

## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–72157; File No. SR–NYSEARCA–2014–52]

### Self-Regulatory Organizations; NYSE Arca, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Relating to Name Changes of Its Ultimate Parent, IntercontinentalExchange Group, Inc., and Its Indirect Parents, IntercontinentalExchange, Inc. and NYSE Euronext Holdings LLC

May 13, 2014.

Pursuant to Section 19(b)(1)<sup>1</sup> of the Securities Exchange Act of 1934 (the “Act”)<sup>2</sup> and Rule 19b–4 thereunder,<sup>3</sup> notice is hereby given that, on May 5, 2014, 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 Substance of the Proposed Rule Change

NYSE Arca., a New York corporation, registered national securities exchange and self-regulatory organization, is submitting this rule filing (the “Proposed Rule Change”) to the U.S. Securities and Exchange Commission (the “Commission”) in connection with the change in name of NYSE Arca’s ultimate parent entity, IntercontinentalExchange Group, Inc., a Delaware corporation (“ICE Group”), ICE Group’s direct subsidiary (and NYSE Arca’s indirect parent), IntercontinentalExchange, Inc., a Delaware corporation (“ICE Inc.”), and ICE Inc.’s direct subsidiary (and NYSE Arca’s indirect parent), NYSE Euronext Holdings LLC, a Delaware limited liability company (“NYX Holdings”). ICE Group intends to change its name to Intercontinental Exchange, Inc. ICE Inc. will change its name to Intercontinental Exchange Holdings, Inc. and NYX Holdings will change its name to NYSE Holdings LLC.

NYX Holdings owns 100% of the equity interest of NYSE Group, Inc., a Delaware corporation (“NYSE Group”), which in turn directly or indirectly owns (1) 100% of the equity interest of three registered national securities

exchanges and self-regulatory organizations (together, the “NYSE Exchanges”)—the New York Stock Exchange LLC (the “Exchange”), NYSE Arca and NYSE MKT LLC—and (2) 100% of the equity interest of NYSE Market (DE), Inc., NYSE Regulation, Inc., NYSE Arca L.L.C., NYSE Arca Equities, Inc. (“NYSE Arca Equities”) and NYSE Amex Options LLC. Each of the Exchange and NYSE MKT will be separately filing a proposed rule change in connection with the matters addressed herein that will be substantially the same as the Proposed Rule Change.

The Exchange, NYSE Arca proposes to amend the Rules of NYSE Arca Equities, as well as organizational documents of ICE Group, ICE Inc., NYX Holdings, NYSE Group, the NYSE Exchanges, rules of the Exchange and NYSE MKT, board independence policies of ICE Group and subsidiaries, and the Amended and Restated Trust Agreement by and among NYX Euronext, NYSE Group, and certain trustees, to reflect the name changes described above. The text of Exhibits 5A through 5O to the proposed rule change is available on the Exchange’s Web site at [www.nyse.com](http://www.nyse.com), at the principal office of the Exchange, and at the Commission’s Public Reference Room [sic].

#### 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 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

NYSE Arca is proposing, in connection with the corporate name change of its corporate parents, to amend the organizational documents of ICE Group, ICE Inc., NYX Holdings, the NYSE Exchanges, the rules of the Exchange, NYSE MKT and NYSE ARCA Equities, the board independence policies of ICE Group and subsidiaries, and the Amended and Restated Trust

Agreement by and among NYSE Euronext, NYSE Group, and certain trustees. Specifically,

- The Certificate of Amendment of ICE Group’s Certificate of Incorporation would remove the reference to “IntercontinentalExchange Group, Inc.”, and replace it with “Intercontinental Exchange, Inc.” (see Exhibit 5A)

