

## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-62516; File No. SR-EDGA-2010-07]

### Self-Regulatory Organizations; EDGA Exchange, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Amend EDGA Rule 11.14

July 16, 2010.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the "Act"),<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> notice is hereby given that on July 13, 2010, the EDGA Exchange, Inc. (the "Exchange" or "self-regulatory organization" or the "EDGA") filed with the Securities and Exchange Commission ("Commission") the proposed rule change as described in Items I and II below, which items have been prepared by the self-regulatory organization. The Exchange has designated the proposed rule change as constituting a "non-controversial" rule change under paragraph (f)(6) of Rule 19b-4 under the Act,<sup>3</sup> which renders the proposal effective upon receipt of this filing by the Commission. 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 EDGA Rule 11.14 regarding Trading Halts Due to Extraordinary Market Volatility to make a technical amendment to the rule text. The text of the proposed rule change is available on the Exchange's Internet Web site at <http://www.directedge.com>, at the principal office of the Exchange, the Commission's Web site at <http://www.sec.gov>, 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 these statements may be examined at the places specified in Item IV below. The self-regulatory organization 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 recently amended EDGA Rule 11.14 (Trading Halts Due to Extraordinary Market Volatility) to allow the Exchange to pause trading in an individual stock when the primary listing market for such stock issues a trading pause in any Circuit Breaker Securities, as defined in Interpretation and Policy .05 to Rule 11.14. The primary listing markets for U.S. stocks amended their rules so that they may, from time to time, issue a trading pause for an individual security if the price of such security moves 10% or more from a sale in a preceding five-minute period. Amendments to Rule 11.14 were approved by the Commission on June 10, 2010.<sup>4</sup> The Exchange subsequently filed to amend Rule 11.14 to add additional Circuit Breaker Securities, including those in the Russell 1000® Index ("Russell 1000") and specified Exchange Traded Products ("ETP") to the pilot rule.<sup>5</sup>

The Exchange now proposes to make a technical amendment to EDGA Rule 11.14 to clarify that on the occurrence of any trading halt under Rule 11.14, only outstanding Post Only orders (as defined in Rule 11.5(c)(5)) in the system will be cancelled. Currently, Rule 11.14 states that all outstanding orders in the system will be cancelled. This amendment is necessary to comport the rule with how the Exchange's systems operate. In addition, the Exchange believes that a narrower cancellation policy will facilitate the formation of additional liquidity for the halted security, thus increasing price stability upon the reopening following the halt.

##### 2. Statutory Basis

The statutory basis for the proposed rule change is Section 6(b)(5) of the Act,<sup>6</sup> which requires the rules of an exchange 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 proposed rule change also is designed to support the

principles of Section 11A(a)(1)<sup>7</sup> of the Act in that it seeks to assure fair competition among brokers and dealers and among exchange markets. The Exchange believes that the proposed rule meets these requirements in that it seeks to promote transparency for how order flow will be handled during a trading pause.

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

The proposed rule change does not 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

The Exchange has not solicited, and does not intend to solicit, comments on this proposed rule change. The Exchange has not received any unsolicited written comments from members or other interested parties.

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

Because the foregoing 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 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, it has become effective pursuant to Section 19(b)(3)(A) of the Act<sup>8</sup> and Rule 19b-4(f)(6) thereunder.<sup>9</sup>

A proposed rule change filed under Rule 19b-4(f)(6)<sup>10</sup> normally does not become operative prior to 30 days after the date of the filing. However, pursuant to Rule 19b-4(f)(6)(iii),<sup>11</sup> 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 upon filing. The

<sup>7</sup> 15 U.S.C. 78k-1(a)(1).

<sup>8</sup> 15 U.S.C. 78s(b)(3)(A).

<sup>9</sup> 17 CFR 240.19b-4(f)(6). In addition, Rule 19b-4(f)(6)(iii) requires the self-regulatory organization to submit to the Commission written notice of its intent to file the proposed rule change, along with a brief description and 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. The Exchange has satisfied this requirement.

<sup>10</sup> 17 CFR 240.19b-4(f)(6).

<sup>11</sup> 17 CFR 240.19b-4(f)(6)(iii).

<sup>4</sup> See Securities Exchange Act Release No. 62252 (June 10, 2010) (SR-EDGA-2010-01).

<sup>5</sup> See Securities Exchange Act Release No. 62417 (June 30, 2010) (SR-EDGA-2010-05).

<sup>6</sup> 15 U.S.C. 78f(b)(5).

<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.

