it would apply equally to all similarly situated market participants, as described in the ORF Methodology Filing. The Exchange has also provided all OTP Holders with the appropriate 30 days' advance notice of the planned change to the ORF rate.

B. <u>Self-Regulatory Organization's Statement on Burden on Competition</u>

The Exchange does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

Intramarket Competition. The Exchange believes the proposed change would not impose an undue burden on intramarket competition because the proposed revisions to the description of the new ORF methodology are intended only to conform the language in the Fee Schedule with that used in other options exchanges' fee schedules, to help reduce potential confusion among market participants. The proposed change to the ORF rate also would not impose an undue burden on intramarket competition because, pursuant to the new ORF methodology, the ORF will be collected by OCC on behalf of the Exchange from OTP Holders and non-OTP Holders for all Customer transactions executed on the Exchange, and the proposed ORF rate is designed to help ensure that collections from the ORF do not exceed a material portion of the Exchange's ORF Costs. Because the ORF is charged to all OTP Holders and non-OTP Holders on all of their transactions that clear in the Customer range at the OCC, the amount of ORF imposed is based on the amount of Customer volume transacted.

Intermarket Competition. The proposed change is not designed to address any competitive issues. Rather, the proposed change with respect to the ORF rate is designed to help the Exchange adequately fund its regulatory activities while seeking to ensure that total collections from regulatory fees do not exceed total regulatory costs, and the proposed change with respect to the Fee Schedule language describing the new ORF methodology is intended to promote consistency among the fee schedules of the various options exchanges.

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 has become effective pursuant to Section 19(b)(3)(A) of the Act[14] and paragraph (f) of Rule 19b-4[15] thereunder. At any time within 60 days of the filing of

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[14] 15 U.S.C. 78s(b)(3)(A).

[15] 17 CFR 240.19b-4(f).

the 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 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 (https://www.sec.gov/rules/sro.shtml); or
- Send an email to rule-comments@sec.gov. Please include file number SR-NYSEARCA-2026-81 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-2026-81. 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-2026-81 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]

Sherry R. Haywood,

Assistant Secretary.

16 17 CFR 200.30-3(a)(12).