

prompt and accurate clearance and settlement of securities transactions, derivatives agreements, contracts, and transactions within the meaning of Section 17A(b)(3)(F) of the Act.⁵

B. Self-Regulatory Organization's Statement on Burden on Competition

ICC does not believe the proposed rule changes would have any impact, or impose any burden, on competition. ICC is reorganizing its risk management policies and not making any substantive changes to its overall RMF. Therefore, ICC does not believe the proposed rule changes impose any burden on competition that is inappropriate 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

Written comments relating to the proposed rule change have not been solicited or received. ICC will notify the Commission of any written comments received by ICC.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

Within 45 days of the date of publication of this notice in the **Federal Register** or within such longer period up to 90 days (i) as the Commission may designate if it finds such longer period to be appropriate and publishes its reasons for so finding or (ii) as to which the self-regulatory organization consents, the Commission will:

- (A) By order approve or disapprove such proposed rule change, or
- (B) institute proceedings to determine whether the proposed rule change should be 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-ICC-2015-017 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-ICC-2015-017. 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 such filings will also be available for inspection and copying at the principal office of ICE Clear Credit and on ICE Clear Credit's Web site at <https://www.theice.com/clear-credit/regulation>.

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-ICC-2015-017 and should be submitted on or before November 30, 2015.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.⁶

Brent J. Fields,

Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-76330; File No. SR-EDGA-2015-41]

Self-Regulatory Organizations; EDGA Exchange, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Amend Rules 3.22, Proxy Voting, and 13.3, Forwarding of Proxy and Other Issuer Materials

November 3, 2015.

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 23, 2015, EDGA Exchange, Inc. (the "Exchange" or "EDGA") 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 Exchange. The Exchange has designated this proposal as a "non-controversial" proposed rule change pursuant to Section 19(b)(3)(A) of the Act³ and Rule 19b-4(f)(6)(iii) thereunder,⁴ which renders it effective upon filing with 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

The Exchange filed a proposal to restructure and amend Rules 3.22, Proxy Voting, and 13.3, Forwarding or [sic] Proxy and other Issuer Materials, to conform to the rules of BATS Exchange, Inc. ("BZX") and BATS Y-Exchange, Inc. ("BYX").⁵

The text of the proposed rule change is available at the Exchange's Web site at www.batstrading.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

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 15 U.S.C. 78s(b)(3)(A).

⁴ 17 CFR 240.19b-4(f)(6)(iii).

⁵ See BYX and BZX Rule 13.3.

⁵ 15 U.S.C. 78q-1(b)(3)(F).

⁶ 17 CFR 200.30-3(a)(12).

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

In early 2014, the Exchange and its affiliate, EDGX Exchange, Inc. ("EDGX") received approval to effect a merger (the "Merger") of the Exchange's parent company, Direct Edge Holdings LLC, with BATS Global Markets, Inc., the parent of BZX and the BATS Y-Exchange, Inc. ("BYX", together with BZX, EDGA and EDGX, the "BGM Affiliated Exchanges").⁶ In the context of the Merger, the BGM Affiliated Exchanges are working to align their rules, retaining only intended differences between the BGM Affiliated Exchanges.

The Exchange provisions regarding proxy delivery and voting are currently included in two separate rules—Rule 3.22 governing proxy voting, and Rule 13.3 governing the forwarding of proxy and other issuer related materials. Conversely, BZX and BYX rules consolidate their proxy delivery and voting requirements into a single rule, Rule 13.3. Thus, the Exchange proposes to restructure and amend Rules 3.22, Proxy Voting, and 13.3, Forwarding or Proxy and other Issuer Materials, to conform to the corresponding rules of BYX and BZX in order to provide a consistent rule set across each of the BGM Affiliated Exchanges.⁷

In sum, Rule 3.22 limits the circumstances in which a Member may vote a proxy without instructions from beneficial owners while Rule 13.3 requires Members to transmit proxy materials and other communications to beneficial owners of securities. The Exchange notes the provisions of Exchange Rules 3.22 and 13.3 are substantially similar to BYX and BZX Rules 13.3 which also limits the circumstances in which a Member may vote a proxy and requires Members to transmit proxy materials to beneficial owners of securities. Nonetheless, the Exchange proposes to consolidate its proxy rules into a single Rule 13.3 with minor revisions to make the rule identical to the corresponding BYX and

BZX Rules 13.3. Each of these revisions are discussed below.

