

SECURITIES AND EXCHANGE COMMISSION  
(Release No. 34-76653; File No. SR-MSRB-2015-13)

December 15, 2015

Self-Regulatory Organizations; Municipal Securities Rulemaking Board; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Amend Forms G-37, G-37x and G-38t to Change the MSRB's Address on the Forms

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the "Act" or "Exchange Act")<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> notice is hereby given that on December 4, 2015, the Municipal Securities Rulemaking Board (the "MSRB" or "Board") 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 by the MSRB. 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 MSRB filed with the Commission a proposed rule change to amend Forms G-37, G-37x and G-38t to change the MSRB's address on the forms (the "proposed rule change"). The MSRB has designated the proposed rule change as concerned solely with the administration of the self-regulatory organization under paragraph (f)(3) of Rule 19b-4 under the Act,<sup>3</sup> which renders the proposal effective upon receipt of this filing by the Commission. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

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<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.

<sup>3</sup> 17 CFR 240.19b-4(f)(3).

The text of the proposed rule change is available on the MSRB's website at [www.msrb.org/Rules-and-Interpretations/SEC-Filings/2015-Filings.aspx](http://www.msrb.org/Rules-and-Interpretations/SEC-Filings/2015-Filings.aspx), at the MSRB's principal office, 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 MSRB 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. The MSRB 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 Statutory Basis for, the Proposed Rule Change

1. Purpose

As of December 14, 2015, the MSRB is re-locating its offices from 1900 Duke Street, Suite 600, Alexandria, VA 22314, to 1300 I Street, NW, Suite 1000, Washington DC 20005-3314 (the "MSRB's new address"). Currently, brokers, dealers and municipal securities dealers ("dealers") submitting Form G-37 or Form G-37x pursuant to MSRB Rule G-37, on political contributions and prohibitions on municipal securities business,<sup>4</sup> or Form G-38t, pursuant to MSRB Rule G-38, on solicitation of municipal securities business,<sup>5</sup> may submit these forms to

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<sup>4</sup> Rule G-37 requires dealers to disclose to the MSRB on Form G-37 information about certain: contributions to officials of an issuer; payments to political parties of states or political subdivisions; contributions to bond ballot campaigns; and information regarding municipal securities business with issuers.

<sup>5</sup> Rule G-38 prohibits dealers from making any direct or indirect payment to any person who is not an affiliated person of the dealer for a solicitation of municipal securities business on behalf of the dealer. Under Rule G-38(c), a limited exception exists for payments made with respect solely to solicitation activities undertaken prior to August

the MSRB either electronically, via a web submission portal, or in paper form to the MSRB's address. The MSRB proposes to amend Forms G-37, G-37x and G-38t solely to change the address of the MSRB on the forms to reflect the MSRB's new address, so that dealers that mail any of the forms to the MSRB will be apprised by the form of the correct address.

## 2. Statutory Basis

The MSRB believes that the proposed rule change is consistent with Section 15B(b)(2)(C) of the Act,<sup>6</sup> which provides that the MSRB's rules shall:

be 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 regulating, clearing, settling, processing information with respect to, and facilitating transactions in municipal securities and municipal financial products, to remove impediments to and perfect the mechanism of a free and open market in municipal securities and municipal financial products, and, in general, to protect investors, municipal entities, obligated persons, and the public interest.

The proposed rule change would amend Forms G-37, G-37x and G-38t solely to reflect the MSRB's new address that must be used by a dealer, as of and after December 14, 2015, if the dealer is submitting such forms to the MSRB in paper form, but would not amend, in any manner, the information that must be provided to the MSRB pursuant to Rule G-37 and Rule G-38, as applicable. By updating the MSRB's address on Forms G-37, G-37x and G-38t, the proposed rule change will promote compliance with the reporting provisions of Rule G-37 and Rule G-38. As the MSRB makes all Form G-37, G-37x and G-38t submissions available to the public at no charge on its Electronic Municipal Market Access (EMMA) website, these provisions serve to give the market, including regulators, dealers, issuers and investors,

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29, 2005 pursuant to a consultant agreement under former Rule G-38, if, among other things, the dealer submits to the MSRB Form G-38t setting forth certain information related to the consultant agreement.

<sup>6</sup> 15 U.S.C. 78o-4(b)(2)(C).

transparency regarding the political contributions of dealers and the third-party solicitors compensated by dealers. Such transparency serves to combat quid pro quo corruption or the appearance thereof in connection with the awarding of municipal securities business and promote market integrity and a free and open municipal securities market. The reporting provisions also enhance the ability of the MSRB and other regulators to detect and deter fraudulent or manipulative acts and practices in connection with the awarding of municipal securities business. The proposed rule change will help ensure that dealers that elect to provide the applicable required form(s) to the MSRB in paper form are aware of the correct address to which they should send their information.

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

Section 15B(b)(2)(C) of the Act<sup>7</sup> requires that MSRB rules not be designed to impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act. The MSRB believes that the proposed rule change, which does not change, in any substantive respect, dealers' obligations to provide information required by any MSRB rule, does not impose any burden on competition not necessary or appropriate in furtherance of the Act. The proposed rule change merely technically amends Forms G-37, G-37x and G-38t to reflect the MSRB's new address.

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

Written comments were neither solicited nor received on the proposed rule change.

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<sup>7</sup> 15 U.S.C. 78o-4(b)(2)(C).

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

The foregoing proposed rule change has become effective pursuant to Section 19(b)(3)(A) of the Act<sup>8</sup> and paragraph (f) of Rule 19b-4 thereunder.<sup>9</sup> 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 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](mailto:rule-comments@sec.gov). Please include File Number SR-MSRB-2015-13 on the subject line.

#### Paper Comments:

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

All submissions should refer to File Number SR-MSRB-2015-13. 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

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<sup>8</sup> 15 U.S.C. 78s(b)(3)(A).

<sup>9</sup> 17 CFR 240.19b-4(f).

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 am and 3:00 pm. Copies of the filing also will be available for inspection and copying at the principal office of the MSRB. 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-MSRB-2015-13 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission, pursuant to delegated authority.<sup>10</sup>

Robert W. Errett  
Deputy Secretary

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<sup>10</sup> 17 CFR 200.30-3(a)(12).