

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-68403; File No. SR-OCC-2012-23)

December 11, 2012

Self-Regulatory Organizations; The Options Clearing Corporation; Notice of Filing of Proposed Rule Change to Accommodate Certain Physically-Settled Options on U.S. Treasury Securities

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)¹ and Rule 19b-4 thereunder² notice is hereby given that on November 30, 2012, The Options Clearing Corporation (“OCC”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as described in Items I, II and III below, which Items have been prepared primarily by OCC. 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

OCC proposes to accommodate certain physical-settled options on the U.S. Treasury securities.

II. Self-Regulatory Organization’s Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, OCC 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 these statements may be examined at the places specified in Item IV below. OCC has prepared summaries, set forth in sections (A), (B), and (C) below, of the most significant aspects of such statements.³

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ The Commission has modified the text of the summaries prepared by OCC.

(A) Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

The purpose of this proposed rule change is to accommodate the clearing of physically-settled options on certain U.S. Treasury notes and U.S. Treasury bonds ("Treasury Options") proposed to be traded by NASDAQ OMX PHLX, LLC ("PHLX"). OCC's current By-Laws and Rules (collectively, the "Rules") accommodate options on Treasury securities, but the options on Treasury securities contemplated by the Rules are no longer traded and are different from the Treasury Options that PHLX intends to trade in certain respects. Accordingly, OCC proposes to amend the Rules, as described below, to accommodate such Treasury Options as well as to streamline Chapter XIV of its rulebook by re-numbering certain rules and deleting unused and "reserved" rules.

The PHLX Treasury Options are limited to European-style options on Treasury notes and bonds with a unit of trading of \$10,000. OCC therefore proposes to remove provisions and references within Chapter XIV of the Rules to American-style options on Treasury securities, Treasury bills as an eligible underlying interest for options on Treasury securities, and "mini options" on Treasury securities. In addition, OCC proposes to remove from the Rules the defined term "adjusted exercise price," which related only to options on Treasury bills and consequently is no longer needed, and update other definitions within the Rules to reflect the limiting of the underlying interests for Treasury Options to Treasury bonds and notes. Furthermore, OCC does not plan to permit escrow deposits to be made in connection with the clearing of Treasury Options and proposes to remove related provisions in Section 2 of Article XIII.

OCC generally will apply current expiration date exercise procedures to Treasury

Options, and will require delivery settlement for exercised and assigned Treasury Options to be effected on a broker-to-broker basis through the Fixed Income Clearing Corporation (“FICC”). Clearing members interested in Treasury Options have advised that it would be operationally more efficient for them if delivery settlement were effected in this manner. As not all OCC clearing members are participants of the Government Securities Division (“GSD”) of FICC, the proposed rules would permit clearing members to designate, with proper advance notice to OCC, a representative that is a GSD participant who would be responsible for inputting trade information into FICC’s systems for delivery settlement purposes. The proposed rules make it clear, however, OCC would have no obligation to such designated representative and contain the agreement of the designating clearing member to be bound by, and to hold OCC harmless against any claims based on, the designated representative’s actions or delays in acting or failures to act.

On the expiration date for a Treasury Option, OCC will produce an exercise and assignment report identifying the delivering and receiving clearing members and other relevant delivery information. Clearing members that are obligated to purchase or sell Treasury securities as a result of the exercise or assignment of positions in Treasury Options will be required to submit the terms of such trades to FICC’s real time trade matching system. If the trade information submitted by the delivering and receiving clearing member matches within FICC’s system, FICC becomes obligated to guarantee settlement of the trade pursuant to FICC’s rules, at the point in time at which FICC makes available to the delivering and receiving clearing members a report indicating the trade has been compared and OCC’s obligation to guarantee delivery settlement will be terminated. Delivery settlement through FICC includes delivery of the underlying securities against payment of the aggregate purchase price increased by the amount of accrued interest. If a trade does not match, the delivering and receiving OCC clearing

members will be required to notify OCC within such time as OCC may specify of such failure on the first business day after the expiration date. If no such notification is made within the deadline, pursuant to proposed Rule 1403(d), OCC's obligation to guarantee settlement will be extinguished as of such deadline, regardless of whether or not settlement was actually completed.

