

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-74774; File No. SR-NYSEArca-2015-31)

April 21, 2015

Self-Regulatory Organizations; NYSE Arca, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Modifying the Manner in which It Calculates Volume, Liquidity and Quoting Thresholds Applicable to Billing on the Exchange on March 31, 2015

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 April 10, 2015, NYSE Arca, Inc. (the “Exchange” or “NYSE Arca”) 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 self-regulatory organization. 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 the Substance of the Proposed Rule Change

The Exchange proposes to modify the manner in which it calculates volume, liquidity and quoting thresholds applicable to billing on the Exchange in connection with an interruption in trading in certain securities on the Exchange on March 31, 2015. The text of the proposed rule change is available on the Exchange’s website at www.nyse.com, at the principal office of the Exchange, 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 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 modify the manner by which it calculates volume, liquidity and quoting thresholds applicable to billing on the Exchange due to issues relating to trading on the Exchange in certain securities on March 31, 2015.

Specifically, on March 31, 2015, trading was unavailable in a range of symbols on the Exchange for a period of more than two hours, resulting in a more than 30% decrease in trading volume on the Exchange (Tape A, B and C securities combined) for that day as compared to average daily volume ("ADV") on the Exchange for all of the prior trading days in March 2015. In addition, once trading and quoting resumed on the Exchange, market participants were advised to use market data from the Consolidated Tape Association (SIP) feed rather than from the NYSE ArcaBook feed as the NYSE ArcaBook feed data may have been compromised as a result of the issues with trading.³ The Exchange believes that these issues impacted the ability of ETP Holders, including Market Makers, to engage in typical trading, quoting and liquidity in their assigned securities on March 31, 2015, leading to decreased quoting and trading volume compared to ADV and U.S. consolidated average daily volume ("CADV") for the previous trading days combined in March 2015.

As provided for in the Exchange's Schedule of Fees and Charges for Exchange Services ("Equities Fee Schedule"), several of the Exchange's transaction fees and credits are based on

³ See NYSE Arca Equities Trader Update, "March 31, 2015, NYSE Arca Equities Trading Interruption in Tape B Symbol Range "UTG-ZSML," April 2, 2015, available at <https://www.nyse.com/trader-update/history>.

trading, quoting and liquidity thresholds that ETP Holders must satisfy in order to qualify for the particular rates (i.e., percentage of CADV and ADV thresholds). The Exchange believes that the issues that occurred on March 31, 2015 impacted the ability of ETP Holders to meet these thresholds during March 2015.⁴ The Exchange therefore proposes to exclude March 31, 2015 from any CADV or ADV calculation described in the Equities Fee Schedule in order to reasonably ensure that an ETP Holder that would otherwise qualify for a particular threshold during March 2015, and the corresponding transaction rate, would not be negatively impacted by issues that occurred on March 31, 2015.

The proposed change is not otherwise intended to address any other issues relating to fees and the Exchange is not aware of any problems that ETP Holders would have in complying with the proposed change.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with Section 6(b) of the Act,⁵ in general, and furthers the objectives of Sections 6(b)(4) and (5) of the Act,⁶ in particular, because it provides for the equitable allocation of reasonable dues, fees, and other charges among its members, issuers and other persons using its facilities and does not unfairly discriminate between customers, issuers, brokers or dealers.

The Exchange believes that the proposed rule change is reasonable because excluding March 31, 2015 from any CADV or ADV calculation described in the Equities Fee Schedule would reasonably ensure that an ETP Holder that would otherwise qualify for a particular

⁴ The Exchange notes that it does not perform the calculations necessary to determine whether these thresholds have been met until after the particular billing month has ended.

⁵ 15 U.S.C. 78f(b).

