

## SECURITIES AND EXCHANGE COMMISSION

### Sunshine Act Meeting

Notice is hereby given, pursuant to the provisions of the Government in the Sunshine Act, Public Law 94-409, that the Securities and Exchange Commission will hold a Closed Meeting on Tuesday, January 20, 2015 at 10 a.m.

Commissioners, Counsel to the Commissioners, the Secretary to the Commission, and recording secretaries will attend the Closed Meeting. Certain staff members who have an interest in the matters also may be present.

The General Counsel of the Commission, or her designee, has certified that, in her opinion, one or more of the exemptions set forth in 5 U.S.C. 552b(c)(3), (5), (7), 9(B) and (10) and 17 CFR 200.402(a)(3), (5), (7), (9)(ii) and (10), permit consideration of the scheduled matter at the Closed Meeting.

Commissioner Stein, as duty officer, voted to consider the items listed for the Closed Meeting in closed session, and determined that no earlier notice thereof was possible.

The subject matter of the Closed Meeting will be: Institution and settlement of an administrative proceeding.

At times, changes in Commission priorities require alterations in the scheduling of meeting items.

For further information and to ascertain what, if any, matters have been added, deleted or postponed, please contact the Office of the Secretary at (202) 551-5400.

Dated: January 15, 2015.

**Brent J. Fields,**  
Secretary.

[FR Doc. 2015-00925 Filed 1-16-15; 11:15 am]

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## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-74057/January 15, 2015]

### Order Making Fiscal Year 2015 Annual Adjustments to Transaction Fee Rates

#### I. Background

Section 31 of the Securities Exchange Act of 1934 (“Exchange Act”) requires each national securities exchange and national securities association to pay transaction fees to the Commission.<sup>1</sup> Specifically, Section 31(b) requires each national securities exchange to pay to the Commission fees based on the aggregate dollar amount of sales of

certain securities (“covered sales”) transacted on the exchange.<sup>2</sup> Section 31(c) requires each national securities association to pay to the Commission fees based on the aggregate dollar amount of covered sales transacted by or through any member of the association other than on an exchange.<sup>3</sup>

Section 31 of the Exchange Act requires the Commission to annually adjust the fee rates applicable under Sections 31(b) and (c) to a uniform adjusted rate.<sup>4</sup> Specifically, the Commission must adjust the fee rates to a uniform adjusted rate that is reasonably likely to produce aggregate fee collections (including assessments on security futures transactions) equal to the regular appropriation to the Commission for the applicable fiscal year.<sup>5</sup>

The Commission is required to publish notice of the new fee rates under Section 31 not later than 30 days after the date on which an Act making a regular appropriation for the applicable fiscal year is enacted.<sup>6</sup> On December 16, 2014, the President signed the Consolidated and Further Continuing Appropriations Act, 2015, providing \$1,500,000,000 in funds to the SEC for fiscal year 2015.

#### II. Fiscal Year 2015 Annual Adjustment to the Fee Rate

The new fee rate is determined by (1) subtracting the sum of fees estimated to be collected prior to the effective date of the new fee rate<sup>7</sup> and estimated assessments on security futures transactions to be collected under Section 31(d) of the Exchange Act for all

<sup>2</sup> 15 U.S.C. 78ee(b).

<sup>3</sup> 15 U.S.C. 78ee(c).

<sup>4</sup> In some circumstances, the SEC also must make a mid-year adjustment to the fee rates applicable under Sections 31(b) and (c).

<sup>5</sup> 15 U.S.C. 78ee(j)(1) (the Commission must adjust the rates under Sections 31(b) and (c) to a “uniform adjusted rate that, when applied to the baseline estimate of the aggregate dollar amount of sales for such fiscal year, is reasonably likely to produce aggregate fee collections under [Section 31] (including assessments collected under [Section 31(d)]) that are equal to the regular appropriation to the Commission by Congress for such fiscal year.”).

<sup>6</sup> 15 U.S.C. 78ee(g).

