

Securities Act registration statement. The Board defers to the SEC on the applicability of the JOBS Act to this rulemaking for these entities and stands ready to assist the SEC with any additional analysis that may become necessary.

In the event that the standard would be applied to an EGC, the Board has no reason to believe that the economic effects on those EGCs would be different from those described previously for brokers, dealers, and covered 11-K filers. Accordingly, and pursuant to the foregoing discussions, the PCAOB requests that the Commission, to the extent necessary, determine that it is necessary or appropriate in the public interest, after considering the protection of investors and whether the action will promote efficiency, competition, and capital formation, to apply these amendments to audits of EGCs.

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

Pursuant to Section 19(b)(2)(A)(ii) of the Exchange Act, and based on its determination that an extension of the period set forth in Section 19(b)(2)(A)(i) of the Exchange Act is appropriate in light of the PCAOB's request that the Commission, pursuant to Section 103(a)(3)(C) of the Sarbanes-Oxley Act, determine that the proposed rules apply to audits of emerging growth companies, as defined in Section 3(a)(80) of the Exchange Act, the Commission has determined to extend to February 13, 2014 the date by which the Commission should take action on the proposed rules.

### IV. Solicitation of Comments

Interested persons are invited to submit written data, views and arguments concerning the foregoing, including whether the proposed rules are consistent with the requirements of Title I of the Sarbanes-Oxley 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/pcaob.shtml>); or
- Send an email to [rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include File Number PCAOB-2013-02 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 PCAOB-2013-02. 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/pcaob.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rules that are filed with the Commission, and all written communications relating to the proposed rules 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 10:00 a.m. and 3:00 p.m. Copies of such filing will also be available for inspection and copying at the principal office of the PCAOB. All comments received will be posted without charge; we do 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 No. PCAOB-2013-02 and should be submitted on or before December 6, 2013.

By the Commission.

**Kevin M. O'Neill**,  
Deputy Secretary.

[FR Doc. 2013-27345 Filed 11-14-13; 8:45 am]

**BILLING CODE 8011-01-P**

### SECURITIES AND EXCHANGE COMMISSION

[Release Nos. 33-9476; 34-70847, File No. 265-28]

#### Dodd-Frank Investor Advisory Committee; Meeting

**AGENCY:** Securities and Exchange Commission.

**ACTION:** Notice of Meeting of Securities and Exchange Commission Dodd-Frank Investor Advisory Committee.

**SUMMARY:** The Securities and Exchange Commission Investor Advisory Committee, established pursuant to Section 911 of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, is providing notice that it will hold a public meeting on Friday, November 22, 2013, in Multi-Purpose Room LL-006 at the Commission's headquarters, 100 F Street NE., Washington, DC 20549. The meeting

will begin at 10:00 a.m. (EDT) and end at 4:30 p.m. and will be open to the public, except during portions of the meeting reserved for meetings of the Committee's subcommittees. The meeting will be webcast on the Commission's Web site at [www.sec.gov](http://www.sec.gov). Persons needing special accommodations to take part because of a disability should notify the contact person listed below. The public is invited to submit written statements to the Committee. The agenda for the meeting includes remarks from Commissioners, a recommendation of the Investor as Purchaser Subcommittee regarding a fiduciary duty standard for broker-dealers, a recommendation of the Investor as Purchaser Subcommittee regarding legislation to fund investment adviser examinations, selection of dates for future IAC meetings, and nonpublic subcommittee meetings.

**DATES:** Written statements should be received on or before November 22, 2013.

**ADDRESSES:** Written statements may be submitted by any of the following methods:

#### Electronic Statements

- Use the Commission's Internet submission form (<http://www.sec.gov/rules/other.shtml>); or
- Send an email message to [rules-comments@sec.gov](mailto:rules-comments@sec.gov). Please include File No. 265-28 on the subject line; or

#### Paper Statements

- Send paper statements 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 No. 265-28. This file number should be included on the subject line if email is used. To help us process and review your statement more efficiently, please use only one method.

Statements also will be available for Web site viewing and printing in the Commission's Public Reference Room, 100 F Street NE., Room 1580, Washington, DC 20549, on official business days between the hours of 10:00 a.m. and 3:00 p.m. All statements received will be posted without charge; we do not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly.

**FOR FURTHER INFORMATION CONTACT:** M. Owen Donley III, Chief Counsel, at (202) 551-6322, Office of Investor Education and Advocacy, Securities and Exchange Commission, 100 F Street NE., Washington, DC 20549.

Dated: November 12, 2013.

Elizabeth M. Murphy,  
Secretary.

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## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-70838; File No. SR-OCC-2013-19]

### Self-Regulatory Organizations; The Options Clearing Corporation; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Concerning an Amendment to the Amended and Restated Clearing and Services Agreement Between The Options Clearing Corporation and NYSE Liffe US LLC in Connection With NYSE Liffe US LLC's Transition to Electronic Vault Receipts

November 8, 2013.

