copying at the principal office of FINRA. 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–FINRA–2012–045 and should be submitted on or before November 7, 2012.

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

After careful review of the proposed rule change, 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 association.[25] In particular, the Commission finds that the proposed rule change is consistent with Section 15A(b)(6) of the Act.[26] The proposal primarily reflects the changes imposed on FINRA's rules by Sections 105(b) and 105(d) of the JOBS Act and thus is primarily updating the language of NASD Rule 2711 and Incorporated NYSE Rule 472 to reflect that reality. The one change not expressly mandated by the JOBS Act, removing the quiet periods regarding the secondary offering of the securities of EGCs and after the expiration, termination, or waiver of a lock-up regarding such securities, is consistent with the purpose of the JOBS Act as part of an effort to improve communications with investors regarding EGCs. Furthermore, other safeguards designed to protect the objectivity of research and provide investors with more useful and reliable information remain in effect, including Regulation AC and the parts of NASD Rule 2711 and Incorporated NYSE Rule 472 not affected by these changes.

In its filing, FINRA has requested that the Commission find good cause for approving the proposed rule change prior to the 30th day after publication in the **Federal Register**. FINRA cites as the reason for this request is because the changes conforming to the JOBS Act have been effective since April 5, 2012 and the additional proposed changes further the policies underlying the applicable JOBS Act provision.

The Commission finds good cause, pursuant to Section 19(b)(2) of the Act,[27] for approving the proposed rule change prior to the 30th day after the date of publication of notice in the **Federal Register** because the changes required by the JOBS Act have been in effect since April 5, 2012 and the additional proposed changes further the policies underlying the applicable JOBS Act provision.

VI. Conclusion

It is therefore ordered, pursuant to Section 19(b)(2) of the Act, that the proposed rule change (SR–FINRA–2012–045) be, and hereby is, approved on an accelerated basis.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[28]

Kevin M. O'Neill,

Deputy Secretary.

[FR Doc. 2012–25501 Filed 10–16–12; 8:45 am]

BILLING CODE 8011–01–P

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

[26] 15 U.S.C. 78*o*–3(b)(6).

[27] 15 U.S.C. 78s(b)(2).

[28] 17 CFR 200.30–3(a)(12).

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–68034; File No. SR–ISE–2012–85]

Self-Regulatory Organizations; International Securities Exchange, LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Amend Fees for Certain Complex Orders Executed on the Exchange

October 11, 2012.

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 October 1, 2012, the International Securities Exchange, LLC (the "Exchange" or the "ISE") filed with the Securities and Exchange Commission (the "Commission") the proposed rule change as described in Items I, II, and III 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 Substance of the Proposed Rule Change

The ISE is proposing to amend transaction fees for certain complex orders executed on the Exchange. The text of the proposed rule change is available on the Exchange's Web site (*http://www.ise.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 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 currently assesses per contract transaction fees and rebates to market participants that add or remove liquidity from the Exchange ("maker/taker fees and rebates") in a number of options classes (the "Select Symbols").[3] The Exchange's maker/taker fees and rebates are applicable to regular and complex orders executed in the Select Symbols. The Exchange also currently assesses maker/taker fees and rebates for complex orders in symbols that are in the Penny Pilot program but are not a Select Symbol ("Non-Select Penny Pilot Symbols")[4] and in all symbols that are not in the Penny Pilot Program ("Non-Penny Pilot Symbols").[5] The purpose of this proposed rule change is to amend maker/taker fees and rebates for complex orders in the Select Symbols, Non-Select Penny Pilot Symbols and Non-Penny Pilot Symbols.

For complex orders in the Select Symbols (excluding SPY), the Exchange currently charges a taker fee of: (i) $0.37 per contract for Market Maker,[6] Firm

[1] 15 U.S.C. 78s(b)(1).

[2] 17 CFR 240.19b–4.

[3] Options classes subject to maker/taker fees are identified by their ticker symbol on the Exchange's Schedule of Fees.

[4] *See* Exchange Act Release Nos. 65724 (November 10, 2011), 76 FR 71413 (November 17, 2011) (SR–ISE–2011–72); 66597 (March 14, 2012), 77 FR 16295 (March 20, 2012) (SR–ISE–2012–17); 66961 (May 10, 2012), 77 FR 28914 (May 16, 2012) (SR–ISE–2012–38); and 67628 (August 9, 2012), 77 FR 49049 (August 15, 2012) (SR–ISE–2012–71).