<sup>7</sup> The sum of fees to be collected prior to the effective date of the new fee rate is determined by applying the current fee rate to the dollar amount of covered sales prior to the effective date of the new fee rate. The exchanges and FINRA have provided data on the dollar amount of covered sales through November 30, 2014. To calculate the dollar amount of covered sales from that date to the effective date of the new fee rate, the Division is using the same methodology it developed in consultation with the Congressional Budget Office (“CBO”) and the Office of Management and Budget (“OMB”) to estimate the dollar amount of covered sales in prior fiscal years. An explanation of the methodology appears in Appendix A.

of fiscal year 2015<sup>8</sup> from an amount equal to the regular appropriation to the Commission for fiscal year 2015, and (2) dividing the difference by the estimated aggregate dollar amount of sales for the remainder of the fiscal year following the effective date of the new fee rate.

The regular appropriation to the Commission for fiscal year 2015 is \$1,500,000,000. The Commission estimates that it will collect \$614,005,586 in fees for the period prior to the effective date of the new fee rate and \$58,863 in assessments on round turn transactions in security futures products during all of fiscal year 2015.<sup>9</sup> Using a methodology for estimating the aggregate dollar amount of sales for the remainder of fiscal year 2015 (developed after consultation with the CBO and OMB), the Commission estimates that the aggregate dollar amount of covered sales for the remainder of fiscal year 2015 to be \$48,121,838,283,138.

As described above, the uniform adjusted rate is computed by dividing the residual fees to be collected of \$885,935,551 by the estimate of the aggregate dollar amount of covered sales for the remainder of fiscal year 2015 of \$48,121,838,283,138. This results in a uniform adjusted rate for fiscal year 2015 of \$18.40 per million.<sup>10</sup>

#### III. Effective Date of the Uniform Adjusted Rate

Under Section 31(j)(4)(A) of the Exchange Act, the fiscal year 2015 annual adjustments to the fee rates applicable under Sections 31(b) and (c) of the Exchange Act shall take effect on the later of October 1, 2014, or 60 days after the date on which a regular appropriation to the Commission for fiscal year 2015 is enacted.<sup>11</sup> The regular appropriation to the Commission for fiscal year 2015 was enacted on December 16, 2014, and accordingly, the new fee rates applicable under Sections 31(b) and (c) of the Exchange Act will take effect on February 14, 2015.

<sup>8</sup> The Division is using the same methodology it has used previously to estimate assessments on security futures transactions to be collected in fiscal year 2015. An explanation of the methodology appears in Appendix A.

<sup>9</sup> The estimate of fees to be collected prior to the effective date of the new fee rate is determined by applying the current fee rate to the dollar amount of covered sales prior to the effective date of the new fee rate.

<sup>10</sup> Appendix A shows the purely arithmetic process of calculating the fiscal year 2015 annual adjustment. The appendix also includes the data used by the Commission in making this adjustment.

<sup>11</sup> 15 U.S.C. 78ee(j)(4)(A).

<sup>1</sup> 15 U.S.C. 78ee.

#### IV. Conclusion

Accordingly, pursuant to Section 31 of the Exchange Act,

*It is hereby ordered* that the fee rates applicable under Sections 31(b) and (c) of the Exchange Act shall be \$18.40 per \$1,000,000 effective on February 14, 2015.

By the Commission.

**Brent J. Fields,**  
Secretary.

#### Appendix A

This appendix provides the formula for determining the annual adjustment to the fee rates applicable under Sections 31(b) and (c) of the Exchange Act for fiscal year 2015. Section 31 of the Exchange Act requires the fee rates to be adjusted so that it is reasonably likely that the Commission will collect aggregate fees equal to its regular appropriation for fiscal year 2015.

To make the adjustment, the Commission must project the aggregate dollar amount of covered sales of securities on the securities exchanges and certain over-the-counter markets over the course of the year. The fee rate equals the ratio of the Commission's regular appropriation for fiscal year 2015 (less the sum of fees to be collected during fiscal year 2015 prior to the effective date of the new fee rate and aggregate assessments on security futures transactions during all of fiscal year 2015) to the estimated aggregate dollar amount of covered sales for the remainder of the fiscal year following the effective date of the new fee rate.

For 2015, the Commission has estimated the aggregate dollar amount of covered sales by projecting forward the trend established in the previous decade. More specifically, the dollar amount of covered sales was forecasted for months subsequent to November 2014, the last month for which the Commission has data on the dollar volume of covered sales.<sup>12</sup>

The following sections describe this process in detail.

