For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[10]

Brent J. Fields,

Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–74209; File No. SR–NYSEMKT–2015–09]

Self-Regulatory Organizations; NYSE MKT LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Part 8 of the NYSE MKT Company Guide to (i) Require the Chief Executive Officers of Listed Companies to Provide Annual Certification with Respect to the Company's Compliance with the Requirements of Part 8 of the Company Guide, (ii) Require Listed Companies to Submit Annual and Interim Written Affirmations, and (iii) Make Certain Other Clarifying Changes

February 5, 2015.

Pursuant to Section 19(b)(1)[1] of the Securities Exchange Act of 1934 (the ''Act'')[2] and Rule 19b–4 thereunder,[3] notice is hereby given that on February 3, 2015, NYSE MKT LLC (the ''Exchange'' or ''NYSE MKT'') 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

The Exchange proposes to amend Part 8 of the NYSE MKT Company Guide (the ''Company Guide'') to (i) require the chief executive officers (each, a ''CEO'') of listed companies to provide annual certification with respect to the company's compliance with the requirements of Part 8 of the Company Guide, (ii) require listed companies to submit annual and interim written affirmations, and (iii) make certain other clarifying changes. The text of the proposed rule change is available on the Exchange's Web site at *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

NYSE MKT proposes to amend Part 8 of the Company Guide to (i) require the CEOs of listed companies to provide annual certification with respect to the company's compliance with the requirements of Part 8 of the Company Guide, (ii) require listed companies to submit annual and interim written affirmations, and (iii) make certain other clarifying changes. Part 8 of the Company Guide sets forth the Exchange's requirements with respect to listed company corporate governance, including majority board independence, independence requirements for audit committee and compensation committee members, and that executive compensation and director nominations must be under the jurisdiction of fully independent compensation and nominating committees or be determined by a majority of the independent directors acting as a group.

The Exchange proposes to add a new Section 810(a) to Part 8 of the Company Guide that would require each listed company CEO, subject to certain exceptions discussed below, to certify to the Exchange each year that he or she is not aware of any violation by the listed company of the NYSE MKT corporate governance listing standards set forth in Part 8 of the Company Guide, qualifying the certification to the extent necessary to reflect any violations of which the CEO is aware. A blank copy of the CEO certification form required by Section 810(a) will be posted on the Exchange's Web site.

The Exchange proposes to add a new Section 810(b) to Part 8 of the Company Guide that would require each listed company CEO to promptly notify the Exchange in writing after any executive officer of the listed company becomes aware of any noncompliance with any applicable provisions of Part 8.

The Exchange proposes to add a new Section 810(c) to Part 8 of the Company Guide that would require each listed company to submit an executed written affirmation of compliance with Part 8 of the Company Guide annually to the Exchange. In addition, each listed company would be required to promptly submit an interim written affirmation after becoming aware of any noncompliance with Part 8 of the Company Guide or in the event of any change in the composition of its board of directors or the audit, compensation or nominating committees thereof. If the interim written affirmation relates to noncompliance with Part 8 of the Company Guide and is being submitted to the Exchange to satisfy the notice requirement of Section 810(b), it must be signed by the company's CEO. Blank copies of the affirmation forms required by Section 810(c) will be posted on the Exchange's Web site.

The Exchange believes that the proposed additions to Part 8 of the Company Guide will focus the CEO and senior management of listed companies on compliance with the Exchange's corporate governance requirements. Commentary to the proposed Section 810(a) would include a statement to this effect. The Exchange notes that proposed Section 810 is comparable to Section 303A.12 of the NYSE Listed Company Manual and that part of the rationale for adopting proposed Section 810 is to harmonize NYSE MKT's requirements more closely with those of the NYSE, as the two exchanges are under common ownership and regulated by the same staff in NYSE Regulation.

With certain exceptions noted below, Part 8 of the Company Guide is generally not applicable to asset-backed issuers and other passive business organizations (such as royalty trusts) or to derivatives and special purpose securities listed pursuant to Exchange Rules 1000, and 1200 and Sections 106, 107 and 118B as well as to issuers that only have debt or preferred stock listed on the Exchange. However, to the extent Rule 10A–3 under the Act requires such issuers to comply with Section 803 of the Company Guide, the Exchange proposes to amend Sections 801(c) and 801(g) to clarify that such issuers must also comply with new Sections 810(b) and 810(c). Because such issuers need only comply with Section 803 to the extent required by Rule 10A–3 under the Act, the Exchange will be able to obtain all relevant information to

[10] 17 CFR 200.30–3(a)(12).