[5] *See* Exchange Act Release Nos. 66084 (January 3, 2012), 77 FR 1103 (January 9, 2012) (SR–ISE–2011–84); 66392 (February 14, 2012), 77 FR 10016 (February 21, 2012) (SR–ISE–2012–06); 66962 (May 10, 2012), 77 FR 28917 (May 16, 2012) (SR–ISE–2012–35); 67400 (July 11, 2012), 77 FR 42036 (July 17, 2012) (SR–ISE- 2012–63) and 67628 (August 9, 2012), 77 FR 49049 (August 15, 2012) (SR–ISE–2012–71).

[6] The term "Market Makers" refers to "Competitive Market Makers" and "Primary Market Makers" collectively. *See* ISE Rule 100(a)(25).

Proprietary/Broker-Dealer and Professional Customer[7] orders; and (ii) $0.39 per contract for Non-ISE Market Maker[8] orders. Priority Customer[9] orders are not charged a taker fee for complex orders in the Select Symbols (excluding SPY). The Exchange now proposes to increase the complex order taker fee in the Select Symbols (excluding SPY) to $0.39 per contract for Firm Proprietary/Broker-Dealer and Professional Customer orders. The Exchange is not proposing any change to the complex order taker fee in the Select Symbols (excluding SPY) for Market Maker, Non-ISE Market Maker and Priority Customer orders.

For complex orders in SPY, the Exchange currently charges a taker fee of: (i) $0.38 per contract for Market Maker, Firm Proprietary/Broker-Dealer and Professional Customer orders, and (ii) $0.40 per contract for Non-ISE Market Maker Orders. Priority Customer orders are not charged a taker fee for complex orders in SPY. The Exchange now proposes to increase the complex order taker fee in SPY to $0.40 per contract for Firm Proprietary/Broker-Dealer and Professional Customer orders. The Exchange is not proposing any change to the complex order taker fee in SPY for Market Maker, Non-ISE Market Maker and Priority Customer orders.

For complex orders in the Non-Select Penny Pilot Symbols, the Exchange currently charges a taker fee of: (i) $0.37 per contract for Market Maker, Firm Proprietary/Broker-Dealer and Professional Customer orders; and (ii) $0.39 per contract for Non-ISE Market Maker orders. Priority Customer orders are not charged a taker fee for complex orders in the Non-Select Penny Pilot Symbols. The Exchange now proposes to increase the complex order taker fee in the Non-Select Penny Pilot Symbols to $0.39 per contract for Firm Proprietary/Broker-Dealer and Professional Customer orders. The Exchange is not proposing any change to the complex order taker fee in the Non-Select Penny Pilot Symbols for Market Maker, Non-ISE Market Maker and Priority Customer orders.

For complex orders in the Non-Penny Pilot Symbols, the Exchange currently charges a taker fee of: (i) $0.80 per contract for Market Maker, Firm Proprietary/Broker-Dealer and Professional Customer orders, and (ii) $0.83 per contract for Non-ISE Market Maker orders. Priority Customer orders are not charged a taker fee for complex orders in the Non-Penny Pilot Symbols. The Exchange now proposes to increase the complex order taker fee in the Non-Penny Pilot Symbols to $0.83 per contract for Firm Proprietary/Broker-Dealer and Professional Customer orders. The Exchange is not proposing any change to the complex order taker fee in the Non-Penny Pilot Symbols for Market Maker, Non-ISE Market Maker and Priority Customer orders.

For Responses to Crossing Orders[10] in the Non-Penny Pilot Symbols, ISE currently charges $0.73 per contract for Market Maker, Firm Proprietary/Broker-Dealer and Professional Customer orders. For Non-ISE Market Maker orders, this fee is currently $0.78 per contract. The Exchange now proposes to increase the fee for Responses to Crossing Orders for Non-Penny Pilot Symbols to $0.80 per contract for Market Maker Orders, and to $0.83 per contract to Firm Proprietary/Broker-Dealer, Professional Customer and Non-ISE Market Maker orders.

