

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-68306; File No. SR-NYSEMKT-2012-68)

November 28, 2012

Self-Regulatory Organizations; NYSE MKT LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Amending its Rules to Delete Obsolete and Out-Dated Rules.

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 November 14, 2012, NYSE MKT LLC (the “Exchange” or “NYSE MKT”) 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 Exchange filed the proposal as a “non-controversial” proposed rule change pursuant to Section 19(b)(3)(A)(iii) of the Act³ and Rule 19b-4(f)(6) thereunder.⁴ 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 its rules to delete obsolete and out-dated rules. 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

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 15 U.S.C. 78s(b)(3)(A)(iii).

⁴ 17 CFR 240.19b-4(f)(6).

received on the proposed rule change. The text of those statements may be examined at the 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 the Statutory Basis for, the Proposed Rule Change

1. Purpose

The Exchange proposes to amend its rules to delete obsolete and out-dated rules. By removing these obsolete and out-dated rules, the Exchange is not proposing to change or alter any obligations, rights, policies or practices enumerated within its rules. Rather, the proposal to delete obsolete and out-dated rules will reduce any potential confusion that may result from having obsolete rules continue to appear in the Exchange's rulebook.

As part of its review to identify obsolete and out-dated rules, the Exchange proposes to delete rules that relate to trading systems that have since been decommissioned by the Exchange and rules that were superseded by later-implemented rules governing the same conduct or circumstances. In particular, the proposed rule changes relate to Exchange rules that previously governed equity trading at the Exchange.

Background

In September 2008, NYSE Euronext acquired the American Stock Exchange LLC ("Amex").⁵ As part of the integration of the companies, in December 2008, the Exchange relocated trading in its listed equity securities from Amex's trading floor located at 86 Trinity Place in New York to the New York Stock Exchange's ("NYSE") trading floor located at 11 Wall Street, and adapted the NYSE equities trading platform to trade those securities. The

⁵ See Securities Exchange Act Release No. 58673 (September 29, 2008), 73 FR 57707 (October 3, 2008) (SR-Amex-2008-62 and SR-NYSE-2008-60).

Exchange also adopted equity trading rules for NYSE MKT based on the NYSE's equities trading rules.⁶ By their terms, the Exchange's new equities trading rules superseded the AEMI rules (and certain other Amex rules that were inconsistent with the new rules) for all trading in Exchange-listed equity securities.⁷

Specifically, pursuant to Rule 0(b), all transactions conducted on or through the systems and facilities of the NYSE are governed by the Equities Rules in accordance with Rule 0-Equities. Rule 0-Equities further provides that the Equities Rules govern all transactions conducted on the Equities Trading System, i.e., the systems operated by the NYSE.

Proposed Rule Deletions

The following identifies by category the legacy Amex, now NYSE MKT Rules that can be deleted in their entirety as obsolete and out-dated:

AEMI Rules

Many of the rules being proposed for deletion relate to the "Auction & Electronic Market Integration" ("AEMI") platform, which Amex operated from September 2006 to November 2008 for trading of listed equity securities. The so-called AEMI rules were adopted in September 2006 in conjunction with the rollout of the AEMI trading system.⁸ As noted in Rule 0(a), the AEMI rules governed trading on the systems formerly located at 86 Trinity Place, which are no longer operating. NYSE MKT is now proposing to delete the AEMI rules on the basis that the

⁶ See Securities Exchange Act Release No. 58705 (October 1, 2008), 73 FR 58995 (October 8, 2008) (SR-Amex-2008-63) (Order Granting Approval of Proposed Rule Change to Establish New Membership, Member Firm Conduct, and Equity Trading Rules Following the Exchange's Acquisition by NYSE Euronext).

⁷ See NYSE MKT Rule 0(b) and NYSE MKT Rule 0 - Equities.

⁸ See Securities Exchange Act Release No. 54552 (Sept. 29, 2006), 71 FR 59546 (Oct. 10, 2006) (SR-Amex-2005-104).

system that they govern is no longer operative.⁹

Rules that were superseded by AEMI but never deleted

The AEMI system was rolled out in phases starting in 2006. Although the AEMI rules were intended to supersede the Amex's then-existing equities trading rules, certain of those equities trading rules were left in place pending the completion of the AEMI rollout, and upon completion, were to have been deleted via a rule filing with the Commission.¹⁰ To the best of the Exchange's knowledge, that filing was never made. Because of the provision in the AEMI rules making those rules definitively obsolete, the adoption of new equities trading rules in December 2008, and the fact that those rules are no longer consistent with current Exchange systems, the Exchange proposes to delete those enumerated rules now in order to avoid any confusion within the rulebook.¹¹ For example, NYSE MKT Rule 100 is now addressed in NYSE MKT Rule 51- Equities (for equities trading) and NYSE MKT Rule 901NY (for options trading). As another example, NYSE MKT Rule 108, which governs priority and parity at openings for equities trading, is now governed by NYSE MKT Rules 72 – Equities and 115A – Equities. In

⁹ See NYSE MKT Rules 1-AEMI through 719-AEMI and AEMI-One Rules.