- The Second Amended and Restated Bylaws of IntercontinentalExchange Group, Inc. would be amended to replace references to “IntercontinentalExchange Group, Inc.” with “Intercontinental Exchange, Inc.”; “IntercontinentalExchange, Inc.” will be replaced with “Intercontinental Exchange Holdings, Inc.”; “ICE Inc.” will be replaced with “ICE Holdings”; reference to “NYSE Euronext Holdings LLC” will be replaced with “NYSE Holdings LLC”, and reference to “NYX Holdings” will be replaced with “NYSE Holdings”. (see Exhibit 5B)

- The Independence Policy of the Board of Directors of IntercontinentalExchange Group, Inc. will be amended to remove reference to “IntercontinentalExchange Group, Inc.” and replace it with reference to “Intercontinental Exchange, Inc.” (see Exhibit 5C)

- The Fifth Amended and Restated Certificate of Incorporation and Second Amended and Restated Bylaws of IntercontinentalExchange, Inc. both would be amended to replace “IntercontinentalExchange, Inc.” with “Intercontinental Exchange Holdings, Inc.” References in these documents to “IntercontinentalExchange Group, Inc.” and “ICE Group” would be replaced with “Intercontinental Exchange, Inc.” and “ICE”, respectively. All references to “NYSE Euronext Holdings LLC” would be replaced with “NYSE Holdings LLC”. (see Exhibits 5D and 5E)

- The Certificate of Formation of NYSE Euronext Holdings LLC, as amended, would be further amended to change the name of the company to NYSE Holdings LLC. (see Exhibit F [sic])

- The Fourth Amended and Restated Limited Liability Company Agreement of NYSE Euronext Holdings LLC would be amended and restated to delete reference to “NYSE Euronext Holdings LLC” and replace it with “NYSE Holdings LLC”. All references in the Agreement to “IntercontinentalExchange Group, Inc.”, “IntercontinentalExchange, Inc.”, and “ICE Group” would be replaced with “Intercontinental Exchange, Inc.”, “Intercontinental Exchange Holdings, Inc.” and “ICE”, respectively. (see Exhibit 5G)

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

<sup>2</sup> 15 U.S.C. 78a.

<sup>3</sup> 17 CFR 240.19b–4.

- The Fifth Amended and Restated Operating Agreement of the Exchange, the Fourth Amended and Restated Operating Agreement of NYSE MKT LLC, the Third Amended and Restated Bylaws of NYSE Market (DE), Inc. and the Fifth Amended and Restated Bylaws of NYSE Regulation, Inc. would be amended to replace reference to “IntercontinentalExchange Group, Inc.” and “ICE Group” with “Intercontinental Exchange, Inc.” and “ICE” respectively. (see Exhibits 5H, 5I, 5J and 5K)

- The Rules of the Exchange and NYSE MKT would be amended to replace reference to “IntercontinentalExchange Group, Inc.”, “ICE Group”, “NYSE Euronext Holdings LLC” and “NYX Holdings” with “Intercontinental Exchange Group, Inc.” [sic], “ICE”, “NYSE Holdings LLC” and “NYSE Holdings”. In addition, the rules would be amended to include reference to Intercontinental Exchange Holdings, Inc.<sup>4</sup> (see Exhibits 5L and 5M)

- The Rules of NYSE ARCA Equities would be amended to delete reference to “IntercontinentalExchange Group, Inc.” and “ICE Group” and replace them with “Intercontinental Exchange, Inc.” and “ICE”, respectively. (see Exhibit 5N)

- The Independence Policy of the Board of Directors for each of New York Stock Exchange LLC, NYSE MKT LLC, NYSE Market (DE), Inc. and NYSE Regulation, Inc. would be amended to delete reference to

“IntercontinentalExchange Group, Inc.” and “ICE Group” and replace them with “Intercontinental Exchange, Inc.” and “ICE”, respectively. (see Exhibit 5O)

- The Amended and Restated Trust Agreement by and among NYSE Euronext, NYSE Group, Inc., and certain trustees, would be amended to reflect that NYSE Euronext Holdings LLC will be renamed “NYSE Holdings LLC”. The Trust Agreement also would be amended to delete the definition of “ICE Group” and replace it with a definition of “ICE”. (see Exhibit 5P)

- Resolutions of the board of directors of ICE Group authorizing the name changes are included as Exhibit 5Q.

