

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-55083; File No. SR-NYSEArca-2006-39)

January 10, 2007

Self-Regulatory Organizations; NYSE Arca, Inc.; Notice of Filing and Order Granting Accelerated Approval of Proposed Rule Change to Trade Certain iShares MSCI Index Funds Pursuant to Unlisted Trading Privileges

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act")¹ and Rule 19b-4 thereunder,² notice is hereby given that on October 18, 2006, NYSE Arca, Inc. ("NYSE Arca" or "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 substantially prepared by the Exchange. The Commission is publishing this notice and order to solicit comments on the proposal from interested persons and to approve the proposal on an accelerated basis.

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

The Exchange through its wholly owned subsidiary NYSE Arca Equities, Inc. ("NYSE Arca Equities") proposes to trade shares ("Shares") of the following index funds ("Funds") pursuant to unlisted trading privileges ("UTP") based on NYSE Arca Equities Rule 5.2(j)(3):

- iShares MSCI Emerging Markets Index Fund (Symbol: EEM); and
- iShares MSCI Pacific Free Ex Japan Index Fund (EPP)

The text of the proposed rule change is available from the Exchange's Web site (<http://www.nysearca.com>), at the principal office of the Exchange, and at the Commission's Public Reference Room.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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 Exchange 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 III below. The Exchange 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

The Exchange is proposing to trade the Shares pursuant to UTP. The objective of each Fund is to seek to provide investment results that correspond generally to the price and yield performance of public securities traded in the aggregate in particular markets, as represented by specific MSCI benchmark indices (each, an “Index”). Each Fund utilizes a passive or indexing investment approach which attempts to approximate the investment performance of its benchmark index through quantitative analytical procedures. Each Fund normally invests at least 95% of its total assets in component securities that are represented in the underlying Index and at all times invests at least 90% of its total assets in such stocks, except that the MSCI Emerging Markets Index is subject to the 80%/20% investment flexibility.

The Commission previously approved the original listing and trading of the Shares on the American Stock Exchange, LLC (“Amex”).³ The Exchange deems the

³ See Securities Exchange Act Release No. 44990 (October 25, 2001), 66 FR 55712 (November 2, 2001) (SR-Amex-2001-45).

Shares to be equity securities, thus rendering trading in the Shares subject to the Exchange's existing rules governing the trading of equity securities. The trading hours for the Shares on the Exchange are the same as those set forth in NYSE Arca Equities Rule 7.34, except that the iShares MSCI Emerging Markets Index Fund will not trade during the Opening Session (4:00 a.m. to 9:30 a.m. Eastern Time) unless the Indicative Optimized Portfolio Value ("IOPV", as described below) is calculated and disseminated during that time. The iShares MSCI Pacific Free Ex Japan Index Fund will trade during the Opening Session since there is no overlap in trading hours of the Opening Session and the foreign markets trading the securities in that Index. In addition, the last calculated IOPV is available to investors during the Opening Session by means of the consolidated tape or major market data vendors and remains unchanged during the Opening Session.

Quotations for and last sale information regarding the Shares are disseminated through the Consolidated Quotation System. The Index on which each Fund is based is calculated by MSCI for each trading day in the applicable foreign market based on official closing prices in such market. The value of each underlying Index is updated intra-day on a real-time basis as individual component securities of the underlying Index change in price. The intra-day value of each Index is disseminated every 15 seconds throughout the trading day by organizations authorized by MSCI. The net asset value ("NAV") of each Fund is calculated by each Fund's administrator and disseminated daily by Amex. The Funds' administrator calculates the NAV for each Fund generally once daily Monday through Friday generally as of the regularly scheduled close of business of

the New York Stock Exchange (“NYSE”) (normally 4:00 p.m. Eastern time) on each day the NYSE is open for trading, based on prices at the time of closing.⁴

To provide updated information relating to the Shares for use by investors, professionals, and persons wishing to create or redeem them, Amex disseminates through the facilities of the Consolidated Tape Association (“CTA”) the IOPV for each Fund as calculated by Bloomberg, L.P. The IOPV is disseminated on a per-share basis every 15 seconds during regular Amex trading hours of 9:30 a.m. to 4:00 p.m. or 4:15 p.m. Eastern Time, depending on the time Amex specifies for the trading of the Shares.