Although the Exchange is proposing to delete most of the AEMI rules, it is retaining certain rules that contain definitions that are relevant to current listing and trading in Portfolio Depository Receipts (Rule 1000-AEMI); Index Fund Shares (Rule 1000A-AEMI); Rules of General Applicability (relating to trading of Trust Issued Receipts) (Rule 1200-AEMI); Commodity-Based Trust Shares (Rule 1200A-AEMI); Currency Trust Shares (Rule 1200B-AEMI); and Trading of Partnership Units (Rule 1500-AEMI). The Exchange intends to review the placement of these rules, and their possible relocation, in a subsequent phase of its rule review project. In addition, the Exchange is not proposing to delete NYSE MKT Rule 910 – AEMI until such time that the Amex Company Guide is similarly updated to reflect the appropriate cross reference.

¹⁰ See Section (e) of NYSE MKT Rule 1A-AEMI.

¹¹ See NYSE MKT Rules 100, 108, 109, 110, 112, 115, 118, 119, 123, 124, 126, 127, 131, 131A, 132, 135, 135A, 151, 152, 153, 154, 155, 156, 157, 178, 179, 200, 205, 206 and 207.

summary, the rules being deleted are now all covered in the equities rules that govern trading at the Exchange.¹²

Equities trading rules that are superseded by later-adopted trading rules

As noted above, in connection with its integration into NYSE Euronext, the Exchange adopted new equities trading rules based on the NYSE equities trading rules. Because the rules were adopted while NYSE MKT continued to operate at the 86 Trinity Place location, the Exchange did not simultaneously delete previous rules that were being superseded by the new equities trading rules. Instead, the Exchange adopted Rule 0- Equities, which explained that the new rules superseded any of the old rules that were inconsistent. For the sake of clarity, the Exchange now proposes to delete the former Amex equities trading rules that, pursuant to Rule 0-Equities are now superseded by the equities rules.¹³

After-hours trading rules

Since the integration of the Exchange into NYSE Euronext, the Exchange has conducted its after-hours trading through the NYSE's trading systems, and consequently adopted a version of the NYSE's after-hours trading rules.¹⁴ Because the Exchange has adopted superseding rules for after-hours trading, the Exchange proposes to delete the prior set of rules relating to after-hours trading.¹⁵

Cross-references

¹² See supra, notes 6 and 7.

¹³ See NYSE MKT Rules 5, 6, 7, 8, 9, 10, 13, 14, 15, 16, 17, 18, 19, 20, 23, 25, 26, 27, 28, 29, 30A, 60, 62, 63, 101, 102, 103, 104, 105, 106, 107, 111, 114, 116, 117, 117A, 119A, 120, 121, 122, 125, 128, 129, 130, 133, 134, 136, 140, 150, 153A, 176, 177, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 201, 202, 203, 204 and 208.

¹⁴ See NYSE MKT Rules 900-Equities – 907-Equities.

¹⁵ See NYSE MKT Rules 1300 through 1306.

The Exchange is also proposing to amend those rules that cross-reference rules that are being deleted pursuant to this filing.¹⁶

2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,¹⁷ in general, and furthers the objectives of Section 6(b)(5) of the Act,¹⁸ in particular, in that, by deleting obsolete and out-dated rules, it promotes just and equitable principles of trade, removes impediments to and perfects the mechanism of a free and open market and a national market system, and, in general, helps to protect investors and the public interest by providing transparency as to which rules are operable and reducing potential confusion that may result from having obsolete or out-dated rules in the Exchange's rulebook. The Exchange further believes that the proposal removes impediments to and perfects the mechanism of a free and open market by ensuring that members, regulators and the public can more easily navigate the Exchange's rulebook and better understand what obligations attach and when.

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.

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.

¹⁶ See NYSE MKT Rules 905G and Commentary .02 to 906.

¹⁷ 15 U.S.C. §78f(b)

¹⁸ 15 U.S.C. §78f(b)(5)

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

Because the foregoing proposed rule 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 from the date on which it was filed, or such shorter time as the Commission may designate if consistent with the protection of investors and the public interest, provided that the self-regulatory organization has given the Commission written notice of its intent to file 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, the proposed rule change has become effective pursuant to Section 19(b)(3)(A) of the Act¹⁹ and Rule 19b-4(f)(6) thereunder.²⁰

At any time within 60 days of the filing of such 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

¹⁹ 15 U.S.C. 78s(b)(3)(A).

²⁰ 17 CFR 240.19b-4(f)(6).

- Send an e-mail to rule-comments@sec.gov. Please include File Number SR-NYSEMKT-2012-68 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-NYSEMKT-2012-68. 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 Number SR-NYSEMKT-2012-68 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.²¹

Kevin M. O'Neill
Deputy Secretary

²¹ 17 C.F.R. 200.30-3(a)(12).