

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-102507; File No. SR-NYSECHX-2025-01)

February 28, 2025

Self-Regulatory Organizations; NYSE Chicago, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Repeal the Exchange's Certificate of Incorporation; Adopt the Certificate of Formation of NYSE Texas, Inc.; Amend the Exchange's By-Laws, Rules, and Certain Fee Schedules; and Amend the Certificate of Incorporation and By-Laws of the Exchange's Holding Company to Reflect the Conversion of the Exchange to a Texas Corporation and the Renaming of NYSE Chicago Holdings, Inc.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act")¹ and Rule 19b-4 thereunder,² notice is hereby given that, on February 25, 2025, the NYSE Chicago, Inc. ("Exchange") filed with the Securities and Exchange Commission ("Commission") the proposed rule change as described in Item I below, which Item has been prepared by the Exchange. The Exchange has designated this proposal for immediate effectiveness pursuant to Section 19(b)(3)(A) of the Act³ and Rule 19b-4(f) thereunder.⁴ 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 repeal the Third Amended and Restated Certificate of Incorporation of the Exchange ("Exchange Certificate of Incorporation") and adopt the Certificate of Formation of NYSE Texas, Inc. ("Exchange Certificate of Formation"), amend the Second Amended and Restated Bylaws of the Exchange ("Exchange Bylaws"), the Third

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 15 U.S.C. 78s(b)(3)(A).

⁴ 17 CFR 240.19b-4(f). At any time within 60 days of the filing of 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 will institute proceedings to determine whether the proposed rule change should be approved or disapproved.

Amended and Restated Certificate of Incorporation of NYSE Chicago Holdings, Inc., the Exchange’s parent company (“Holdings”, and such certificate, the “Holdings Certificate”), the Third Amended and Restated Bylaws of Holdings (“Holdings Bylaws”), the rules of the Exchange (“Rules”), the Fees Schedule of the Exchange (“Fee Schedule”), the Connectivity Fee Schedule, and NYSE Propriety Market Data Fees (“Schedule of Market Data Fees”) to reflect (1) the proposed conversion of the Exchange to a Texas corporation and proposed name change to “NYSE Texas, Inc.”; (2) the proposed name change of Holdings to “NYSE Texas Holdings, Inc.”; (3) a change in address of the registered office for Holdings; (4) certain changes to the Exchange Bylaws due to the proposed conversion of the Exchange to a Texas corporation that are substantive but not material; and (5) certain non-substantive conforming changes.

The proposed rule change, including the Exchange’s statement of the purpose of, and statutory basis for, the proposed rule change, is available on the Exchange’s website at <https://www.nyse.com> and on the Commission’s website at https://www.sec.gov/rules-regulations/self-regulatory-organization-rulemaking/national-securities-exchanges?file_number=SR-NYSECHX-2025-01.

II. 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.⁵

Comments may be submitted electronically by using the Commission’s internet comment form

⁵ 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 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 a.m. and 3 p.m. Copies of the filing also will be available for inspection and copying at the principal office of SRO.

(https://www.sec.gov/rules-regulations/self-regulatory-organization-rulemaking/national-securities-exchanges?file_number=SR-NYSECHX-2025-01) or by sending an email to rule-comments@sec.gov. Please include file number SR-NYSECHX-2025-01 on the subject line.

Alternatively, paper comments may be sent to Secretary, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549-1090. All submissions should refer to file number SR-NYSECHX-2025-01. 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-regulations/self-regulatory-organization-rulemaking/national-securities-exchanges?file_number=SR-NYSECHX-2025-01).

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-NYSECHX-2025-01 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.⁶

J. Matthew DeLesDernier,

Deputy Secretary.

⁶ 17 CFR 200.30-3(a)(12).