

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-65818; File No. SR-CHX-2011-32)

November 23, 2011

Self-Regulatory Organizations; Chicago Stock Exchange, Incorporated; Notice of Filing
Proposed Rule Change to Exclude Rights and Warrants from the Individual Securities Circuit
Breaker Rule

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)¹, and Rule 19b-4² thereunder, notice is hereby given that on November 21, 2011, the Chicago Stock Exchange, Inc. (“CHX” or the “Exchange”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as described in Items I and II below, which Items have been prepared by the CHX. CHX has filed this proposal pursuant to Exchange Act Rule 19b-4(f)(6)³ which is effective upon filing with the Commission.

I. Self-Regulatory Organization’s Statement of the Terms of Substance of the Proposed Rule Change

CHX proposes to amend Article 20, Rule 2(e) to exclude all rights and warrants from the individual securities circuit breaker rule. The text of this proposed rule change is available on the Exchange’s Web site at (www.chx.com), in the Commission’s Public Reference Room, and at www.sec.gov.

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 CHX included statements concerning the purpose of and basis for the proposed rule changes and discussed any comments it received regarding the proposal. The text of these statements may be examined at the places specified in Item IV

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 17 CFR 240.19b-4(f)(6).

below. The CHX has prepared summaries, set forth in sections A, B and C below, of the most significant aspects 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 Article 20, Rule 2(e) to exclude all rights and warrants from the individual securities circuit breaker under the rule. The Commission approved Article 20, Rule 2(e) on a pilot basis on June 10, 2010 to provide for trading pauses in individual securities due to extraordinary market volatility (“Trading Pause”) in all securities included within the S&P 500® Index (“S&P 500”) (“Pause Pilot”).⁴ The Exchange noted in its filing to adopt Article 20, Rule 2(e) that during the Pause Pilot period it would continue to assess whether additional securities need to be added and whether the parameters of Article 20, Rule 2(e) would need to be modified to accommodate trading characteristics of different securities. The Exchange subsequently received approval to add to the Pause Pilot the securities included in the Russell 1000® Index (“Russell 1000”) and a specified list of Exchange Traded Products (“ETPs”).⁵

⁴ The Commission approved the Pause Pilot for all equities exchanges and FINRA. See Securities Exchange Act Release No. 62252 (June 10, 2010), 75 FR 34186 (June 16, 2010) (File Nos. SR-BATS-2010-014; SR-EDGA-2010-01; SR-EDGX-2010-01; SR-BX-2010-037; SR-ISE-2010-48; SR-NYSE-2010-39; SR-NYSEAmex-2010-46; SR-NYSEArca-2010-41; SR-NASDAQ-2010-061; SR-CHX-2010-10; SR-NSX-2010-05; and SR-CBOE-2010-047) and Securities Exchange Act Release No. 62251 (June 10, 2010), 75 FR 34183 (June 16, 2010) (SR-FINRA-2010-025).

⁵ The Commission approved the addition to the Pause Pilot of the securities included in the Russell 1000 and ETPs, where applicable, for all equities exchanges and FINRA. See Securities Exchange Act Release No. 62884 (September 10, 2010), 75 FR 56618 (September 16, 2010) (File Nos. SR-BATS-2010-018; SR-BX-2010-044; SR-CBOE-2010-065; SR-CHX-2010-14; SR-EDGA-2010-05; SR-EDGX-2010-05; SR-ISE-2010-66; SR-NASDAQ-2010-079; SR-NYSE-2010-49; SR-NYSEAmex-2010-63; SR-NYSEArca-2010-61; and SR-NSX-2010-08 and Securities Exchange Act Release No.

On June 23, 2011, the Commission approved proposed rule changes of the Exchanges to amend certain of their respective rules to expand the Pause Pilot to include all remaining NMS stocks (“Phase III Securities”), which included rights and warrants.⁶ Unlike the original Pause Pilot securities, amended Article 20, Rule 2(e) applies wider percentage price moves to the Phase III Securities before a trading pause is triggered.⁷ The changes to Article 20, Rule 2(e) became effective on August 8, 2011.

CHX analyzed the nature of the trading pauses triggered since adoption of the Pause Pilot and noted that over 25% of such pauses have occurred in rights and warrants. Further, CHX has experienced a significant increase in trading pauses involving rights and warrants since the implementation of the Phase III Securities, with such pauses representing approximately 52% [sic] all trading pauses occurring through the end of August 2011. Rights and warrants trade on equity exchanges, but are closely related to call options. Rights and warrants entitle owners to purchase shares of stock at predetermined prices subject to various timing and other conditions. Like options, the price of rights and warrants are affected by the price of the underlying stock as

62883 (September 10, 2010), 75 FR 56608 (September 16, 2010) (SR-FINRA-2010-033). The Exchange submitted a proposed rule change shortly after the addition of the Russell 1000 securities and ETPs to extend the operation of the Pause Pilot, which was set to expire on December 10, 2010, until April 11, 2011. See Securities Exchange Act Release No. 63505 (December 9, 2010), 75 FR 78302 (December 15, 2010) (SR-CHX-2010-24). On March 31, 2011, the Exchange submitted a proposed rule change to further extend the Pause Pilot until the earlier of August 11, 2011 or the date on which a limit up / limit down mechanism to address extraordinary market volatility, if adopted, applies. See Securities Exchange Act Release No. 64174 (April 4, 2011), 76 FR 19819 (April 8, 2011) (SR-CHX-2011-05).