The IOPV may not reflect the value of all securities included in the applicable underlying Index and does not necessarily reflect the precise composition of the current portfolio of securities held by each Fund at a particular point in time. Therefore, the IOPV on a per-share basis disseminated during Amex’s regular trading hours should not be viewed as a real-time update of the NAV of a particular Fund, which is calculated only once a day. The IOPV is intended to closely approximate the value per-share of the portfolio of securities for a Fund and provide for a close proxy of the NAV at a greater frequency for investors.

For the iShares MSCI Pacific Free Ex Japan Index, there is no overlap in trading hours between the foreign markets trading the Index’s component stocks and Amex. Therefore, for the iShares MSCI Pacific Free Ex Japan Index Fund, the IOPV is calculated based on closing prices in the principal foreign market for securities in the Fund portfolio, which are then converted from the applicable foreign currency to U.S.

⁴ See e-mail dated January 9, 2007 from Michael Cavalier, Assistant General Counsel, NYSE Group, Inc. to Mitra Mehr, Special Counsel, Division of Market Regulation, Commission.

dollars. The IOPV for this Fund is updated every 15 seconds during Amex's regular trading hours of 9:30 a.m. to 4:00 p.m. Eastern Time to reflect changes in currency exchange rates between the U.S. dollar and the applicable foreign currency.

The MSCI Emerging Markets Index includes companies trading in markets with trading hours overlapping regular Amex trading hours. For the iShares MSCI Emerging Markets Index Fund, the IOPV calculator updates the IOPV during the overlap period every 15 seconds to reflect price changes in the principal foreign market, and converts such prices into U.S. dollars based on the currency exchange rates. When the foreign market or markets are closed but Amex is open for trading, the IOPV is updated every 15 seconds to reflect changes in currency exchange rates.

The Commission has granted each Fund an exemption from certain prospectus delivery requirements under Section 24(d) of the Investment Company Act of 1940 ("1940 Act").⁵ Any product description used in reliance on the Section 24(d) exemptive order will comply with all representations made and all conditions contained in each Fund's application for orders under the 1940 Act.⁶

In connection with the trading of the Shares, the Exchange would inform ETP Holders in an Information Circular of the special characteristics and risks associated with trading the Shares, including how they are created and redeemed, the prospectus or product description delivery requirements applicable to the Shares, applicable Exchange rules, how information about the value of each underlying Index is disseminated, and trading information.

⁵ 15 U.S.C. 80a-24(d).

⁶ See In the Matter of iShares, Inc., et al., Investment Company Act Release No. 25623 (June 25, 2002).

In addition, before an ETP Holder recommends a transaction in the Shares, the ETP Holder must determine that the Shares are suitable for the customer as required by NYSE Arca Equities Rule 9.2(a)-(b).

The Exchange intends to utilize its existing surveillance procedures applicable to derivative products to monitor trading in the Shares. The Exchange represents that these procedures are adequate to monitor Exchange trading of the Shares.

2. Statutory Basis

The Exchange believes that the proposal is consistent with Section 6(b) of the Act⁷ in general and Section 6(b)(5) of the Act⁸ in particular in that it is designed to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in facilitating transactions in securities, to remove impediments and perfect the mechanisms of a free and open market, and to protect investors and the public interest. In addition, the Exchange believes that the proposal is consistent with Rule 12f-5 under the Act⁹ because it deems the Shares to be equity securities, thus rendering trading in the Shares subject to the Exchange's existing rules governing the trading of equity securities.

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.

⁷ 15 U.S.C. 78f(b).

⁸ 15 U.S.C. 78f(b)(5).

⁹ 17 CFR 240.12f-5.

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

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

III. 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-NYSEArca-2006-39 on the subject line.

Paper Comments:

- Send paper comments in triplicate to Nancy M. Morris, Secretary, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549-1090.

All submissions should refer to File Number SR-NYSEArca-2006-39. 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 Web site (<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 inspection and copying in the Commission's Public Reference Room. 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 Number SR-NYSEArca-2006-39 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

IV. Commission's Findings and Order Granting Accelerated Approval of the Proposed Rule Change

After careful review, the Commission finds that the proposed rule change is consistent with the requirements of the Act and the rules and regulations thereunder applicable to a national securities exchange.¹⁰ In particular, the Commission finds that the proposed rule change is consistent with Section 6(b)(5) of the Act,¹¹ which requires that an exchange have rules designed, among other things, to promote just and equitable principles of trade, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and in general to protect investors and the public interest. The Commission believes that this proposal should benefit investors by increasing competition among markets that trade the Shares.

