

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-76294; File No. SR-NYSEMKT-2015-83)

October 29, 2015

Self-Regulatory Organizations; NYSE MKT LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Amending Rules 46 – Equities, 46A – Equities, 103B – Equities, and 497 – Equities to Replace References to the NYSE Regulation Board of Directors with the Exchange’s Regulatory Oversight Committee

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 October 19, 2015, NYSE MKT LLC (the “Exchange” or “NYSE MKT”) 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 Exchange has designated this proposal as a “non-controversial” proposed rule change pursuant to Section 19(b)(3)(A) of the Act⁴ and Rule 19b-4(f)(6)(iii) thereunder,⁵ which renders it effective upon filing with the Commission. 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 Rules 46 – Equities, 46A – Equities, 103B – Equities, and 497 – Equities to replace references to the NYSE Regulation Board of Directors with the Exchange’s Regulatory Oversight Committee. The text of the proposed rule change is available

¹ 15 U.S.C.78s(b)(1).

² 15 U.S.C. 78a.

³ 17 CFR 240.19b-4.

⁴ 15 U.S.C. 78s(b)(3)(A).

⁵ 17 CFR 240.19b-4(f)(6)(iii).

on the Exchange's website at www.nyse.com, at the principal office of the Exchange, and at the Commission's Public Reference Room.

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 Rules 46 – Equities, 46A – Equities, 103B – Equities, and 497 – Equities to replace references to the NYSE Regulation Board of Directors with the Exchange's Regulatory Oversight Committee ("ROC").

The Exchange recently amended the Operating Agreement to, among other things, establish a ROC.⁶ The Exchange now proposes the following conforming amendments to Rules 46 – Equities, 46A – Equities, 103B – Equities, and 497 – Equities. These proposed changes, described below, are similar to changes to the rules of the Exchange's affiliate, NYSE, which were recently approved by the Commission.⁷

⁶ See Securities Exchange Act Release No. 75148 (June 11, 2015), 80 FR 34751 (SR-NYSEMKT-2015-27) (approving creation of a ROC with primary responsibility to independently monitor the exchange's regulatory operations).

⁷ See Securities Exchange Act Release No. 75991 (September 28, 2015), 80 FR 59837, 59839 (October 2, 2015) (SR-NYSE-2015-27).

First, the Exchange proposes to amend Rule 46(b) – Equities, which governs the appointment of Floor Officials, to replace the reference to the “NYSE Regulation Board of Directors” with the ROC as the entity with which the Board would consult on those appointments.

Similarly, the Exchange proposes to amend Rule 46A – Equities, which governs the appointment of Executive Floor Governors, to replace the “Board of Directors of NYSE Regulation” with the ROC as the entity with which the Board would consult on those appointments.

Third, Rule 103B – Equities, which governs the security allocation and reallocation process, would be amended to replace “NYSE Board of Directors” in subsection (b) of Supplementary Material .10 with the “Exchange’s Regulatory Oversight Committee”.

Finally, Rule 497 – Equities sets forth certain requirements that securities issued by Intercontinental Exchange, Inc., or its affiliates must meet before they can be listed on the Exchange. The Exchange proposes to replace “NYSE Regulation Board of Directors” in Rule 497(b) and (c)(1) with “Exchange’s Regulatory Oversight Committee”. The ROC is now the entity that approves regulatory findings that the security to be listed satisfies Exchange listing rules under Rule 497(b) and that would receive the reports specified in Rule 497(c) – Equities.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with Section 6(b) of the Exchange Act⁸ in general, and with Section 6(b)(5)⁹ in particular, in that it in that it is designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable

⁸ 15 U.S.C. 78f(b).

⁹ 15 U.S.C. 78f(b)(5).

principles of trade, to foster cooperation and coordination with persons engaged in facilitating transactions in securities, and to remove impediments to and perfect the mechanism of a free and open market and a national market system and, in general, help to protect investors and the public interest. Specifically, the Exchange believes that replacing references to the NYSE Regulation Board of Directors with the Exchange's ROC in Rules 46 – Equities, 46A – Equities, 103B – Equities, and 497 – Equities removes impediments to and perfects the mechanism of a free and open market by removing confusion that may result from having obsolete references in the Exchange's rulebook. The Exchange further believes that the proposal removes impediments to and perfects the mechanism of a free and open market by ensuring that persons subject to the Exchange's jurisdiction, regulators, and the investing public can more easily navigate and understand the Exchange's rulebook. The Exchange believes that eliminating obsolete references would not be inconsistent with the public interest and the protection of investors because investors will not be harmed and in fact would benefit from increased transparency, thereby reducing potential confusion. Removing such obsolete references will also further the goal of transparency and add clarity to the Exchange's rules.

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

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 Exchange Act. The proposed rule change is not intended to address competitive issues but rather to delete obsolete references, thereby increasing transparency, reducing confusion, and making the Exchange's rules easier to understand and navigate.

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

Because the proposed rule change does not (i) significantly affect the protection of investors or the public interest; (ii) impose any significant burden on competition; and (iii) become operative for 30 days from the date on which it was filed, or such shorter time as the Commission may designate, the proposed rule change has become effective pursuant to Section 19(b)(3)(A) of the Act and Rule 19b-4(f)(6) thereunder.¹⁰

A proposed rule change filed pursuant to Rule 19b-4(f)(6) under the Act normally does not become operative for 30 days after the date of its filing. However, Rule 19b-4(f)(6)(iii) permits the Commission to designate a shorter time if such action is consistent with the protection of investors and the public interest. The Exchange has asked the Commission to waive the 30-day operative delay so that the proposal may become operative immediately upon filing. The Commission believes that waiver of the 30-day operative delay is appropriate because the proposed rule change would replace references to NYSE Regulation Board of Directors or NYSE Board of Directors with references to the Exchange's Regulatory Oversight Committee and thus reflect recently approved changes to the Exchange's Operating Agreement that established the Exchange's Regulatory Oversight Committee.¹¹ Based on the foregoing, the Commission believes that the waiver of the operative delay is consistent with the protection of investors and the public interest.¹² The Commission hereby grants the waiver and designates the proposal operative upon filing.

¹⁰ In addition, Rule 19b-4(f)(6)(iii) requires the Exchange to give the Commission written notice of the Exchange's intent to file the proposed rule change, along with a brief description and text of the proposed rule change, at least five business days prior to the date of filing of the proposed rule change, or such shorter time as designated by the Commission. The Exchange has satisfied this requirement.

¹¹ See supra note 6.

¹² For purposes only of waiving the 30-day operative delay, the Commission has also

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 shall institute proceedings to determine whether the proposed rule should be 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 (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File Number SR-NYSEMKT-2015-83 on the subject line.

Paper comments:

- Send paper comments in triplicate to Brent J. Fields, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number SR-NYSEMKT-2015-83. This file number should be included on the subject line if e-mail 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 (<http://www.sec.gov/rules/sro.shtml>).

Copies of the submission, all subsequent amendments, all written statements with respect to the

considered the proposed rule's impact on efficiency, competition, and capital formation. See 15 U.S.C. 78c(f).

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 20549-1090, on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of the filing will also be available for inspection and copying at the NYSE's principal office and on its Internet website at www.nyse.com. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-NYSEMKT-2015-83 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹³

Robert W. Errett
Deputy Secretary

¹³ 17 CFR 200.30-3(a)(12).