#### A. Baseline Estimate of the Aggregate Dollar Amount of Covered Sales for Fiscal Year 2015.

First, calculate the average daily dollar amount of covered sales (ADS) for each month in the sample (November 2004–November 2014). The monthly total dollar amount of covered sales (exchange plus certain over-the-counter markets) is presented in column C of Table A.

Next, calculate the change in the natural logarithm of ADS from month to month. The average monthly percentage growth of ADS over the entire sample is 0.0068 and the standard deviation is 0.123. Assuming the monthly percentage change in ADS follows a random walk, calculating the expected monthly percentage growth rate for the full sample is straightforward. The expected monthly percentage growth rate of ADS is 1.44%.

Now, use the expected monthly percentage growth rate to forecast total dollar volume. For example, one can use the ADS for November 2014 (\$276,290,217,978) to forecast ADS for December 2014 (\$280,278,562,848 = \$276,290,217,978 × 1.0144).<sup>13</sup> Multiply by the number of trading days in December 2014 (22) to obtain a forecast of the total dollar volume for the month (\$6,166,128,382,663). Repeat the method to generate forecasts for subsequent months.

The forecasts for total dollar volume of covered sales are in column G of Table A. The following is a more formal (mathematical) description of the procedure:

1. Divide each month's total dollar volume (column C) by the number of trading days in that month (column B) to obtain the average daily dollar volume (ADS, column D).

2. For each month  $t$ , calculate the change in ADS from the previous month as  $\Delta_t = \log(\text{ADS}_t / \text{ADS}_{t-1})$ , where  $\log(x)$  denotes the natural logarithm of  $x$ .

3. Calculate the mean and standard deviation of the series  $\{\Delta_1, \Delta_2, \dots, \Delta_{120}\}$ . These are given by  $\mu = 0.0068$  and  $\sigma = 0.123$ , respectively.

4. Assume that the natural logarithm of ADS follows a random walk, so that  $\Delta_s$  and

$\Delta_t$  are statistically independent for any two months  $s$  and  $t$ .

5. Under the assumption that  $\Delta_t$  is normally distributed, the expected value of  $\text{ADS}_t / \text{ADS}_{t-1}$  is given by  $\exp(\mu + \sigma^2/2)$ , or on average  $\text{ADS}_t = 1.0144 \times \text{ADS}_{t-1}$ .

6. For December 2014, this gives a forecast  $\text{ADS}$  of  $1.0144 \times \$276,290,217,978 = \$280,278,562,848$ . Multiply this figure by the 22 trading days in December 2014 to obtain a total dollar volume forecast of \$6,166,128,382,663.

7. For January 2015, multiply the December 2014 ADS forecast by 1.0144 to obtain a forecast ADS of \$284,324,480,857. Multiply this figure by the 20 trading days in January 2015 to obtain a total dollar volume forecast of \$5,686,489,617,137.

8. Repeat this procedure for subsequent months.

#### B. Using the Forecasts From A To Calculate the New Fee Rate

1. Use Table A to estimate fees collected for the period 10/1/14 through 2/13/15. The projected aggregate dollar amount of covered sales for this period is \$27,783,058,208,169. Actual and projected fee collections at the current fee rate of 0.0000221 are \$614,005,586.

2. Estimate the amount of assessments on security futures products collected from 10/1/14 through 9/30/15 to be \$58,863 by projecting a 1.44% monthly increase from a base of \$4,707 in November 2014.

3. Subtract the amounts \$614,005,586 and \$58,863 from the target offsetting collection amount set by Congress of \$1,500,000,000 leaving \$885,935,551 to be collected on dollar volume for the period 2/14/15 through 9/30/15.

4. Use Table A to estimate dollar volume for the period 2/14/15 through 9/30/15. The estimate is \$48,121,838,283,138. Finally, compute the fee rate required to produce the additional \$885,935,551 in revenue. This rate is \$885,935,551 divided by \$48,121,838,283,138 or 0.00001841026.