None of the foregoing changes is substantive.

## 2. Statutory Basis

The Exchange believes that the Proposed Rule Change is consistent with Section 6(b) of the Securities Exchange Act of 1934 (the “Act”),<sup>5</sup> in general, and Section 6(b)(5) of the Act,<sup>6</sup> in particular, in that it is designed to

prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in facilitating transactions in securities, 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 name change at ICE Group will restore to the public company the name it used from inception until late 2013; the name change at ICE Inc. reduces the risk of confusing ICE Inc. with ICE Group; and the name change at NYX Holdings eliminates “Euronext” in anticipation of the announced plan to sell Euronext.

### 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. The Proposed Rule Change relates to internal name changes only.

### 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 from the date on which it was filed, or such shorter time as the Commission may designate, the proposed rule change has become effective pursuant to Section 19(b)(3)(A) of the Act<sup>7</sup> and Rule 19b-4(f)(6) thereunder.<sup>8</sup>

The Exchange has asked the Commission to waive the 30-day operative delay so that the proposal may become operative immediately upon filing. The Commission believes that waiving the 30-day operative delay is consistent with the protection of investors and the public interest as it

will enable the Exchange to implement a name change as soon as practicable after it is approved by the stockholders of ICE Group in connection with the acquisition of NYSE Euronext. For this reason, the Commission designates the proposed rule change to be operative upon filing.<sup>9</sup>

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 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](mailto:rule-comments@sec.gov). Please include File Number SR-NYSEARCA-2014-52 on the subject line.

### Paper Comments

- Send paper comments in triplicate to Secretary, Securities and Exchange Commission, 100 F Street NE., Washington, DC 20549-1090.
- All submissions should refer to File Number SR-NYSEARCA-2014-52. 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

<sup>9</sup>For purposes only of waiving the 30-day operative delay, the Commission has also considered the proposed rule’s impact on efficiency, competition, and capital formation. See 15 U.S.C. 78c(f).

<sup>4</sup> See NYSE MKT Rules 22 and 422, and NYSE Rules 22 and 422.

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

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

<sup>7</sup> 15 U.S.C. 78s(b)(3)(A).

<sup>8</sup> 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.

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, 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-NYSEARCA-2014-52 and should be submitted on or before June 9, 2014.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>10</sup>

**Kevin M. O'Neill,**

*Deputy Secretary.*

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## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-72159; File No. SR-NYSEARCA-2014-54]

### Self-Regulatory Organizations; NYSE Arca, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Deleting NYSE Arca Equities Rule 9.1(b) To Harmonize NYSE Arca's Rules With the Rules of Other Self-Regulatory Organizations Concerning Office Space Sharing

May 13, 2014.

Pursuant to Section 19(b)(1)<sup>1</sup> of the Securities Exchange Act of 1934 ("Act")<sup>2</sup> and Rule 19b-4 thereunder,<sup>3</sup> notice is hereby given that on May 1, 2014, NYSE Arca, Inc. (the "Exchange" or "NYSE Arca") 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 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 delete NYSE Arca Equities Rule 9.1(b) to

harmonize NYSE Arca's rules with the rules of other self-regulatory organizations ("SROs") concerning office space sharing. The text of the proposed rule change is available on the Exchange's Web site at [www.nyse.com](http://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 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 delete NYSE Arca Equities Rule 9.1(b) to harmonize NYSE Arca's rules with the rules of other SROs concerning office space sharing.