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

[2] 15 U.S.C. 78a.

[3] 17 CFR 240.19b–4.

monitor their compliance via the submissions required by Sections 810(b) and 810(c). In the Exchange's view, it is therefore not necessary to subject such issuers to Section 810(a). Section 801(d) would be amended to clarify that registered management investment companies (including closed-end funds and open-end funds) would be subject to proposed Section 810. Section 801(f) would be amended to make clear that foreign issuers would be subject to Section 810, notwithstanding any exemptions from the requirements of Part 8 they may receive pursuant to Section 110.

The Exchange also proposes to amend Section 801 to delete the text which provides that each listed company must provide prompt notification to the Exchange after an executive officer of the listed company becomes aware of any material noncompliance by the listed company with the applicable requirements specified or referenced in Part 8. This text would be redundant upon adoption of proposed Section 810(b), which contains a comparable requirement that the Exchange be provided with prompt notification of any noncompliance with the applicable provisions of Part 8 of the Company Guide, although Section 810(b) will require that a company's CEO provide this notification while the current rule only states that it be provided by the listed issuer. The Exchange proposes to delete a similar redundant notification requirement from Section 802(b).

The Exchange proposes to amend Section 801(d) to correct an erroneous cross-reference. The reference to Section 803B(5) is amended to refer to Section 803B(4), which is the section containing the provision referenced in Section 801(d) (*i.e.,* requiring audit committees for investment companies to establish procedures for the confidential, anonymous submission of concerns regarding questionable accounting or auditing matters by employees of the investment adviser, administrator, principal underwriter, or any other provider of accounting related services for the investment company, as well as employees of the investment company). Also, the Exchange proposes to amend Section 801(d) to clarify that, in addition to Section 803B(1) as the rule currently states, closed end funds are subject to Section 803B(4) and to any of the other provisions of Section 803 to the extent required by Rule 10A–3 under the Exchange Act.

Finally, the Exchange proposes to amend Section 803(B)(1)(b) to correct an obsolete reference. Specifically, the Exchange proposes to delete the reference to Independence Standards Board Standard 1 and replace it with a reference to The Public Company Accounting Oversight Board Rule 3526 which has superseded the deleted text.[4]

The Exchange proposes to implement the changes discussed herein on February 4, 2015.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with Section 6(b)[5] of the Act, in general, and furthers the objectives of Section 6(b)(5)[6] of the Act, in particular in that it is designed to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and 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 Exchange believes that the proposed amendment is consistent with the investor protection objectives of the Act in that its purpose is to enable the Exchange's regulatory staff to more effectively monitor listed companies' compliance with the Exchange's corporate governance requirements as an integral part of the Exchange's responsibilities as a self-regulatory organization and to encourage companies to focus more thoroughly on their compliance with the applicable requirements.

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 purpose of the Act. The Exchange notes that the proposed amendments to Part 8 of the Company Guide are comparable in substance to Section 303A.12 of the NYSE Listed Company Manual and are designed to permit the Exchange's regulatory staff to more effectively monitor listed companies' compliance with the Exchange's corporate governance requirements. Because the purpose of the proposed amendment is to adopt corporate governance affirmation requirements comparable to those of the NYSE, the Exchange does not believe that the proposed rule change will impose any burden on competition.