<sup>3</sup> 17 CFR 240.19b-4(f)(6).

Exchange believes that this rule filing should become effective upon filing to ensure transparency in the U.S. equities markets for how order flow will be handled during a trading pause under Rule 11.14. Because the filing clarifies how order flow will be handled during a trading pause, the Commission believes it is consistent with the protection of investors and the public interest to waive the 30-day operative delay and hereby grants such waiver.<sup>12</sup> Accordingly, the Commission designates the proposed rule change operative upon filing with the Commission.

At any time within 60 days of the filing of the proposed rule change, the Commission may summarily abrogate 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
- Send an e-mail to [rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include File Number SR-EDGA-2010-07 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-EDGA-2010-07. 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 Web site viewing and printing in the Commission's Public Reference Room on official business days between the hours of 10 a.m. and 3 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-EDGA-2010-07 and should be submitted on or before August 13, 2010.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>13</sup>

**Florence E. Harmon,**  
*Deputy Secretary.*

[FR Doc. 2010-18067 Filed 7-22-10; 8:45 am]

**BILLING CODE 8010-01-P**

## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-62524; File No. SR-BATS-2010-008]

### Self-Regulatory Organizations; BATS Exchange, Inc.; Order Approving Proposed Rule Change, as Modified by Amendment No. 1 Thereto, To Amend BATS Rules 2.5 and 17.2 To Establish a Registration Requirement for Principals

July 16, 2010.

#### I. Introduction

On April 9, 2010, BATS Exchange, Inc. ("BATS" or "Exchange") filed with the Securities and Exchange Commission ("Commission"), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act")<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> a proposed rule change to amend its registration requirements in Rules 2.5 and 17.2. The proposed rule change was published for comment in the **Federal Register** on April 29, 2010.<sup>3</sup> The Commission received one comment letter on the

proposal.<sup>4</sup> The Exchange responded on June 29, 2010.<sup>5</sup> On June 30, 2010, the Exchange submitted Amendment No. 1 to the proposed rule change.<sup>6</sup> This order approves the proposed rule change as modified by Amendment No. 1.

#### II. Description of the Proposal

BATS proposes to amend BATS Rule 2.5, entitled "Restrictions," to require each Exchange member to register with the Exchange: (i) At least two principals to supervise Authorized Traders of the member (subject to certain exceptions), one of whom must be the member's chief compliance officer, and (ii) at least one financial and operations principal.<sup>7</sup>

##### *BATS Rule 2.5*

BATS Rule 2.5 states that the General Securities Representative exam ("Series 7") is required for registration with the Exchange as an Authorized Trader. The term "Authorized Trader" is defined as "a person who may submit orders (or who supervises a routing engine that may automatically submit orders) to the Exchange's trading facilities on behalf of his or her member or sponsored participant." Accordingly, all traders that participate in the routing of orders to the Exchange, including proprietary traders, are required to be registered with the Exchange and Series 7 qualified. The term Authorized Trader includes a trader that submits orders, or supervises a routing engine that automatically submits orders, to the Exchange's equities platform, options platform, or both.

With this rule change, BATS proposes to require each member to register with the Exchange at least two principals qualified as General Securities Principals<sup>8</sup> ("Series 24") (subject to certain exceptions) to supervise the member's Authorized Traders and one principal qualified as a Limited Principal—Financial and Operations ("Series 27") to supervise the financial and operational activities of the member ("FINOP"). In addition, the proposal would require each chief compliance officer designated on Schedule A of

<sup>4</sup> See letter from Joan C. Conley, Senior Vice President and Corporate Secretary, Nasdaq OMX, to Elizabeth M. Murphy, Secretary, Commission, dated May 20, 2010 ("Nasdaq Comment Letter").

<sup>5</sup> See letter from Eric J. Swanson, Senior Vice President and General Counsel, BATS Exchange, Inc., to Elizabeth M. Murphy, Secretary, Commission, dated June 29, 2010 ("BATS Response Letter").

<sup>6</sup> Amendment No. 1 is a technical amendment and thus not subject to notice and comment.

<sup>7</sup> The Exchange also proposes a technical amendment to BATS Rule 17.2(g)(4) to eliminate language that will become unnecessary due to the changes to BATS Rule 2.5.

<sup>8</sup> In order to register as a principal, one must first be registered as a representative.

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

<sup>13</sup> 17 CFR 200.30-3(a)(12).

<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.

<sup>3</sup> See Securities Exchange Act Release No. 61960 (April 22, 2010), 75 FR 22668.