

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-64506; File No. SR-NYSE-2011-20)

May 17, 2011

Self-Regulatory Organizations; New York Stock Exchange LLC; Notice of Filing of Proposed Rule Change to Add New Section 907.00 to the Listed Company Manual that Sets Forth Certain Complimentary Products and Services that are Offered to Currently and Newly Listed Issuers

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Act”)¹ and Rule 19b-4 thereunder,² notice is hereby given that, on May 5, 2011, New York Stock Exchange LLC (“NYSE” or the “Exchange”) 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 Exchange. 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 the Listed Company Manual (the “Manual”) by adding a new Section 907.00 that sets forth certain complimentary products and services that are offered to currently and newly listed issuers. The text of the proposed rule change is available at the Exchange, the Commission’s Public Reference Room, and www.nyse.com, and on the Commission’s website at <http://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 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

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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 Statutory Basis for, the Proposed Rule Change

1. Purpose

The Exchange proposes to amend the Manual by adding a new Section 907.00 that sets forth certain complimentary products and services that are offered to currently and newly listed issuers. These products and services are developed or delivered by NYSE or by a third party for use by NYSE-listed companies. Some of these products are commercially available by such third-party vendors. All listed issuers receive the same complimentary products and services through the NYSE Market Access Center. Certain tiers of listed issuers receive additional products and services.

NYSE Market Access Center

NYSE Euronext has developed a market information analytics platform, complimentary to all listed companies, that is a combination of technology-enabled market intelligence insight and a team of highly skilled market professionals. This platform, called the NYSE Market Access Center, was created to provide issuers with better market insight and information across all exchanges and trading venues. The Market Access Center includes products and services that were either a) developed by NYSE using proprietary data and/or intellectual property or b) built by a third party expressly for NYSE-listed companies. Within this platform all issuers have access to tools and information related to market intelligence, education, investor outreach, media visibility, corporate governance, and advocacy initiatives. For example, the Market Access Center offers daily trading summaries; a trading alert system highlighting user-defined trading or market events; a Web site featuring timely content for NYSE-listed senior executives;

exclusive events; and the opportunity to exchange ideas and leverage shared experiences with listed company peers; trading information and market data; and a series of institutional ownership reports; weekly economic updates; and regularly scheduled executive educational programming. In addition, the Market Access Center provides all issuers with access to discounted products and services from the same third-party vendors. A description of all the Market Access Center offerings is available on the Exchange's Web site.³ All issuers listed on the Exchange have access to the NYSE Market Access Center on the same basis. The products and services currently available through the NYSE Market Access Center have a commercial value of approximately \$50,000.

Tiered Products and Services Offered to Certain Companies⁴

In addition to the Market Access Center, NYSE offers products and services to certain currently listed and newly listed issuers on a tiered basis. Currently listed issuers are categorized into two tiers, Tier One and Tier Two. Tier One issuers include U.S. issuers that have 270 million or more total shares of common stock issued and outstanding in all share classes, including and in addition to Treasury shares, and Foreign Private Issuers that have 270 million or more in American Depositary Receipts ("ADRs") issued and outstanding, each calculated annually as of December 31 of the preceding year.⁵ Tier Two issuers include U.S. issuers that have 160 million to 269,999,999 total shares of common stock issued and outstanding in all share classes, including and in addition to Treasury shares, and Foreign Private Issuers that have

³ The Web site address is <http://www.nyse.com/about/listed/1224630025065.html>.

⁴ A description of the products and services follows in a later section.

⁵ For example, if a company had issued Class A and Class B shares, both classes would be counted in determining total shares issued and outstanding.

160 million to 269,999,999 in ADRs issued and outstanding, each calculated annually as of December 31 of the preceding year.

Newly listed issuers similarly are categorized into two tiers, Tier A and Tier B.⁶ Tier A includes issuers with a global market value of \$400 million or more based on the public offering price. Tier B includes issuers with a global market value of less than \$400 million based on the public offering price.

Products and Services Within Each Tier

In addition to the NYSE Market Access Center products and services, each company in the tiers is offered an identical suite of products and services provided by third-party vendors that the Exchange selects, described in more detail below:

Currently Listed Companies

- Tier One companies receive market surveillance and Web-hosting products and services.
- Tier Two companies receive either Web-hosting or market analytics products and services; each company may elect whether to receive Web-hosting or market analytics.