Additionally, the Exchange provides Market Makers with a two cent discount when trading against Priority Customer orders that are preferenced to them. This discount is applicable when Market Makers remove liquidity in the Select Symbols, SPY, Non-Select Penny Pilot Symbols and Non-Penny Pilot Symbols from the complex order book. Market Makers that remove liquidity from the complex order book by trading against Priority Customer orders that are preferenced to them will be charged: (i) $0.35 per contract in the Select Symbols; (ii) $0.36 per contract in SPY; (iii) $0.35 per contract in the Non-Select Penny Pilot Symbols; and (iv) $0.78 per contract in the Non-Penny Pilot Symbols Select Symbols.

Finally, the Exchange currently allows Market Makers to enter quotations for complex order strategies in the complex order book.[11] Given this enhancement to the complex order functionality, and in order to maintain a competitive fee and rebate structure for Priority Customer orders, the Exchange has adopted maker fees that apply to transactions in the complex order book when they interact with Priority Customer orders in options overlying AA, ABX, EFA, GLD, MSFT, MU, NVDA, VXX, VZ, WFC, XLB and XOP (''Complex Quoting Symbols''). Specifically, the Exchange currently charges a maker fee of $0.37 per contract for Market Maker, Non-ISE Market Maker, Firm Proprietary/Broker-Dealer and Professional Customer orders when these orders interact with Priority Customer orders in the Complex Quoting Symbols. Priority Customer orders in the Complex Quoting Symbols that trade in the complex order book are not charged a fee and do not receive a rebate when interacting with other Priority Customer orders.

The Exchange now proposes to increase the maker fee for Non-ISE Market Maker, Firm Proprietary/Broker-Dealer and Professional Customer orders in the Complex Quoting Symbols from $0.37 per contract to $0.39 per contract when these orders interact with Priority Customer orders in the complex order book. The Exchange does not propose any change to fees for Market Maker and Priority Customer orders in the Complex Quoting Symbols that trade in the complex order book. Additionally, as noted above, the Exchange provides Market Makers with a two cent discount when trading against Priority Customer orders that are preferenced to them. For Complex Quoting Symbols, this discount is applicable when Market Makers add or remove liquidity from the complex order book. The Exchange does not propose any change to this discount. As such, Market Makers will continue to receive the two cent discount.

2. Statutory Basis

The Exchange believes that its proposal to amend its Schedule of Fees is consistent with Section 6(b) of the Exchange Act[12] in general, and furthers the objectives of Section 6(b)(4) of the Exchange Act[13] in particular, in that it is an equitable allocation of reasonable dues, fees and other charges among Exchange members and other persons using its facilities. The impact of the proposal upon the net fees paid by a particular market participant will depend on a number of variables, most important of which will be its

[7] A Professional Customer is a person who is not a broker/dealer and is not a Priority Customer.

[8] A Non-ISE Market Maker, or Far Away Market Maker (''FARMM''), is a market maker as defined in Section 3(a)(38) of the Securities Exchange Act of 1934, as amended (''Exchange Act''), registered in the same options class on another options exchange.

[9] A Priority Customer is defined in ISE Rule 100(a)(37A) as a person or entity that is not a broker/dealer in securities, and does not place more than 390 orders in listed options per day on average during a calendar month for its own beneficial account(s).

[10] A Response to a Crossing Order (other than Regular Orders in Non-Select Penny Pilot Symbols) is any contra-side interest submitted after the commencement of an auction in the Exchange's Facilitation Mechanism, Solicited Order Mechanism, Block Order Mechanism or PIM. *See* ISE Schedule of Fees, Preface. The term Response to Crossing Orders was recently amended. *See* SR–ISE–2012–73.

[11] *See* Securities Exchange Act Release No. 65548 (October 13, 2011), 76 FR 64980 (October 19, 2011) (SR–ISE–2011–39).

[12] 15 U.S.C. 78f(b).

[13] 15 U.S.C. 78f(b)(4).

propensity to interact with and respond to certain types of orders.