5. Round the result to the seventh decimal point, yielding a rate of .0000184 (or \$18.40 per million).

**Table A. Baseline estimate of the aggregate dollar amount of sales.**

Fee rate calculation.	
a. Baseline estimate of the aggregate dollar amount of sales, 10/01/2014 to 01/31/2015 (\$Millions)	24,898,770
b. Baseline estimate of the aggregate dollar amount of sales, 02/01/2015 to 02/13/2015 (\$Millions)	2,884,288
c. Baseline estimate of the aggregate dollar amount of sales, 02/14/2015 to 02/28/2015 (\$Millions)	2,595,859
d. Baseline estimate of the aggregate dollar amount of sales, 03/01/2015 to 09/30/2015 (\$Millions)	45,525,979
e. Estimated collections in assessments on security futures products in fiscal year 2015 (\$Millions)	0.059
f. Implied fee rate (((\$1,500,000,000 - \$22.10*(a+b) - e) / (c+d))	\$18.40

#### Data

<sup>12</sup> To determine the availability of data, the Commission compares the date of the appropriation with the date the transaction data are due from the exchanges (10 business days after the end of the month). If the business day following the date of the appropriation is equal to or subsequent to the date

the data are due from the exchanges, the Commission uses these data. The appropriation was signed on December 16, 2014. The first business day after this date was December 17, 2014. Data for November were due from the exchanges on December 12. So the Commission used November

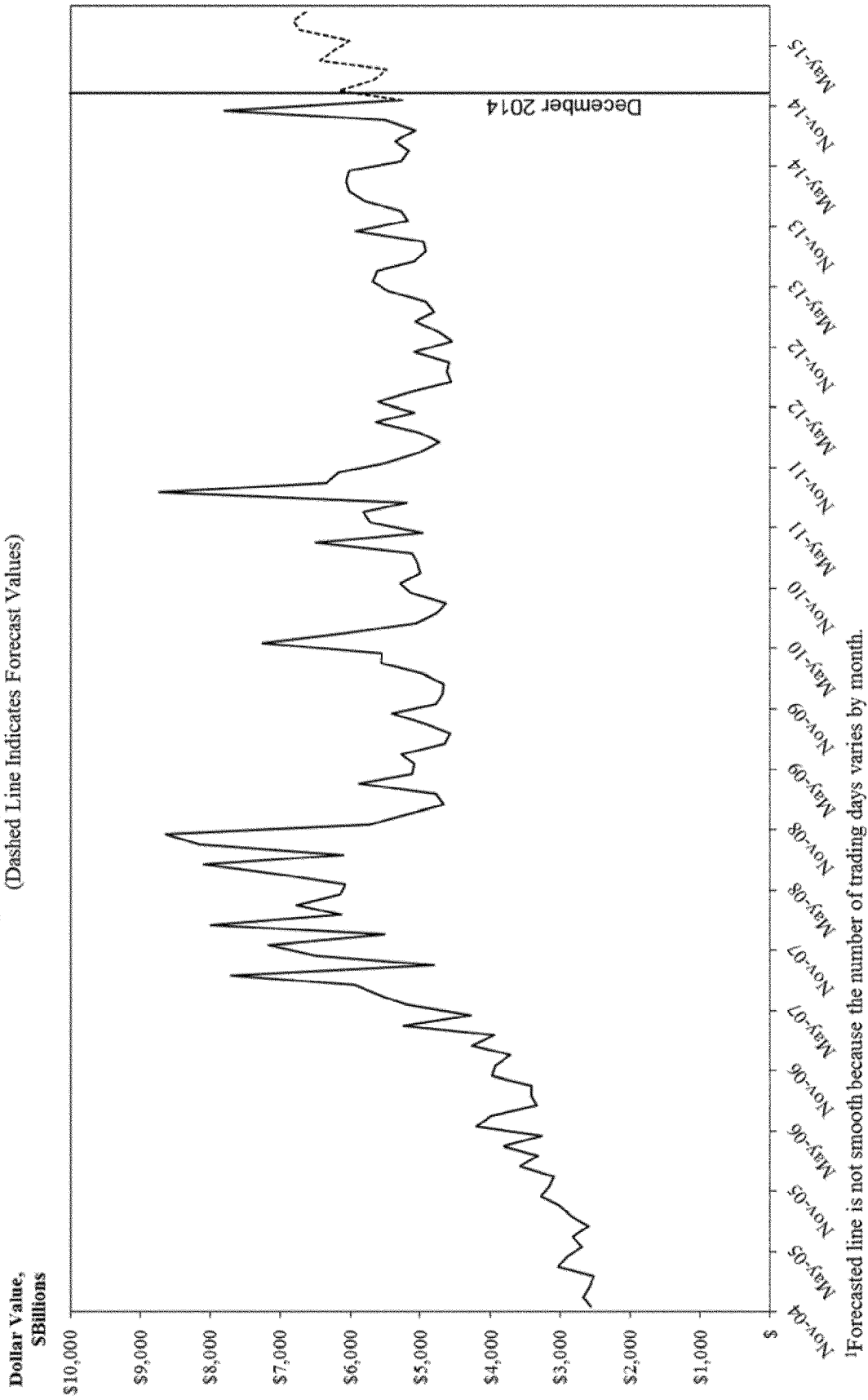
2014 and earlier data to forecast volume for December 2014 and later months.