⁶ See Securities Exchange Act Release No. 64735 (June 23, 2011), 76 FR 38243 (June 29, 2011) (SR-CHX-2011-09, et al.).

⁷ Under amended Article 20, Rule 2(e), a pause is triggered by a 30% or more price move in a Phase III Security priced at \$1 or higher, and by a 50% or more price move to such a security priced less than \$1. The price of a security is based on the closing price on the previous trading day, or, if no closing price exists, the last sale reported to the Consolidated Tape on the previous trading day.

well as other factors, particularly the volatility of the stock. As a consequence, the prices of rights and warrants may move more dramatically than the prices of the underlying stocks even when the rights and warrants (and the underlying stock) are trading in an orderly manner. This difference in trading behavior may result in a scenario whereby the rights and warrants trigger the circuit breaker under Article 20, Rule 2(e) and are subject to a trading pause, even while the underlying stock continues to trade. This can be particularly true of rights and warrants that have low prices. Accordingly, CHX is proposing to exclude rights and warrants from the trading pause under Article 20, Rule 2(e).

2. Statutory Basis

The proposed rule change is consistent with Section 6(b) of the Securities Exchange Act of 1934 (the “Act”),⁸ in general, and furthers the objectives of Section 6(b)(5),⁹ in particular, in that it is designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable 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. The proposed rule change also is designed to support the principles of Section 11A(a)(1)¹⁰ of the Act in that it seeks to ensure fair competition among brokers and dealers and among exchange markets.

The Exchange believes that the proposed rule meets these requirements because it excludes certain securities from the rule’s coverage that are prone to triggering pauses because of their unique characteristics. These securities are unique in that they may move more dramatically than the prices of the underlying stocks to which they are related even when both

⁸ 15 U.S.C. 78f(b).

⁹ 15 U.S.C. 78f(b)(5).

¹⁰ 15 U.S.C. 78k-1(a)(1).

securities are trading in an orderly manner. As such, the securities that are subject to this proposal may trigger the circuit breaker under Article 20, Rule 2(e) and be subject to a trading pause, even while the underlying security continues to trade. Although there is little benefit in pausing trading in these securities, such pauses sequester regulatory resources that are better applied to the review of trading pauses in other securities that have a greater impact on the national market system.

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 Act.

C. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others

No written comments were either solicited or received.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

The Exchange has filed the proposed rule change pursuant to Section 19(b)(3)(A)(iii) of the Act¹¹ and Rule 19b-4(f)(6) thereunder.¹² 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 prior to 30 days from the date on which it was filed, or such shorter time as the Commission may designate, if consistent with the protection of investors and the public interest, the proposed rule change has become effective pursuant to Section 19(b)(3)(A) of the Act¹³ and Rule 19b-4(f)(6)(iii) thereunder.¹⁴

¹¹ 15 U.S.C. 78s(b)(3)(A)(iii).

¹² 17 CFR 240.19b-4(f)(6).

¹³ 15 U.S.C. 78s(b)(3)(A).

¹⁴ 17 CFR 240.19b-4(f)(6). 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

A proposed rule change filed under Rule 19b-4(f)(6)¹⁵ normally does not become operative for 30 days after the date of filing. However, pursuant to Rule 19b-4(f)(6)(iii)¹⁶ the Commission may 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 waiving the 30-day operative delay is consistent with the protection of investors and the public interest. Including rights and warrants in the pilot program which may trigger a circuit breaker and be subject to a trading pause, even while the underlying security continues to trade, provides little benefit and has the potential to create confusion among investors. Excluding rights and warrants from the pilot program should minimize investor confusion that could result from temporary trading pauses in these securities. For this reason, the Commission designates the proposed rule change as operative upon the date of this Notice.¹⁷

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.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning

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.

¹⁵ 17 CFR 240.19b-4(f)(6).

¹⁶ 17 CFR 240.19b-4(f)(6)(iii).

¹⁷ For purposes only of waiving the 30-day operative delay, the Commission has also considered the proposed rule's impact on efficiency, competition, and capital formation. See 15 U.S.C. 78c(f).

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 No. SR-CHX-2011-32 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 No. SR-CHX-2011-32. 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 Room, 100 F Street, NE, Washington, DC 20549, on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of such filing also will be available for inspection and copying at the principal office of the Exchange. 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 No. SR-CHX-2011-32 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.¹⁸

Kevin M. O'Neill
Deputy Secretary

¹⁸ 17 CFR 200.30-3(a)(12).