###### Background

On July 30, 2007, the Financial Industry Regulatory Authority Inc.'s ("FINRA") predecessors, the National Association of Securities Dealers, Inc. ("NASD"), and NYSE Regulation, Inc. ("NYSER"), consolidated their member firm regulation operations into a combined organization, FINRA. Pursuant to Rule 17d-2 under the Act, New York Stock Exchange, LLC ("NYSE"), NYSER and FINRA entered into an agreement (the "Agreement") to reduce regulatory duplication for their members by allocating to FINRA certain regulatory responsibilities for NYSE rules and rule interpretations ("FINRA Incorporated NYSE Rules"). NYSE MKT LLC ("NYSE MKT") became a party to the Agreement effective December 15, 2008.

As part of its effort to reduce regulatory duplication and relieve firms that are members of FINRA, NYSE and NYSE MKT of conflicting or unnecessary regulatory burdens, FINRA is now engaged in the process of reviewing and amending the NASD and FINRA Incorporated NYSE Rules in order to create a consolidated FINRA

rulebook.<sup>4</sup> FINRA recently harmonized NASD and FINRA Incorporated NYSE Rules and interpretations concerning supervision.<sup>5</sup> FINRA's supervisory rule changes will become effective on December 1, 2014.<sup>6</sup>

As part of this filing, FINRA deleted Incorporated NYSE Rule 343 and its interpretation. These provisions set forth certain pre-approval requirements for space sharing.<sup>7</sup> As part of the harmonization process, FINRA determined that a pre-approval process was no longer necessary and instead NASD's notice filing model would be utilized.

FINRA also recently amended the Uniform Branch Office Registration Form ("Form BR"), which is used by firms to register their branch offices with participating SROs and states via the Central Registration Depository.<sup>8</sup> Among other things, the amendments to Form BR eliminated Section 6, which incorporated space sharing arrangement questions relating to NYSE Rule 343. As such, FINRA accelerated the effective date for the deletion of Incorporated NYSE Rule 343 and the related interpretations to April 7, 2014, to correspond to the effective date of the revised Form BR.<sup>9</sup> Thus, there are no longer any pre-approval requirements

<sup>4</sup> FINRA's rulebook currently has three sets of rules: (1) NASD Rules, (2) FINRA Incorporated NYSE Rules, and (3) consolidated FINRA Rules. The FINRA Incorporated NYSE Rules apply only to those members of FINRA that are also members of the NYSE ("Dual Members"), while the consolidated FINRA Rules apply to all FINRA members. For more information about the FINRA rulebook consolidation process, see FINRA Information Notice, March 12, 2008.

<sup>5</sup> See Securities Exchange Act Release No. 71179 (December 23, 2013), 78 FR 79542 (December 30, 2013) (SR-FINRA-2013-025).

<sup>6</sup> See FINRA Regulatory Notice 14-10.

<sup>7</sup> NYSE Rule 343(a) provides that, unless otherwise permitted by the NYSE, an office or foreign incorporated branch of a member or member organization may not be occupied jointly with any other broker or dealer, investment advisor, or other person who conducts a securities or commodities business with the public. Certain types of office space arrangements that were deemed permissible are described in the rule. NYSE Rule 343(b) provides that members and member organizations may share office space with any person who is not a broker or dealer, an investment advisor, or who does not conduct a securities or commodities business with the public. NYSE Rule 343(c) also provides that, unless otherwise permitted by the NYSE, the main office of every member organization must remain open for business on every full business day during the trading hours on the NYSE. Supplementary Material 343.10 provides additional guidance relating to office space arrangements. The related NYSE Rule 343 Interpretation provides additional guidance relating to space sharing.

<sup>8</sup> See Securities Exchange Act Release No. 71626 (February 27, 2014), 79 FR 12547 (March 5, 2014) (SR-FINRA-2013-051).

<sup>9</sup> See FINRA Regulatory Notice 14-11.

<sup>10</sup> 17 CFR 200.30-3(a)(12).

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

<sup>2</sup> 15 U.S.C. 78a.

<sup>3</sup> 17 CFR 240.19b-4.