⁶ 15 U.S.C. 78f(b)(4) and (5).

threshold during March 2015, and the corresponding transaction rate, would not be negatively impacted by the issues that occurred on March 31, 2015. The Exchange also believes that the proposed rule change is equitable and not unfairly discriminatory because the issue with trading on the Exchange, which lasted more than two hours, resulted in significant decreases in trading volume and also impacted the ability of ETP Holders on the Exchange, including Market Makers, to engage in typical trading, quoting and liquidity in their assigned securities on March 31, 2015, leading to decreased quoting and trading volume compared to ADVs and CADVs for the previous trading days in March 2015. Therefore, excluding March 31, 2015 from any CADV or ADV calculation described in the Equities Fee Schedule would reasonably ensure that any market participant on the Exchange would not be negatively impacted by the issues that occurred on March 31, 2015 with respect to billing on the Exchange. The proposed rule change is also equitable and not unfairly discriminatory because it would result in all market participants on the Exchange being treated equally by excluding March 31, 2015 from any CADV or ADV calculation described in the Equities Fee Schedule.

Finally, the Exchange believes that it is subject to significant competitive forces, as described below in the Exchange's statement regarding the burden on competition.

For these reasons, the Exchange believes that the proposal is consistent with the Act.

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

In accordance with Section 6(b)(8) of the Act,⁷ the Exchange believes that the proposed rule change will not impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The proposed rule change would treat all market participants on the Exchange equally by excluding March 31, 2015 from any CADV or ADV

⁷ 15 U.S.C. 78f(b)(8).

calculation described in the Equities Fee Schedule. Moreover, the Exchange believes that the proposed change would enhance competition between competing marketplaces by enabling the Exchange to exclude March 31, 2015 from any CADV or ADV calculation described in the Equities Fee Schedule.

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

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 for 30 days after the date of the filing, 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 Act⁸ and Rule 19b-4(f)(6) thereunder.⁹

A proposed rule change filed pursuant to Rule 19b-4(f)(6) under the Act¹⁰ normally does not become operative for 30 days after the date of the filing. However, pursuant to Rule 19b-4(f)(6)(iii),¹¹ 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

⁸ 15 U.S.C. 78s(b)(3)(A).

⁹ 17 CFR 240.19b-4(f)(6). As required under Rule 19b-4(f)(6)(iii), the Exchange provided the Commission with written notice of its intent to file the proposed rule change, along with a brief description and the 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.

¹⁰ 17 CFR 240.19b-4(f)(6).

¹¹ 17 CFR 240.19b-4(f)(6)(iii).

filing. The Commission believes that waiving the 30-day operative delay is consistent with the protection of investors and the public interest. As represented by the Exchange, excluding March 31, 2015 from any CADV or ADV calculation described in the Equities Fee Schedule would reasonably ensure that any market participant on the Exchange would not be negatively impacted by the issues that occurred on March 31, 2015 with respect to billing on the Exchange. Accordingly, waiving the 30-day operative delay would eliminate the potential for confusion among ETP Holders and the public regarding how the Exchange will calculate volume, liquidity, and quoting thresholds related to billing for activity on the Exchange during March 2015 and, more specifically, on March 31, 2015, and permit the Exchange to determine transaction fees and credits for ETP Holders in a timely manner after the end of the billing month of March 2015. Therefore, the Commission hereby designates the proposed rule change operative upon filing.¹²

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. If the Commission takes such action, the Commission shall institute proceedings under Section 19(b)(2)(B) of the Act¹³ to determine whether the proposed rule should be approved or disapproved.

¹² For purposes only of waiving the 30-day operative delay, the Commission has considered the proposed rule's impact on efficiency, competition, and capital formation. See 15 U.S.C. 78c(f).

¹³ 15 U.S.C. 78s(b)(2)(B).

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-NYSEArca-2015-31 on the subject line.

Paper comments:

- Send paper comments in triplicate to Brent J. Fields, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number SR-NYSEArca-2015-31. 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, D.C. 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 Number SR-NYSEArca-2015-31, 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.¹⁴

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Assistant Secretary

¹⁴ 17 CFR 200.30-3(a)(12).