

SECURITIES AND EXCHANGE COMMISSION

17 CFR PART 249

[Release No. 34-55643]

Technical Amendments to Form BD and Form BDW

AGENCY: Securities and Exchange Commission

ACTION: Final rule; technical amendments.

SUMMARY: The Securities and Exchange Commission (“Commission” or “SEC”) is making technical amendments to Form BD and Form BDW, the uniform broker-dealer registration form and the uniform request for withdrawal from broker-dealer registration, respectively. The technical amendments will update the current list of self-regulatory organizations (“SROs”) and government jurisdictions listed on Form BD and Form BDW, and make conforming changes to the definition “jurisdiction” in the forms.

EFFECTIVE DATE: April 23, 2007.

FOR FURTHER INFORMATION CONTACT: Paula Jenson, Deputy Chief Counsel, or Haimera Workie, Branch Chief, at (202) 551-5550, Office of the Chief Counsel, Division of Market Regulation, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549.

I. SUPPLEMENTARY INFORMATION

Form BD requires an applicant or registrant to indicate the SRO and governmental jurisdiction with which it is registering or registered. For a “partial withdrawal,”¹ Form BDW requires the applicant to specify the SRO and governmental

¹ A “full withdrawal” terminates registration with the SEC, all SROs, and all jurisdictions. However, a “partial withdrawal” terminates registration with specific jurisdictions and SROs, but does not terminate registration with the SEC and at least one SRO and jurisdiction.

jurisdiction from which it is withdrawing.² The Commission is making technical amendments to Item 2 of Form BD and Item 3 of Form BDW to update the list of governmental jurisdictions to include the United States Virgin Islands, and to update the list of SROs to include The NASDAQ Stock Market LLC and the International Securities Exchange, LLC, as well as to reflect the name change of The Cincinnati Stock Exchange, Inc. to National Stock Exchange, Inc.³ and the name change of the Pacific Exchange, Inc. to NYSE Arca, Inc.⁴ In addition, we are making conforming changes to the definition of “jurisdiction” to include the United States Virgin Islands. “Jurisdiction” will be defined as: “A state, the District of Columbia, the Commonwealth of Puerto Rico, the U.S. Virgin Islands, or any subdivision or regulatory body thereof.”

II. CERTAIN FINDINGS

Under the Administrative Procedure Act (“APA”), notice of proposed rulemaking is not required when the agency, for good cause, finds “that notice and public procedure thereon are impracticable, unnecessary, or contrary to the public interest.”⁵ The Commission is making technical amendments to Item 2 of Form BD and Item 3 of Form BDW in light of the formation of or name changes to SROs and in light of new

² Section 15(b) of the Securities Exchange Act of 1934 (“Exchange Act”) provides that broker-dealers can register and withdraw from registration under procedures developed by the Commission. Exchange Act Rule 15b1-1 requires that an application for registration of a broker or dealer that is filed pursuant to Section 15(b) of the Exchange Act be filed on Form BD in accordance with the instructions on the form. Exchange Act Rule 15b6-1 requires that a notice of withdrawal from registration as a broker or dealer filed pursuant to Section 15(b) of the Exchange Act be filed on Form BDW in accordance with the instructions on the form.

³ Exchange Act Rel. No. 48774 (November 12, 2003), 68 FR 65332 (November 19, 2003).

⁴ Exchange Act Rel. No. 53615 (April 7, 2006), 71 FR 19226 (April 13, 2006).

⁵ 5 U.S.C. 553(b).

requirements for broker-dealer registration in the United States Virgin Islands.⁶ The Commission is also making conforming amendments to the definition of “jurisdiction” to include the United States Virgin Islands. These technical amendments will update the currently out-of-date list of SROs and government jurisdictions contained in Form BD and Form BDW, as well as provide related changes to the definition of “jurisdiction” in the forms. The Commission, therefore, finds that publishing the amendments for comment is unnecessary.⁷

Publication of a substantive rule not less than 30 days before its effective date is required by the APA except as otherwise provided by the agency for good cause.⁸ For the same reasons described above with respect to notice and opportunity for comment, the Commission finds that there is good cause for making these technical amendments effective on April 23, 2007.

⁶ The United States Virgin Islands Uniform Securities Act of 2004 (“Uniform Securities Act”) became effective on February 12, 2005. See 9 V.I. CODE ANN. §§ 601- 672 (2004). The Uniform Securities Act requires registration by broker-dealers. See 9 V.I CODE ANN. § 631. Prior to the enactment of the Uniform Securities Act, the United States Virgin Islands did not have regulations that addressed broker-dealer registration and therefore it was not included as a jurisdiction on Form BD and Form BDW. Adding the United States Virgin Islands onto the list of jurisdictions would facilitate the use of these forms by broker-dealers and would eliminate the need for separate paper filings of registration forms by broker-dealers in the United States Virgin Islands.