<sup>13</sup> The value 1.0144 has been rounded. All computations are done with the unrounded value.

Month	Number of trading days in month	Total dollar amount of sales	Average daily dollar amount of sales (ADS)	Change in natural logarithm of ADS	Forecast ADS	Forecast total dollar amount of sales
(A)	(B)	(C)	(D)	(E)	(F)	(G)
Nov-04	21	2,577,513,374,160	122,738,732,103	-		
Dec-04	22	2,673,532,981,863	121,524,226,448	-0.010		
Jan-05	20	2,581,847,200,448	129,092,360,022	0.060		
Feb-05	19	2,532,202,408,589	133,273,810,978	0.032		
Mar-05	22	3,030,474,897,226	137,748,858,965	0.033		
Apr-05	21	2,906,386,944,434	138,399,378,306	0.005		
May-05	21	2,697,414,503,460	128,448,309,689	-0.075		
Jun-05	22	2,825,962,273,624	128,452,830,619	0.000		
Jul-05	20	2,604,021,263,875	130,201,063,194	0.014		
Aug-05	23	2,846,115,585,965	123,744,155,912	-0.051		
Sep-05	21	3,009,640,645,370	143,316,221,208	0.147		
Oct-05	21	3,279,847,331,057	156,183,206,241	0.086		
Nov-05	21	3,163,453,821,548	150,640,658,169	-0.036		
Dec-05	21	3,090,212,715,561	147,152,986,455	-0.023		
Jan-06	20	3,573,372,724,766	178,668,636,238	0.194		
Feb-06	19	3,314,259,849,456	174,434,728,919	-0.024		
Mar-06	23	3,807,974,821,564	165,564,122,677	-0.052		
Apr-06	19	3,257,478,138,851	171,446,217,834	0.035		
May-06	22	4,206,447,844,451	191,202,174,748	0.109		
Jun-06	22	3,995,113,357,316	181,596,061,696	-0.052		
Jul-06	20	3,339,658,009,357	166,982,900,468	-0.084		
Aug-06	23	3,410,187,280,845	148,269,012,211	-0.119		
Sep-06	20	3,407,409,863,673	170,370,493,184	0.139		
Oct-06	22	3,980,070,216,912	180,912,282,587	0.060		
Nov-06	21	3,933,474,986,969	187,308,332,713	0.035		
Dec-06	20	3,715,146,848,695	185,757,342,435	-0.008		
Jan-07	20	4,263,986,570,973	213,199,328,549	0.138		
Feb-07	19	3,946,799,860,532	207,726,308,449	-0.026		
Mar-07	22	5,245,051,744,090	238,411,442,913	0.138		
Apr-07	20	4,274,665,072,437	213,733,253,622	-0.109		
May-07	22	5,172,568,357,522	235,116,743,524	0.095		
Jun-07	21	5,586,337,010,802	266,016,048,133	0.123		