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> notice is hereby given that, on October 29, 2013, The Options Clearing Corporation ("OCC") filed with the Securities and Exchange Commission ("Commission") the proposed rule change described in Items I, II and III below, which Items have been prepared primarily by OCC. OCC filed the proposed rule change pursuant to Section 19(b)(3)(A)(iii)<sup>3</sup> of the Act and Rule 19b-4(f)(4)(ii)<sup>4</sup> thereunder, so that the proposal was effective upon filing with the Commission. The Commission is publishing this notice to solicit comments on the rule change from interested parties.

#### I. Clearing Agency's Statement of the Terms of Substance of the Proposed Rule Change

OCC is proposing to execute an amendment ("Amendment") to the Amended and Restated Clearing and Services Agreement ("Clearing Agreement") between OCC and NYSE Liffe US LLC ("NYSE Liffe US") to make changes to the Clearing Agreement in connection with NYSE Liffe US' transition to electronic vault receipts, from physical vault receipts, to represent metals underlying physically-settled precious metal futures contracts ("Precious Metals Futures"). The Amendment makes certain clarifying and non-material technical changes to the Clearing Agreement.

#### II. Clearing Agency's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, OCC 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. OCC has prepared summaries, set forth in sections (A), (B), and (C) below, of the most significant aspects of these statements.

##### (A) Clearing Agency's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

###### 1. Purpose of the Proposed Rule Change

OCC provides clearance and settlement services to NYSE Liffe US pursuant to the Clearing Agreement. OCC and NYSE Liffe US have been working together on an initiative that will transition the vault receipts that represent metals underlying Precious Metals Futures to electronic vault receipts, instead of physical vault receipts ("Initiative").<sup>5</sup> The purpose of this rule filing is to amend the Clearing Agreement so that OCC and NYSE Liffe US may complete the Initiative and begin using electronic vault receipts.

In connection with the Initiative, NYSE Liffe US has entered into bailment agreements with five vaults that will provide depository and transfer services (each such agreement is hereinafter referred to as a "Bailment Agreement") for the electronic vault receipts of NYSE Liffe US members that trade Precious Metals Futures (who are also OCC clearing members). Each Bailment Agreement began as a "form" agreement, which was drafted collectively by NYSE Liffe US and OCC. NYSE Liffe US subsequently negotiated various terms of the form agreement with the five vaults and entered into executed Bailment Agreements with each vault. OCC has reviewed each Bailment Agreement and has determined that certain terms of the Bailment Agreement between NYSE Liffe US and Brink's, Incorporated and Brink's Global Services U.S.A., Inc. (collectively, "Brinks") differ from the form agreement (i.e., Default Cures, Transfer of Metals and Audits) more than the other Bailment Agreements and, therefore, the parties have agreed to limit the amount of electronic vault receipts held at Brinks to no more than \$5 million at this time. Accordingly,

OCC proposes to amend Section 6(c)(iv)(F) of the Clearing Agreement to reflect such limitation.

The Amendment will also make several other non-material technical changes to the Clearing Agreement, which include:

- An amendment to Section 6(c)(ii) of the Clearing Agreement that will clarify NYSE Liffe US' right to pursue disciplinary action against sellers of Precious Metals Futures that do not adhere to time frames set forth by NYSE Liffe US regarding the issuance of vault receipts;

- An amendment to Section 6(c)(v) of the Clearing Agreement to clarify that vault receipts with a registration date of the first day of the Transition period or later must be in electronic form, and vault receipts with a registration date before the first day of the Transition Period must be in paper form;

- A technical amendment to replace the reference to "Bailment Arrangement" in Section 26(a)(ii) of the Clearing Agreement with "Bailment Agreement;"

- Technical amendments to Schedules D and F of the Clearing Agreement to reflect an updated and current checklist and list of executed bailment arrangements; and

- A technical amendment to add a Schedule G to the Clearing Agreement, titled "Form of Declaration of Regularity (referred to as "Bailment Agreements" in the Clearing Agreement)."

###### 2. Statutory Basis for the Proposed Rule Change

OCC believes the proposed rule change is consistent with Section 17A(b)(3)(F) of the Act<sup>6</sup> and the rules and regulations thereunder, including Rule 17Ad-22,<sup>7</sup> because it is designed to permit OCC to perform clearance and settlement services for derivative products that are subject to the jurisdiction of the Commodity Futures Trading Commission (the "CFTC") without adversely affecting OCC's obligations with respect to the prompt and accurate clearance and settlement of securities transactions or the protection of securities investors and the public interest. The proposed rule change will permit OCC to make certain clarifying and technical amendments to its Clearing Agreement with NYSE Liffe US, a futures market. The proposed rule change is not inconsistent with any rules of OCC, including any rules proposed to be amended.

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

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

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

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

<sup>5</sup> See Securities Exchange Act Release No. 34-69595 (May 16, 2013), 78 FR 30364 (May 22, 2013) (SR-OCC-2013-06).

<sup>6</sup> 15 U.S.C. 78q-1(b)(3)(F).

<sup>7</sup> 17 CFR 240.17Ad-22.