

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-94810; File No. SR-NYSE-2021-45)

April 28, 2022

Self-Regulatory Organizations; New York Stock Exchange LLC; Notice of Withdrawal of Proposed Rule Change, as Modified by Amendment No. 2, to Adopt Listing Standards for Subscription Warrants Issued by a Company Organized Solely for the Purpose of Identifying an Acquisition Target

On August 24, 2021, the New York Stock Exchange LLC (“NYSE” or “Exchange”) filed with the Securities and Exchange Commission (“Commission”), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act” or “Exchange Act”)¹ and Rule 19b-4 thereunder,² a proposed rule change to adopt listing standards for subscription warrants issued by a company organized solely for the purpose of identifying an acquisition target. The proposed rule change was published for comment in the Federal Register on September 10, 2021.³

On September 30, 2021, pursuant to Section 19(b)(2) of the Act,⁴ the Commission designated a longer period within which to approve the proposed rule change, disapprove the proposed rule change, or institute proceedings to determine whether to disapprove the proposed rule change.⁵ On December 8, 2021, the Commission instituted proceedings under Section

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ See Securities Exchange Act Release No. 92876 (September 3, 2021), 86 FR 50748. Comments received on the proposal are available on the Commission’s website at: <https://www.sec.gov/comments/sr-nyse-2021-45/srnyse202145.htm>.

⁴ 15 U.S.C. 78s(b)(2).

⁵ See Securities Exchange Act Release No. 93221, 86 FR 55662 (October 6, 2021). The Commission designated December 9, 2021 as the date by which the Commission shall approve or disapprove, or institute proceedings to determine whether to approve or disapprove, the proposed rule change.

19(b)(2)(B) of the Exchange Act⁶ to determine whether to approve or disapprove the proposed rule change.⁷

On March 1, 2022, the Exchange filed Amendment No. 2 to the proposed rule change, which replaced the proposed rule change as originally filed and superseded such filing in its entirety.⁸ On March 2, 2022, the Commission published notice of Amendment No. 2 to the proposed rule change.⁹ On March 4, 2022, the Commission extended the period for consideration of the proposed rule change to May 8, 2022.¹⁰ On April 26, 2022, the Exchange withdrew the proposed rule change (SR-NYSE-2021-45).

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹¹

J. Matthew DeLesDernier
Assistant Secretary

⁶ 15 U.S.C. 78s(b)(2)(B).

⁷ See Securities Exchange Act Release No. 93741, 86 FR 71111 (December 14, 2021).

⁸ Amendment No. 2 is available at: <https://www.sec.gov/comments/sr-nyse-2021-45/srnyse202145-20118274-271197.pdf>. On February 17, 2022, the Exchange filed Amendment No. 1 to the proposed rule change. The Exchange withdrew Amendment No. 1 on March 1, 2022.

⁹ See Securities Exchange Act Release No. 94349, 87 FR 13036 (March 8, 2022).

¹⁰ See Securities Exchange Act Release No. 94363, 87 FR 13779 (March 10, 2022).

¹¹ 17 CFR 200.30-3(a)(12).