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

The Exchange has filed the proposed rule change pursuant to Section 19(b)(3)(A)(iii) of the Act[7] and Rule 19b–4(f)(6) thereunder.[8] 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 prior to 30 days from the date on which it was filed, or such shorter time as the Commission may designate, if consistent with the protection of investors and the public interest, the proposed rule change has become effective pursuant to Section 19(b)(3)(A) of the Act and Rule 19b–4(f)(6) thereunder.[9]

A proposed rule change filed pursuant to Rule 19b–4(f)(6) under the Act[10] normally does not become operative for 30 days after the date of its filing. However, Rule 19b–4(f)(6)(iii)[11] permits the Commission to designate a shorter time if such action is consistent with the protection of investors and the public interest. The Exchange has asked the Commission to waive the 30-day operative delay so that the proposal may become operative immediately upon filing. The Exchange believes that the proposal will enable its regulatory staff to more effectively monitor listed companies' compliance with the Exchange's corporate governance requirements and will also encourage companies to focus more thoroughly on their fulfillment of these requirements. The Commission believes that advancing these goals benefits investors and serves the public interest by helping assure that listed companies adhere to sound governance practices. The Commission further notes that the Exchange's proposed approach to monitoring listed companies'

[4] *See* Securities Exchange Act Release No. 58415 (August 22, 2008), 73 FR 50843 (August 28, 2008) (PCAOB–2008–03).

[5] 15 U.S.C. 78f(b).

[6] 15 U.S.C. 78f(b)(5).

[7] 15 U.S.C. 78s(b)(3)(A)(iii).

[8] 17 CFR 240.19b–4(f)(6).

[9] 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.

[10] 17 CFR 240.19b–4(f)(6).

[11] 17 CFR 240.19b–4(f)(6)(iii).

compliance is comparable, though not identical, to the approach used by the New York Stock Exchange. Thus the Commission believes that waiving the 30-day operative delay is consistent with the protection of investors and the public interest. Therefore, the Commission hereby waives the operative delay and designates the proposed rule change operative upon filing.[12]

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 under Section 19(b)(2)(B)[13] of the Act to determine whether the proposed rule change 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–NYSEMKT–2015–09 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–NYSEMKT–2015–09. 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 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 NYSE's principal office and on its Internet Web site at *www.nyse.com.* 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–NYSEMKT–2015–09 and should be submitted on or before March 4, 2015.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[14]

Brent J. Fields,

Secretary.

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

[13] 15 U.S.C. 78s(b)(2)(B).

[14] 17 CFR 200.30–3(a)(12).

SECURITIES AND EXCHANGE COMMISSION

[Release No. 74213; File No. SR–ICEEU–2015–004]

Self-Regulatory Organizations; ICE Clear Europe Limited; Notice of Filing of Proposed Rule Change Relating to Additional European Sovereign CDS Contracts

February 5, 2015.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (''Act''),[1] and Rule 19b–4 thereunder,[2] notice is hereby given that on January 27, 2015, ICE Clear Europe Limited (''ICE Clear Europe'') filed with the Securities and Exchange Commission (''Commission'') the proposed rule change as described in Items I, II, and III below, which Items have been prepared primarily by ICE Clear Europe. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

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

[2] 17 CFR 240.19b–4.

I. Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change

The principal purpose of the change is to provide for the clearance of additional CDS contracts that are Western European sovereign CDS contracts referencing the Kingdom of the Netherlands, the Republic of Finland, the Kingdom of Sweden and the Kingdom of Denmark (the ''Additional WE Sovereign Contracts'').

II. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

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

A. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

1. Purpose

The purpose of the proposed rule change is for ICE Clear Europe to offer clearing of Western European sovereign CDS contracts referencing four additional reference entities: the Kingdom of the Netherlands, the Republic of Finland, the Kingdom of Sweden and the Kingdom of Denmark. ICE Clear Europe currently clears CDS contracts referencing six other Western European sovereigns: Ireland, the Republic of Italy, the Portuguese Republic, the Kingdom of Spain, the Kingdom of Belgium and the Republic of Austria.[3] ICE Clear Europe believes clearance of the Additional WE Sovereign Contracts will benefit the markets for credit default swaps on Western European sovereigns by offering to market participants the benefits of clearing, including reduction in counterparty risk and safeguarding of

[3] *See* Securities Exchange Act Release No. 34–71920 (April 9, 2014), 79 FR 21331 (April 15, 2015) (File No. SR–ICEEU–2014–04) (order approving rule changes to clear Western European sovereign CDS contracts); Securities Exchange Act Release No. 34–73737 (December 4, 2014), 79 FR 73372 (December 10, 2014) (File No. SR–ICEEU–2014–18) (order approving rule changes to clear additional Western European sovereign CDS contracts) (the ''Prior WE Sovereigns Orders'').