In the event OCC is given timely notification of a failure to match on the first business day after the expiration date, the clearing members would be required to attempt to resolve the failure such that settlement could occur through FICC by a deadline specified by OCC on the second business day following the expiration date. If the failure is not resolved and the trade has not matched by the deadline on the second business day after the expiration date, the delivering and receiving OCC clearing members will be required to notify OCC within such time as OCC may specify of such failure. If no such notification is made within the deadline, pursuant to proposed Rule 1404(a), OCC's obligation to guarantee settlement will be extinguished as of such deadline, regardless of whether or not settlement was actually completed.

If OCC receives timely notification, pursuant to proposed Rule 1404(a), that the second submission attempt at FICC failed to result in a match, OCC will assess and pay damages, if any, incurred by the Delivering or Receiving Clearing Member, as applicable, in connection with the failure to match. OCC will also be authorized to debit the amount of such damages from the account of the Delivering or Receiving Clearing Members, as applicable.

Under proposed Rule 1404, in the event the non-defaulting clearing member buys or sells the underlying Treasury security, the non-defaulting clearing member will be required to promptly notify OCC of the price paid or received, as applicable, and OCC will take this information into account in assessing damages. However, OCC will not be bound to accept these prices in assessing damages, and will be able to make an independent determination of damages.

Proposed Rule 1404 provides that OCC's determination of damages would be at OCC's sole discretion, final and binding on all parties. Such "failure to match" procedures will limit OCC's liability in the event of a default by one of its clearing members. Proposed Rules 1401, 1402, 1403 and 1404 reflect the settlement process described above.

OCC will collect and hold margin from clearing members with Treasury Option delivery or receipt obligations until the exercise settlement date, unless OCC receives notification of a failure to match, in which case OCC will continue to hold margin until either the trade is deemed settled or damages have been assessed and paid to the non-defaulting clearing member.

Proposed Rule 1405 would clarify that OCC may pursue disciplinary action against clearing members who fail to discharge the delivery, payment, and notification obligations as set forth in proposed Rules 1403 and 1404.

In addition to the above changes relating to the terms of and settlement process for Treasury Options, OCC proposes revisions to Section 5 of Article XIII of the By-Laws regarding the handling of shortages of Treasury Securities. These revisions would provide OCC with broader discretion in determining whether a shortage exists and simplify the procedures to be used in this situation.

The proposed changes to OCC's By-Laws and Rules are consistent with the purposes and requirements of Section 17A of the Securities Exchange Act of 1934, as amended (the "Act"), because they are designed to promote the prompt and accurate clearance and settlement of securities transactions and the protection of investors and the public interest. They accomplish this purpose by, among other things, updating OCC's existing rule provisions to accommodate Treasury Options, as proposed for trading by PHLX, and implementing a settlement process designed to minimize the risks of settlement failures for investors. In addition, the proposed

changes facilitate the establishment of linked and coordinated facilities for clearance and settlement of transactions in securities options by utilizing the existing infrastructure of two clearing agencies to create an operationally efficient exercise settlement process for Treasury Options, proposed for trading by PHLX. The proposed rule change is not inconsistent with any rules of OCC, including any rules proposed to be amended.

(B) Self-Regulatory Organization's Statement on Burden on Competition

OCC does not believe the proposed rule change would impose any burden on competition.

(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

Within 45 days of the date of publication of this notice in the Federal Register or within such longer period up to 90 days (i) as the Commission may designate if it finds such longer period to be appropriate and publishes its reasons for so finding or (ii) as to which the self-regulatory organization consents, the Commission will:

(A) by order approve or disapprove the proposed rule change or

(B) institute proceedings to determine whether the proposed rule change 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 Commissions 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-OCC-2012-23 on the subject line.

Paper Comments:

- Send paper comments in triplicate to Elizabeth M. Murphy, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number SR-OCC-2012-23. 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 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 Section, 100 F Street, N.E., Washington, D.C. 20549, on official business days between the hours of 10:00 a.m. and 3:00 pm. Copies of such filings will also be available for inspection and copying at the principal office of OCC and on OCC's website at http://www.optionsclearing.com/components/docs/legal/rules_and_bylaws/sr_occ_12_23.pdf.

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-OCC-2012-23 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.⁴

Kevin M. O'Neill
Deputy Secretary

⁴ 17 CFR 200.30-3(a)(12).