Jul-07	21	5,938,330,480,139	282,777,641,911	0.061		
Aug-07	23	7,713,644,229,032	335,375,836,045	0.171		
Sep-07	19	4,805,676,596,099	252,930,347,163	-0.282		
Oct-07	23	6,499,651,716,225	282,593,552,879	0.111		
Nov-07	21	7,176,290,763,989	341,728,131,619	0.190		
Dec-07	20	5,512,903,594,564	275,645,179,728	-0.215		
Jan-08	21	7,997,242,071,529	380,821,051,025	0.323		
Feb-08	20	6,139,080,448,887	306,954,022,444	-0.216		
Mar-08	20	6,767,852,332,381	338,392,616,619	0.098		
Apr-08	22	6,150,017,772,735	279,546,262,397	-0.191		
May-08	21	6,080,169,766,807	289,531,893,657	0.035		
Jun-08	21	6,962,199,302,412	331,533,300,115	0.135		
Jul-08	22	8,104,256,787,805	368,375,308,537	0.105		
Aug-08	21	6,106,057,711,009	290,764,652,905	-0.237		
Sep-08	21	8,156,991,919,103	388,428,186,624	0.290		
Oct-08	23	8,644,538,213,244	375,849,487,532	-0.033		
Nov-08	19	5,727,998,341,833	301,473,596,939	-0.221		
Dec-08	22	5,176,041,317,640	235,274,605,347	-0.248		
Jan-09	20	4,670,249,433,806	233,512,471,690	-0.008		
Feb-09	19	4,771,470,184,048	251,130,009,687	0.073		
Mar-09	22	5,885,594,284,780	267,527,012,945	0.063		
Apr-09	21	5,123,665,205,517	243,984,057,406	-0.092		
May-09	20	5,086,717,129,965	254,335,856,498	0.042		
Jun-09	22	5,271,742,782,609	239,624,671,937	-0.060		
Jul-09	22	4,659,599,245,583	211,799,965,708	-0.123		
Aug-09	21	4,582,102,295,783	218,195,347,418	0.030		
Sep-09	21	4,929,155,364,888	234,721,684,042	0.073		
Oct-09	22	5,410,025,301,030	245,910,240,956	0.047		
Nov-09	20	4,770,928,103,032	238,546,405,152	-0.030		
Dec-09	22	4,688,555,303,171	213,116,150,144	-0.113		
Jan-10	19	4,661,793,708,648	245,357,563,613	0.141		
Feb-10	19	4,969,848,578,023	261,570,977,791	0.064		
Mar-10	23	5,563,529,823,621	241,892,601,027	-0.078		
Apr-10	21	5,546,445,874,917	264,116,470,234	0.088		
May-10	20	7,260,430,376,294	363,021,518,815	0.318		
Jun-10	22	6,124,776,349,285	278,398,924,967	-0.265		
Jul-10	21	5,058,242,097,334	240,868,671,302	-0.145		
Aug-10	22	4,765,828,263,463	216,628,557,430	-0.106		