First, the Exchange proposed [sic] to number the current text of Rule 13.3 as paragraph (a) with the following modification: remove reference to Rule 3.22 regarding the definition of "designated investment adviser" under Interpretation and Policy .01 as that rule is to be relocated to Rule 13.3 as described below.

Second, the Exchange proposes to relocate Rule 3.22, Proxy Voting, in its entirety to Rule 13.3 as follows:

- Rule 3.22(a) would be renumbered as Rule 13.3(b) with a revision to subsections (ii) and (iii) to include the phrase "such proxy is given" in order to mirror BZX and BYX Rules 13.3(b). The rule would continue to prohibit Members from giving a proxy to vote stock that is registered in its name, unless: (i) Such Member is the beneficial owner of such stock; (ii) *such proxy is given* pursuant to the written instructions of the beneficial owner; or (iii) *such proxy is given* pursuant to the rules of any national securities exchange or association of which it is a member provided that the records of the Member clearly indicate the procedure it is following.

- Rule 3.22(b) would be renumbered as Rule 13.3(c) with a revision to replace a reference to "SEC" with "Commission" in order to mirror BZX and BYX Rules 13.3(c).

- Rule 3.22(c) would be renumbered as Rule 13.3(d) with a revision to replace a reference to "Rule 13.3" with paragraph (a) of this Rule as the current text of Rule 13.3 is proposed to be numbered as paragraph (a). As amended, Rule 13.3(d) would mirror BZX and BYX Rules 13.3(d).

- Interpretation and Policies to Rule 3.22 would be relocated in its entirety to Rule 13.3 with no changes.

Other than as described above, the Exchange does not propose any additional changes to the relocated text of Rule 3.22. As amended, Exchange Rule 13.3 would be identical to BYX and BZX Rules 13.3. The Exchange believes that the changes described above will help avoid confusion amongst Members of the Exchange that are also members of EDGX, BYX, and BZX by adopting identical rules across the BGM Affiliated Exchanges with regard to proxy delivery and beneficial owner voting.

2. Statutory Basis

The Exchange believes that the proposed rule changes are consistent with the requirements of the Act and the rules and regulations thereunder that are applicable to a national securities

exchange, and, in particular, with the requirements of Section 6(b) of the Act.⁸ Specifically, the proposed changes are consistent with Section 6(b)(5) of the Act,⁹ because they are designed to promote just and equitable principles of trade, 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. None of these changes alter the Exchange's current proxy delivery and voting requirements. Rather, as mentioned above, the proposed rule changes, combined with the planned filing for EDGX, would allow the BGM Affiliated Exchanges to provide an identical set of rules as it relates to proxy delivery and voting. Consistent rules, in turn, will simplify the regulatory requirements for Members of the Exchange that are also participants on EDGX, BYX and/or BZX. The proposed rule change would provide greater harmonization between rules of similar purpose on the BGM Affiliated Exchanges, resulting in greater uniformity and less burdensome and more efficient regulatory compliance and understanding of Exchange Rules. As such, the proposed rule change would foster cooperation and coordination with persons engaged in facilitating transactions in securities and would remove impediments to and perfect the mechanism of a free and open market and a national market system. Similarly, the Exchange also believes that, by harmonizing the rules across each BGM Affiliated Exchange, the proposal will enhance the Exchange's ability to fairly and efficiently regulate its Members, meaning that the proposed rule change would promote just and equitable principles of trade in accordance with Section 6(b)(5) of the Act.¹⁰ Finally, the Exchange believes that the non-substantive changes discussed above will contribute to the protection of investors and the public interest by helping to avoid confusion with respect to Exchange Rules.