⁷ For similar reasons, the amendments do not require analysis under the Regulatory Flexibility Act or analysis of major rule status under the Small Business Regulatory Enforcement Fairness Act. See 5 U.S.C. 601(2) (for purposes of Regulatory Flexibility Act analyses, the term “rule” means any rule for which the agency publishes a general notice of proposed rulemaking); 5 U.S.C. 804(3)(C) (for purposes of Congressional review of agency rulemaking, the term “rule” does not include any rule of agency organization, procedure, or practice that does not substantially affect the rights or obligations of non-agency parties).

⁸ 5 U.S.C. 553(d).

III. CONSIDERATION OF PROMOTION OF EFFICIENCY, COMPETITION, AND CAPITAL FORMATION

Section 3(f) of the Exchange Act,⁹ provides that whenever the Commission is engaged in rulemaking and is required to consider or determine whether an action is necessary or appropriate in the public interest, the Commission shall consider, in addition to the protection of investors, whether the action will promote efficiency, competition, and capital formation. In addition, Section 23(a)(2) of the Exchange Act requires the Commission, in adopting rules under the Exchange Act, to consider the anticompetitive effects of such rules, if any, and to refrain from adopting a rule that would impose a burden on competition not necessarily or appropriate in furtherance of the purposes of the Exchange Act.¹⁰

Because the amendments are limited to technical amendments, we do not anticipate that any competitive advantages or disadvantages would be created. We do not expect the amendments, as technical amendments, to have a significant effect on efficiency, or on capital formation or the capital markets resulting from any obligations imposed by the Commission. As previously noted, however, there will be some increased efficiency in the administration of the United States Virgin Islands regulations because adding the United States Virgin Islands to the list of jurisdictions will facilitate the use of these forms by broker-dealers doing business in that jurisdiction and will eliminate the need for separate paper filings of registration forms by these broker-dealers.

⁹ 15 U.S.C. 78c(f).

¹⁰ 15 U.S.C. 78w(a)(2).

IV. STATUTORY AUTHORITY

We are adopting the technical amendments to Forms BD and BDW under the authority set forth in the Exchange Act and, in particular, Sections 15(a), 15(b), 17(a), and 23(a) therein.¹¹

TEXT OF FORM AMENDMENTS

List of Subjects in 17 CFR Part 249

Broker-dealers, Reporting and recordkeeping requirements, Securities.

For the reasons set out in the preamble, 17 CFR Part 249 is amended as follows:

PART 249 - FORMS, SECURITIES EXCHANGE ACT OF 1934

1. The authority citation for Part 249 continues to read in part as follows:

Authority: 15 U.S.C. 78a, et seq. and 7201 et seq.; and 18 U.S.C. 1350, unless otherwise noted.

2. Form BD (referenced in § 249.501) is amended by:

a. In the Explanation of Terms, 1. General section, revising “JURISDICTION – A state, the District of Columbia, the Commonwealth of Puerto Rico, or any subdivision or regulatory body thereof.” to read “JURISDICTION – A state, the District of Columbia, the Commonwealth of Puerto Rico, the U.S. Virgin Islands, or any subdivision or regulatory body thereof.”; and

¹¹ 15 U.S.C. 78o(a), 78o(b), 78q(a), and 78w(a).

b. In Item 2, revising the SRO and Jurisdiction tables.

The revision reads as follows:

Form BD

2. ***

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|-------------|-------------------------------|------------------------------|-------------------------------|------------------------------|------------------------------|-------------------------------|------------------------------|-------------------------------|-------------------------------|-------------------------------|------------------------------|---|
| S R O | <input type="checkbox"/> AMEX | <input type="checkbox"/> BSE | <input type="checkbox"/> CBOE | <input type="checkbox"/> CHX | <input type="checkbox"/> NSX | <input type="checkbox"/> NASD | <input type="checkbox"/> NQX | <input type="checkbox"/> NYSE | <input type="checkbox"/> PHLX | <input type="checkbox"/> ARCA | <input type="checkbox"/> ISE | <input type="checkbox"/> OTHER (specify) |
|-------------|-------------------------------|------------------------------|-------------------------------|------------------------------|------------------------------|-------------------------------|------------------------------|-------------------------------|-------------------------------|-------------------------------|------------------------------|---|