Month	Number of trading days in month	Total dollar amount of sales	Average daily dollar amount of sales (ADS)	Change in natural logarithm of ADS	Forecast ADS	Forecast total dollar amount of sales
(A)	(B)	(C)	(D)	(E)	(F)	(G)
Sep-10	21	4,640,722,344,586	220,986,778,314	0.020		
Oct-10	21	5,138,411,712,272	244,686,272,013	0.102		
Nov-10	21	5,279,700,881,901	251,414,327,710	0.027		
Dec-10	22	4,998,574,681,208	227,207,940,055	-0.101		
Jan-11	20	5,043,391,121,345	252,169,556,067	0.104		
Feb-11	19	5,114,631,590,581	269,191,136,346	0.065		
Mar-11	23	6,499,355,385,307	282,580,668,926	0.049		
Apr-11	20	4,975,954,868,765	248,797,743,438	-0.127		
May-11	21	5,717,905,621,053	272,281,220,050	0.090		
Jun-11	22	5,820,079,494,414	264,549,067,928	-0.029		
Jul-11	20	5,189,681,899,635	259,484,094,982	-0.019		
Aug-11	23	8,720,566,877,109	379,155,081,613	0.379		
Sep-11	21	6,343,578,147,811	302,075,149,896	-0.227		
Oct-11	21	6,163,272,963,688	293,489,188,747	-0.029		
Nov-11	21	5,493,906,473,584	261,614,593,980	-0.115		
Dec-11	21	5,017,867,255,600	238,946,059,790	-0.091		
Jan-12	20	4,726,522,206,487	236,326,110,324	-0.011		
Feb-12	20	5,011,862,514,132	250,593,125,707	0.059		
Mar-12	22	5,638,847,967,025	256,311,271,228	0.023		
Apr-12	20	5,084,239,396,560	254,211,969,828	-0.008		
May-12	22	5,611,638,053,374	255,074,456,972	0.003		
Jun-12	21	5,121,896,896,362	243,899,852,208	-0.045		
Jul-12	21	4,567,519,314,374	217,500,919,732	-0.115		
Aug-12	23	4,621,597,884,730	200,939,038,467	-0.079		
Sep-12	19	4,598,499,962,682	242,026,313,825	0.186		
Oct-12	21	5,095,175,588,310	242,627,408,967	0.002		
Nov-12	21	4,547,882,974,292	216,565,855,919	-0.114		
Dec-12	20	4,744,922,754,360	237,246,137,718	0.091		
Jan-13	21	5,079,603,817,496	241,885,896,071	0.019		
Feb-13	19	4,800,663,527,089	252,666,501,426	0.044		
Mar-13	20	4,917,701,839,870	245,885,091,993	-0.027		
Apr-13	22	5,451,358,637,079	247,789,028,958	0.008		
May-13	22	5,681,788,831,869	258,263,128,721	0.041		
Jun-13	20	5,623,545,462,226	281,177,273,111	0.085		
Jul-13	22	5,083,861,509,754	231,084,614,080	-0.196		
Aug-13	22	4,925,611,193,095	223,891,417,868	-0.032		
Sep-13	20	4,959,197,626,713	247,959,881,336	0.102		
Oct-13	23	5,928,804,028,970	257,774,088,216	0.039		
Nov-13	20	5,182,024,612,049	259,101,230,602	0.005		
Dec-13	21	5,265,282,994,173	250,727,761,627	-0.033		
Jan-14	21	5,808,700,114,288	276,604,767,347	0.098		
Feb-14	19	6,018,926,931,054	316,785,627,950	0.136		
Mar-14	21	6,068,617,342,988	288,981,778,238	-0.092		
Apr-14	21	6,013,948,953,528	286,378,521,597	-0.009		
May-14	21	5,265,594,447,318	250,742,592,729	-0.133		
Jun-14	21	5,159,506,989,669	245,690,809,032	-0.020		
Jul-14	22	5,364,099,567,460	243,822,707,612	-0.008		
Aug-14	21	5,075,332,147,677	241,682,483,223	-0.009		
Sep-14	21	5,507,943,363,243	262,283,017,297	0.082		
Oct-14	23	7,796,638,035,879	338,984,262,430	0.257		
Nov-14	19	5,249,514,141,576	276,290,217,978	-0.205		
Dec-14	22				280,278,562,848	6,166,128,382,663
Jan-15	20				284,324,480,857	5,686,489,617,137
Feb-15	19				288,428,803,091	5,480,147,258,736
Mar-15	22				292,592,372,637	6,437,032,198,017
Apr-15	21				296,816,044,750	6,233,136,939,740
May-15	20				301,100,687,030	6,022,013,740,599
Jun-15	22				305,447,179,604	6,719,837,951,283
Jul-15	22				309,856,415,301	6,816,841,136,632
Aug-15	21				314,329,299,842	6,600,915,296,676
Sep-15	21				318,866,752,018	6,696,201,792,368