The Exchange believes it is reasonable and equitable to charge Firm Proprietary/Broker-Dealer and Professional Customer orders a taker fee of $0.39 per contract for complex orders in the Select Symbols and Non-Select Penny Pilot Symbols, $0.40 per contract in SPY and $0.83 per contract in Non-Penny Pilot Symbols because the Exchange is seeking to recoup the cost associated with paying increased rebates for Priority Customer complex orders. The Exchange believes the proposed fees are also reasonable and equitably allocated because they are within the range of fees assessed by other exchanges employing similar pricing schemes and in some cases, is lower that the fees assessed by other exchanges. For example, NASDAQ OMX PHLX, Inc. (''PHLX'') currently charges $0.45 and $0.60 per contract for Firm and Broker Dealer orders, respectively, for non-Penny Pilot symbols traded electronically on that exchange.[14] Therefore, while ISE is proposing a fee increase for Firm Proprietary/Broker-Dealer and Professional Customer orders, the resulting fee remains lower than the fee charged by PHLX for similar orders.

The Exchange believes it is reasonable and equitable to charge a fee of $0.80 per contract for Market Maker orders ($0.83 per contract for Non-ISE Market Maker, Firm Proprietary/Broker-Dealer and Professional Customer orders) when such members are responding to crossing orders because a response to a crossing order is akin to taking liquidity, thus the Exchange is proposing to adopt an identical fee for Responses to Crossing Orders in the Non-Penny Pilot Symbols as that for taking liquidity in these symbols.

The Exchange believes that it is reasonable and equitable to provide a two cent discount to Market Makers on preferenced orders as an incentive for them to quote in the complex order book. Accordingly, Market Makers that remove liquidity from the complex order book by trading against Priority Customer orders that are preferenced to them will be charged: (i) $0.35 per contract in the Select Symbols; (ii) $0.36 per contract in SPY; (iii) $0.35 per contract in the Non-Select Penny Pilot Symbols; and (iv) $0.78 per contract in the Non-Penny Pilot Symbols Select Symbols. ISE notes that with this proposed fee change, the Exchange will continue to maintain a two cent differential that was previously in place.

The complex order pricing employed by the Exchange has proven to be an effective pricing mechanism and attractive to Exchange participants and their customers. The Exchange believes that this proposed rule change will continue to attract additional complex order business while at the same time create a certain level of standardization in complex order pricing across symbols that make up the majority of the daily volume in options trading. With this proposed rule change, the Exchange is standardizing the complex order taker fee for Non-ISE Market Maker, Firm Proprietary/Broker-Dealer and Professional Customer orders in the Select Symbols, SPY, Non-Select Penny Pilot Symbols and Non-Penny Pilot Symbols. With this proposed rule change, the Exchange is also standardizing the fee for Responses to Crossing Orders for Non-ISE Market Maker, Firm Proprietary/Broker-Dealer and Professional Customer orders in the Non-Penny Pilot Symbols.

The Exchange further believes that the Exchange's maker/taker fees are not unfairly discriminatory because the fee structure is consistent with fee structures that exist today at other options exchanges. Additionally, the Exchange believes that the proposed fees are fair, equitable and not unfairly discriminatory because the proposed fees are consistent with price differentiation that exists today at other option exchanges. The Exchange operates in a highly competitive market in which market participants can readily direct order flow to another exchange if they deem fee levels at a particular exchange to be excessive. With this proposed fee change, the Exchange believes it remains an attractive venue for market participants to trade complex orders.

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

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A)(ii) of the Act.[15] 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. If the Commission takes such action, the Commission shall institute proceedings to determine whether the proposed rule should be approved or disapproved.

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 email to *rule-comments@sec.gov*. Please include File Number SR–ISE–2012–85 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–ISE–2012–85. This file number should be included on the subject line if email 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

[14] *See* NASDAQ OMX PHLX LLC Pricing Schedule at *http://nasdaqomxphlx.cchwallstreet.com/NASDAQOMXPHLXTools/PlatformViewer.asp?selectednode=chp%5F1%5F4%5F1&manual=%2Fnasdaqomxphlx%2Fphlx%2Fphlx%2Drulesbrd%2F.*

[15] 15 U.S.C. 78s(b)(3)(A)(ii).

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 the 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–ISE–2012–85 and should be submitted on or before November 7, 2012.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[16]

Kevin M. O'Neill,

Deputy Secretary.

[FR Doc. 2012–25498 Filed 10–16–12; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–68039; File No. SR–NSX–2012–15]

Self-Regulatory Organizations; National Stock Exchange, Inc.; Notice of Filing of Proposed Rule Change and Amendment No. 1 Thereto Amending NSX Rule 15.5 To Comply With the Requirements of Exchange Act Rule 10C–1

October 11, 2012.