Newly Listed Companies

- Tier A companies receive either market surveillance products and services for a period of 12 calendar months from the date of listing or market analytics products and

⁶ The term “newly listed issuers” means U.S. issuers conducting an initial public offering (“IPO”), issuers emerging from bankruptcy, spinoffs (where a company lists new shares in the absence of a public offering), and carve-outs (where a company carves out a business line or division, which then conducts a separate IPO). Newly listed issuers do not include issuers that transfer their listings from another national securities exchange; rather, transferring issuers are eligible for the services available to currently listed issuers, as described above.

services for a period of 24 calendar months from the date of listing, at each company's election; in addition, Tier A companies receive Web-hosting and news distribution products and services for a period of 24 calendar months from the date of listing.

- Tier B companies receive Web-hosting and news distribution products and services for a period of 24 calendar months from the date of listing.
- At the conclusion of the 24-month period, companies would receive Tier One or Tier Two products and services if they qualified based on total shares or total ADRs issued and outstanding as described above. For example, if an issuer conducted an IPO and became listed as a Tier A company on the Exchange on May 1, 2010, it would receive the Tier A products and services until April 30, 2012. On May 1, 2012, if that issuer qualified for Tier One or Tier Two, it would be eligible to receive the products and services available to the Tier for which it qualified.

Description of Products and Services Offered to Tiers

Market surveillance products and services, which have a commercial value of approximately \$45,000 annually, help a company understand factors driving the performance of its stock, sector, and the broader market. Various reports are made available to the company on a daily, weekly, and monthly basis. In addition, analysts employed by the vendors of these products and services, and who are organized by industry, review trading data and are available to discuss their findings with the company.

Web-hosting products and services, which have a commercial value ranging from approximately \$12,000-\$16,000 annually, allow a company to outsource the investor relations component of their company Web site to a third party for development as well as ongoing

maintenance. The hosted Web site generally includes financial reports, an interactive company calendar and email alerts, stock quotes, stock charts, fundamental data, and analyst estimates.

Market analytics products and services, which have a commercial value of approximately \$20,000 annually, provide stock pricing data, news, institutional ownership information, research analyst pricing estimates, key ratios and valuation metrics across multiple companies and indices, and other analytic tools to companies. These market analytics products and services provide more detailed information than is currently available on the Market Access Center. News distribution products and services, which have a commercial value of approximately \$10,000 annually, are used to distribute company news to various media outlets.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with the provisions of Section 6 of the Securities Exchange Act of 1934 (the “Act”)⁷ in general and Section 6(b)(4)⁸ of the Act in particular, in that it is designed to provide for the equitable allocation of reasonable dues, fees, and other charges among its members and issuers and other persons using its facilities. The Exchange also believes that the proposed rule change is consistent with Section 6(b)(5)⁹ of the Act in that it is designed to promote just and equitable principles of trade, protect investors and the public interest, and is not designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

The Exchange believes that the proposed rule change provides greater transparency in the types of products and services offered to currently and newly listed companies. NYSE Market Access Center products and services are available to all listed companies. Additional products

⁷ 15 U.S.C. 78f.

⁸ 15 U.S.C. 78f(b)(4).

⁹ 15 U.S.C. 78f(b)(5).

and services beyond those provided with the NYSE Market Access Center are made available on a tiered basis to certain companies based on their total shares or total ADRs issued and outstanding or company valuation. NYSE believes that these metrics are positively correlated to increased trading volumes and market activity, and as a result these issuers have higher demands for the types of products and services provided through the tiers than issuers that do not qualify for one of the tiers.

The Exchange notes that the Market Access Center would continue to be available to all issuers. Furthermore, the Exchange believes that the criteria for satisfying the tiers are transparent and quantitative, and they are applied consistently to all listed companies. As such, the Exchange believes that the products and services are equitably allocated among issuers. In addition, the products and services help issuers to better understand trading patterns and developments associated with their securities. They also benefit shareholders by providing broader access to information about the issuers; for example, Web-hosting may make information about listed companies more accessible on the Internet, and news distribution products and services help distribute timely information about listed companies.

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. In this regard, NYSE notes that it does not have exclusive agreements or arrangements with the vendors providing the products and services, and NYSE may use multiple vendors for the same type of product or service. NYSE also notes that currently listed and newly listed companies would not be required to accept the offered products and services from NYSE, and an issuer's receipt of an NYSE listing is not conditioned on the issuer's acceptance of such products and services. In

addition, NYSE notes that, from time to time, issuers elect to purchase products and services from other vendors at their own expense instead of accepting the products and services described above offered by the Exchange.

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 (i) as the Commission may designate up to 90 days of such date 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 such 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 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-NYSE-2011-20 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-NYSE-2011-20. 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-NYSE-2011-20 and should be submitted on or before [insert date 21 days from date of publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹⁰

Cathy H. Ahn
Deputy Secretary

¹⁰ 17 CFR 200.30-3(a)(12).