**Figure A.**  
Aggregate Dollar Amount of Sales Subject to Exchange Act Sections 31(b) and 31(c)<sup>1</sup>  
Methodology Developed in Consultation With OMB and CBO  
(Dashed Line Indicates Forecast Values)



<sup>1</sup>Forecasted line is not smooth because the number of trading days varies by month.

[FR Doc. 2015-00858 Filed 1-20-15; 8:45 am]

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**SECURITIES AND EXCHANGE COMMISSION**

[Release No. 34-74051; File No. SR-NYSE-2014-59]

**Self-Regulatory Organizations; New York Stock Exchange LLC; Notice of Designation of a Longer Period for Commission Action on a Proposed Rule Change Amending Rule 13 and Related Rules Governing Order Types and Modifiers, as Modified by Partial Amendment No. 1**

January 14, 2015.

On November 14, 2014, New York Stock Exchange LLC (“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 Exchange Rule 13 and other Exchange rules governing order types and order modifiers. The proposed rule change was published in the **Federal Register** on December 4, 2014.<sup>3</sup> On December 22, 2014, the Exchange submitted Partial Amendment No. 1 to the Commission and filed the Partial Amendment No. 1 to the public comment file.<sup>4</sup> The Commission has received no other comment on the proposal.

Section 19(b)(2) of the Act<sup>5</sup> provides that, within 45 days of the publication of the notice of the filing of a proposed rule change, or within such longer period up to 90 days as the Commission may designate if it finds such longer period to be appropriate and publishes its reasons for so finding or as to which the self-regulatory organization consents, the Commission shall either approve the proposed rule change, disapprove the proposed rule change, or institute proceedings to determine whether the proposed rule change should be disapproved. The Commission is extending this 45-day time period.

The Commission finds that it is appropriate to designate a longer period within which to take action on the proposed rule change so that it has sufficient time to consider the proposed

rule change, as modified by Partial Amendment No. 1. Accordingly, the Commission, pursuant to Section 19(b)(2) of the Act,<sup>6</sup> designates March 4, 2015, as the date by which the Commission should either approve or disapprove or institute proceedings to determine whether to disapprove the proposed rule change (File Number SR-NYSE-2014-59).

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>7</sup>

Brent J. Fields,

Secretary.

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**SECURITIES AND EXCHANGE COMMISSION**

[Release No. 34-74049; File No. SR-FINRA-2015-001]

**Self-Regulatory Organizations; Financial Industry Regulatory Authority, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Extend the Expiration Date of FINRA Rule 0180 (Application of Rules to Security-Based Swaps)**

January 14, 2015.

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 January 7, 2015, Financial Industry Regulatory Authority, Inc. (“FINRA”) filed with the Securities and Exchange Commission (“SEC” or “Commission”) the proposed rule change as described in Items I, II, and III below, which Items have been prepared by FINRA. FINRA 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**

FINRA is proposing to extend the expiration date of FINRA Rule 0180 (Application of Rules to Security-Based Swaps) to February 11, 2016. FINRA Rule 0180 temporarily limits, with certain exceptions, the application of

FINRA rules with respect to security-based swaps.

The text of the proposed rule change is available on FINRA’s Web site at <http://www.finra.org>, at the principal office of FINRA 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, FINRA 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. FINRA 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**

On July 1, 2011, the SEC issued an Order granting temporary exemptive relief (the “Temporary Exemptions”) from compliance with certain provisions of the Exchange Act in connection with the revision, pursuant to Title VII of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”),<sup>4</sup> of the Exchange Act definition of “security” to encompass security-based swaps.<sup>5</sup> Consistent with the Commission’s action, on July 8, 2011, FINRA filed for immediate effectiveness FINRA Rule 0180,<sup>6</sup> which, with certain exceptions, is intended to temporarily limit the

<sup>4</sup> Public Law 111-203, 124 Stat. 1376 (2010).

<sup>5</sup> See Securities Exchange Act Release No. 64795 (July 1, 2011), 76 FR 39927 (July 7, 2011) (Order Granting Temporary Exemptions Under the Securities Exchange Act of 1934 in Connection With the Pending Revision of the Definition of “Security” To Encompass Security-Based Swaps, and Request for Comment) (the “Exemptive Release”). The term “security-based swap” is defined in Section 761 of the Dodd-Frank Act. See also Securities Exchange Act Release No. 67453 (July 18, 2012), 77 FR 48207 (August 13, 2012) (Further Definition of “Swap,” “Security-Based Swap,” and “Security-Based Swap Agreement”; Mixed Swaps; Security-Based Swap Agreement Recordkeeping).

<sup>6</sup> See Securities Exchange Act Release No. 64884 (July 14, 2011), 76 FR 42755 (July 19, 2011) (Notice of Filing and Immediate Effectiveness of Proposed Rule Change; File No. SR-FINRA-2011-033) (“FINRA Rule 0180 Notice of Filing”). See also Securities Exchange Act Release No. 71287 (January 10, 2014), 79 FR 2924 (January 16, 2014) (Notice of Filing and Immediate Effectiveness of Proposed Rule Change; File No. SR-FINRA-2014-001) (extending the expiration date of FINRA Rule 0180 to February 11, 2015).

<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. 73703 (December 4, 2014), 79 FR 72039.<sup>4</sup> See letter from Martha Redding, Chief Counsel, New York Stock Exchange, to Kevin M. O’Neill, Deputy Secretary, Commission, dated December 22, 2014.<sup>5</sup> 15 U.S.C. 78s(b)(2).<sup>6</sup> *Id.*<sup>7</sup> 17 CFR 200.30-3(a)(31).<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).