¹⁰ In approving this rule change, the Commission notes that it has considered the proposed rule's impact on efficiency, competition, and capital formation. See 15 U.S.C. 78c(f).

¹¹ 15 U.S.C. 78f(b)(5).

In addition, the Commission finds that the proposal is consistent with Section 12(f) of the Act,¹² which permits an exchange to trade, pursuant to UTP, a security that is listed and registered on another exchange.¹³ The Commission notes that it previously approved the listing and trading of the Shares on Amex.¹⁴ The Commission also finds that the proposal is consistent with Rule 12f-5 under the Act,¹⁵ which provides that an exchange shall not extend UTP to a security unless the exchange has in effect a rule or rules providing for transactions in the class or type of security to which the exchange extends UTP. The Exchange has represented that it meets this requirement because it deems the Shares to be equity securities, thus rendering trading in the Shares subject to the Exchange's existing rules governing the trading of equity securities.

The Commission further believes that the proposal is consistent with Section 11A(a)(1)(C)(iii) of the Act,¹⁶ which sets forth Congress' finding that it is in the public interest and appropriate for the protection of investors and the maintenance of fair and orderly markets to assure the availability to brokers, dealers, and investors of information with respect to quotations for and transactions in securities. Quotations for and last sale information regarding the Shares are disseminated through the Consolidated Quotation

¹² 15 U.S.C. 78l(f).

¹³ Section 12(a) of the Act, 15 U.S.C. 78l(a), generally prohibits a broker-dealer from trading a security on a national securities exchange unless the security is registered on that exchange pursuant to Section 12 of the Act. Section 12(f) of the Act excludes from this restriction trading in any security to which an exchange "extends UTP." When an exchange extends UTP to a security, it allows its members to trade the security as if it were listed and registered on the exchange even though it is not so listed and registered.

¹⁴ See supra note 3.

¹⁵ 17 CFR 240.12f-5.

¹⁶ 15 U.S.C. 78k-1(a)(1)(C)(iii).

System. Furthermore, the IOPV calculator updates the applicable IOPV every 15 seconds to reflect price changes in the principal foreign markets, and converts such prices into U.S. dollars based on the currency exchange rate. When the foreign market or markets are closed but Amex is open for trading, the IOPV is updated every 15 seconds to reflect changes in currency exchange rates. NYSE Arca Equities Rule 7.34 describes the situations when the Exchange would halt trading when the IOPV or the value of the Index underlying one of the Funds is not calculated or widely available.

The Commission notes that, if the Shares should be delisted by Amex, the original listing exchange, the Exchange would no longer have authority to trade the Shares pursuant to this order.

In support of this proposal, the Exchange has made the following representations:

1. The Exchange's surveillance procedures are adequate to monitor the trading of the Shares.
2. In connection with the trading of the Shares, the Exchange would inform ETP Holders in an Information Circular of the special characteristics and risks associated with trading the Shares.
3. The Information Circular would inform participants of the prospectus or product delivery requirements applicable to the Shares.

This approval order is conditioned on the Exchange's adherence to these representations.

The Commission finds good cause for approving this proposal before the thirtieth day after the publication of notice thereof in the Federal Register. As noted previously, the Commission previously found that the listing and trading of the Shares on Amex is

consistent with the Act.¹⁷ The Commission presently is not aware of any regulatory issue that should cause it to revisit that earlier finding or preclude the trading of Shares on the Exchange pursuant to UTP. Therefore, accelerating approval of this proposal should benefit investors by creating, without undue delay, additional competition in the market for the Shares.

V. Conclusion

IT IS THEREFORE ORDERED, pursuant to Section 19(b)(2) of the Act,¹⁸ that the proposed rule change (SR-NYSEArca-2006-39) is approved on an accelerated basis.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.¹⁹

Nancy M. Morris
Secretary

¹⁷ See supra note 3.

¹⁸ 15 U.S.C. 78s(b)(2).

¹⁹ 17 CFR 200.30-3(a)(12).