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 not necessary or appropriate in furtherance of the purposes of the Act. To the contrary, allowing the Exchange to implement identical rules across each of the BGM Affiliated Exchanges does not present any competitive issues, but

⁶ See Securities Exchange Act Release No. 71449 (January 30, 2014), 79 FR 6961 (February 5, 2014) (SR-EDGX-2013-43; SR-EDGA-2013-34).

⁷ The Exchange notes that EDGX intends to file an identical proposal with the Commission to restructure and amend its Rules 3.22, Proxy Voting, and 13.3, Forwarding or Proxy and other Issuer Materials, to conform to BYX and BZX Rules 13.3.

⁸ 15 U.S.C. 78f(b).

⁹ 15 U.S.C. 78f(b)(5).

¹⁰ *Id.*

rather is designed to provide greater harmonization among Exchange, BZX, BYX, and EDGX rules of similar purpose. The proposed rule change should, therefore, result in less burdensome and more efficient regulatory compliance as well as a better understanding of Exchange Rules for common members of the BGM Affiliated Exchanges.

C. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received From Members, Participants, or Others

The Exchange has neither solicited nor received written comments on the proposed rule change.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

Because the foregoing proposed rule change does not: (A) Significantly affect the protection of investors or the public interest; (B) impose any significant burden on competition; and (C) become operative for 30 days from the date on which it was filed, or such shorter time as the Commission may designate, it has become effective pursuant to Section 19(b)(3)(A) of the Act¹¹ and paragraph (f)(6) of Rule 19b-4 thereunder.¹²

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: (1) Necessary or appropriate in the public interest; (2) for the protection of investors; or (3) 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-EDGA-2015-41 on the subject line.

Paper Comments

- Send paper comments in triplicate to Brent J. Fields, Secretary, Securities and Exchange Commission, 100 F Street NE., Washington, DC 20549-1090.

All submissions should refer to File Number SR-EDGA-2015-41. 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 such 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-EDGA-2015-41, and should be submitted on or before November 30, 2015.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹³

Brent J. Fields,
Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-76332; File No. SR-ISEGemini-2015-23]

Self-Regulatory Organizations; ISE Gemini, LLC; Notice of Filing of Proposed Rule Change To Comply With the Requirements of Rule 1004 of Regulation SCI

November 3, 2015.

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 23, 2015, ISE Gemini, LLC (the "Exchange" or the "ISE Gemini") filed with the Securities and Exchange 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

ISE Gemini proposes to designate all members that function as Primary Market Makers ("PMMs") as necessary for the maintenance of a fair and orderly market should business continuity and disaster recovery plans (collectively "DR Plans") be activated, and proposes to require PMMs to participate in scheduled functional and performance testing of the operation of such DR Plans by amending Rule 803, Obligations of Market Makers. The Exchange notes that ISE Rule 1903 v³ Order Routing to Other Exchanges, which is incorporated by reference into ISE Gemini's rulebook, designates members that function as Linkage Handlers as necessary for the maintenance of a fair and orderly market should DR Plans be activated and requires Linkage Handlers to participate in scheduled functional and performance testing of the operation of such DR Plans. The text of the proposed rule change is available on the Exchange's Web site at www.ise.com, at the principal office of the Exchange, and at the Commission's Public Reference Room.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ This rule is being amended by SR-ISE-2015-35 to designate Linkage Handlers as necessary for the maintenance of a fair and orderly market should the Exchange's DR Plans activate, and require Linkage Handlers to participate in scheduled functional and performance testing of the operation of such DR Plans.

¹¹ 15 U.S.C. 78s(b)(3)(A).

¹² 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.

¹³ 17 CFR 200.30-3(a)(12).