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 September 26, 2012, National Stock Exchange, Inc. (''NSX®'' or the ''Exchange'') filed with the Securities and Exchange Commission (''Commission'') the proposed rule change, as described in Items I, II, and III below, which filing was amended and replaced in its entirety by Amendment No. 1 on October 10, 2012, which Items have been prepared by the Exchange. The Commission is publishing this notice to solicit comment 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 is proposing to amend NSX Rule 15.5 to incorporate additional listing standard requirements applicable to issuers of equity securities listed on the Exchange as required by the provisions of Section 952 of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the ''Dodd-Frank Act''), which added Section 10C to the Securities Exchange Act of 1934, as amended (''Exchange Act''), and Exchange Act Rule 10C–1 which implements these requirements.

The text of the proposed rule change is available on the Exchange's Web site at *http://www.nsx.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 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 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

This Amendment No. 1 to SR–NSX–2012–15 (the ''Filing'') amends and replaces in its entirety the Filing as originally submitted on September 26, 2012. The Exchange is proposing Amendment No. 1 to (i) reflect the approval of the Filing by the Executive Committee of the Exchange's Board of Directors and the Regulatory Oversight Committee, (ii) amend the rule text to propose transition periods under NSX Rule 15.5(b), and add corresponding language to the Purpose section, (iii) propose to exempt small business [sic] as defined under Exchange Act Rule 12b–2 and clarify [sic] basis for other proposed exemptions to NSX Rule 15.5 and (iv) remedy editorial inconsistencies in the rule text. [sic]

The Dodd-Frank Act [3] added Section 10C to the Exchange Act.[4] Section 10C requires the Commission to adopt rules directing the national securities exchanges and national securities associations to prohibit the listing of any equity security of an issuer that is not in compliance with Section 10C's compensation committee and compensation adviser requirements. On June 20, 2012, the SEC adopted Rule 10C–1 to implement the requirements of Section 10C, which directs the national securities exchanges to adopt listing rules effectuating the compensation committee and compensation adviser requirements of Section 10C.[5]

The Exchange is proposing to amend NSX Rule 15.5 in accordance with Exchange Act Rule 10C–1 to: (i) Prohibit the listing or continued listing of an equity security for a listed company that is not in compliance with the requirements set forth in NSX Rule 15.5, (ii) clarify the definition of ''independence'' as applicable to members of the ''compensation committee'', (iii) clarify the definition of the term compensation committee as used in NSX Rule 15.5, (iv) authorize the compensation committee to retain, compensate and oversee the work of the compensation advisers, and (v) require a compensation committee to consider the independence of a compensation adviser prior to retaining their services.

Composition of Compensation Committees

Section 10C(a)(1) of the Exchange Act required the Commission to adopt rules directing each national securities exchange registered under Section 6 of the Exchange Act, and certain national securities associations registered pursuant to Section 15A of the Exchange Act, to establish listing standards requiring a listed company's compensation committee to be comprised of independent members of the board of directors. Section 10C(a)(3) of the Exchange Act and Exchange Act Rule 10C–1(b) require Exchanges to adopt an independence standard for members of a compensation committee after considering the following factors: (i) The director's source of compensation including fees derived from consulting or other advisory or compensatory fees paid by the listed company to the director and listed company (ii) whether the director is affiliated with the listed company, a subsidiary of the listed company, or an affiliate of a subsidiary of the listed company.

NSX Rule 15.5 ''Other Listing Standards'' currently requires listed companies to have a compensation committee that is composed entirely of independent directors. The Exchange now proposes to amend paragraph (a) of Rule 15.5 [6] in accordance with Exchange

[16] 17 CFR 200.30–3(a)(12).

[1] 15 U.S.C. 78s(b)(1).

[2] 17 CFR 240.19b–4.

[3] Public Law 111–203, 124 Stat. 1900 (2010).

[4] 15 U.S.C. 78j–3.

[5] Release Nos. 33–9330; 34–67220 (June 20, 2012); 77 FR 38422 (June 27, 2012) (''Adopting Release'').

[6] The Commission notes that the reference to paragraph (a) is incorrect as there have been no