| | | | | | |
|--|---|--|--|---|---|
| J U R I S D I C T I O N | <input type="checkbox"/> Alabama | <input type="checkbox"/> Hawaii | <input type="checkbox"/> Michigan | <input type="checkbox"/> North Carolina | <input type="checkbox"/> Texas |
| | <input type="checkbox"/> Alaska | <input type="checkbox"/> Idaho | <input type="checkbox"/> Minnesota | <input type="checkbox"/> North Dakota | <input type="checkbox"/> Utah |
| | <input type="checkbox"/> Arizona | <input type="checkbox"/> Illinois | <input type="checkbox"/> Mississippi | <input type="checkbox"/> Ohio | <input type="checkbox"/> Vermont |
| | <input type="checkbox"/> Arkansas | <input type="checkbox"/> Indiana | <input type="checkbox"/> Missouri | <input type="checkbox"/> Oklahoma | <input type="checkbox"/> Virgin Islands |
| | <input type="checkbox"/> California | <input type="checkbox"/> Iowa | <input type="checkbox"/> Montana | <input type="checkbox"/> Oregon | <input type="checkbox"/> Virginia |
| | <input type="checkbox"/> Colorado | <input type="checkbox"/> Kansas | <input type="checkbox"/> Nebraska | <input type="checkbox"/> Pennsylvania | <input type="checkbox"/> Washington |
| | <input type="checkbox"/> Connecticut | <input type="checkbox"/> Kentucky | <input type="checkbox"/> Nevada | <input type="checkbox"/> Puerto Rico | <input type="checkbox"/> West Virginia |
| | <input type="checkbox"/> Delaware | <input type="checkbox"/> Louisiana | <input type="checkbox"/> New Hampshire | <input type="checkbox"/> Rhode Island | <input type="checkbox"/> Wisconsin |
| | <input type="checkbox"/> District of Columbia | <input type="checkbox"/> Maine | <input type="checkbox"/> New Jersey | <input type="checkbox"/> South Carolina | <input type="checkbox"/> Wyoming |
| | <input type="checkbox"/> Florida | <input type="checkbox"/> Maryland | <input type="checkbox"/> New Mexico | <input type="checkbox"/> South Dakota | |
| | <input type="checkbox"/> Georgia | <input type="checkbox"/> Massachusetts | <input type="checkbox"/> New York | <input type="checkbox"/> Tennessee | |

3. Form BDW (referenced in § 249.501a) is amended by:

a. In the Explanation of Terms section, revising “The term JURISDICTION means a state, the District of Columbia, the Commonwealth of Puerto Rico, or any subdivision or regulatory body thereof.” to read “The term JURISDICTION means a state, the District of Columbia, the Commonwealth of Puerto Rico, the U.S. Virgin Islands, or any subdivision or regulatory body thereof.”; and

b. In Item 3, revising the SRO and Jurisdiction tables.

The revision reads as follows:

Form BDW

3. ***

| | | | | | | | | | | | | |
|-------------|-------------------------------|------------------------------|-------------------------------|------------------------------|------------------------------|-------------------------------|------------------------------|-------------------------------|-------------------------------|-------------------------------|------------------------------|---|
| S R O | <input type="checkbox"/> AMEX | <input type="checkbox"/> BSE | <input type="checkbox"/> CBOE | <input type="checkbox"/> CHX | <input type="checkbox"/> NSX | <input type="checkbox"/> NASD | <input type="checkbox"/> NQX | <input type="checkbox"/> NYSE | <input type="checkbox"/> PHLX | <input type="checkbox"/> ARCA | <input type="checkbox"/> ISE | <input type="checkbox"/> OTHER (specify) |
|-------------|-------------------------------|------------------------------|-------------------------------|------------------------------|------------------------------|-------------------------------|------------------------------|-------------------------------|-------------------------------|-------------------------------|------------------------------|---|

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|--|---|--|--|---|---|
| J U R I S D I C T I O N | <input type="checkbox"/> Alabama | <input type="checkbox"/> Hawaii | <input type="checkbox"/> Michigan | <input type="checkbox"/> North Carolina | <input type="checkbox"/> Texas |
| | <input type="checkbox"/> Alaska | <input type="checkbox"/> Idaho | <input type="checkbox"/> Minnesota | <input type="checkbox"/> North Dakota | <input type="checkbox"/> Utah |
| | <input type="checkbox"/> Arizona | <input type="checkbox"/> Illinois | <input type="checkbox"/> Mississippi | <input type="checkbox"/> Ohio | <input type="checkbox"/> Vermont |
| | <input type="checkbox"/> Arkansas | <input type="checkbox"/> Indiana | <input type="checkbox"/> Missouri | <input type="checkbox"/> Oklahoma | <input type="checkbox"/> Virgin Islands |
| | <input type="checkbox"/> California | <input type="checkbox"/> Iowa | <input type="checkbox"/> Montana | <input type="checkbox"/> Oregon | <input type="checkbox"/> Virginia |
| | <input type="checkbox"/> Colorado | <input type="checkbox"/> Kansas | <input type="checkbox"/> Nebraska | <input type="checkbox"/> Pennsylvania | <input type="checkbox"/> Washington |
| | <input type="checkbox"/> Connecticut | <input type="checkbox"/> Kentucky | <input type="checkbox"/> Nevada | <input type="checkbox"/> Puerto Rico | <input type="checkbox"/> West Virginia |
| | <input type="checkbox"/> Delaware | <input type="checkbox"/> Louisiana | <input type="checkbox"/> New Hampshire | <input type="checkbox"/> Rhode Island | <input type="checkbox"/> Wisconsin |
| | <input type="checkbox"/> District of Columbia | <input type="checkbox"/> Maine | <input type="checkbox"/> New Jersey | <input type="checkbox"/> South Carolina | <input type="checkbox"/> Wyoming |
| | <input type="checkbox"/> Florida | <input type="checkbox"/> Maryland | <input type="checkbox"/> New Mexico | <input type="checkbox"/> South Dakota | |
| | <input type="checkbox"/> Georgia | <input type="checkbox"/> Massachusetts | <input type="checkbox"/> New York | <input type="checkbox"/> Tennessee | |

By the Commission.

Nancy M. Morris
Secretary

Dated: April 19, 2007