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 the 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 (*https://www.sec.gov/rules/sro.shtml*); or
- Send an email to *rule-comments@sec.gov.* Please include file number SR–NYSE–2025–43 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–NYSE–2025–43. 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 website (*https://www.sec.gov/rules/sro.shtml*). Copies of the filing will be available for inspection and copying at the principal office of the Exchange. Do not include personal identifiable information in submissions; you should submit only information that you wish to make available publicly. We may redact in part or withhold entirely from publication submitted material that is obscene or subject to copyright protection. All submissions should refer to file number SR–NYSE–2025–43 and should be submitted on or before January 7, 2026.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[11]

Sherry R. Haywood,

Assistant Secretary.

[FR Doc. 2025–23074 Filed 12–16–25; 8:45 am]

BILLING CODE 8011–01–P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–104381; File No. SR–NYSEARCA–2025–84]

Self-Regulatory Organizations; NYSE Arca, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Amend the NYSE Arca Equities Fees and Charges

December 12, 2025.

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 December 1, 2025, NYSE Arca, Inc. (''NYSE Arca'' or the ''Exchange'') 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 by the Exchange. 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 the NYSE Arca Equities Fees and Charges (''Fee Schedule'') to (1) adopt a new pricing tier, Retail Tier 5, (2) eliminate current Retail Step-Up Tier and footnote (e) under the Retail Tiers pricing table, and (3) offer an alternative volume requirement to qualify for Retail Order rates. The Exchange proposes to implement the fee changes effective December 1, 2025. The proposed rule change is available on the Exchange's website at *www.nyse.com* and at the principal office of the Exchange.

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 amend the Fee Schedule to (1) adopt a new pricing tier, Retail Tier 5, (2) eliminate current Retail Step-Up Tier and footnote (e) under the Retail Tiers pricing table, and (3) offer an alternative volume requirement to qualify for Retail Order rates.

The proposed change responds to the current competitive environment where ETP Holders have a choice among both exchange and off-exchange venues of where to route marketable retail order flow.

The Exchange proposes to implement the fee changes effective December 1, 2025.

Background

The Exchange operates in a highly competitive market. The Commission has repeatedly expressed its preference for competition over regulatory intervention in determining prices, products, and services in the securities markets. In Regulation NMS, the Commission highlighted the importance of market forces in determining prices and SRO revenues and, also, recognized that current regulation of the market system ''has been remarkably successful in promoting market competition in its broader forms that are most important to investors and listed companies.''[3]

While Regulation NMS has enhanced competition, it has also fostered a ''fragmented'' market structure where trading in a single stock can occur across multiple trading centers. When multiple trading centers compete for order flow in the same stock, the Commission has recognized that ''such competition can lead to the fragmentation of order flow in that stock.''[4] Indeed, equity trading is currently dispersed across 17 exchanges,[5] numerous alternative

[11] 17 CFR 200.30–3(a)(12).

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

[2] 17 CFR 240.19b–4.

[3] *See* Securities Exchange Act Release No. 51808 (June 9, 2005), 70 FR 37496, 37499 (June 29, 2005) (File No. S7–10–04) (Final Rule) (''Regulation NMS'').

[4] *See* Securities Exchange Act Release No. 61358, 75 FR 3594, 3597 (January 21, 2010) (File No. S7–02–10) (Concept Release on Equity Market Structure).

[5] *See* Cboe U.S Equities Market Volume Summary, available at *https://markets.cboe.com/us/*

Continued

trading systems,[6] and broker-dealer internalizers and wholesalers, all competing for order flow. Based on publicly available information, no single exchange currently has more than 17% market share.[7] Therefore, no exchange possesses significant pricing power in the execution of equity order flow. More specifically, the Exchange currently has less than 12% market share of executed volume of equities trading.[8]

The Exchange believes that the ever-shifting market share among the exchanges from month to month demonstrates that market participants can move order flow, or discontinue or reduce use of certain categories of products. While it is not possible to know a firm's reason for shifting order flow, the Exchange believes that one such reason is because of fee changes at any of the registered exchanges or non-exchange venues to which a firm routes order flow. The competition for Retail Orders is even more stark, particularly as it relates to exchange versus off-exchange venues.

The Exchange thus needs to compete in the first instance with non-exchange venues for Retail Order flow, and with the 16 other exchange venues for that Retail Order flow that is not directed off-exchange. Accordingly, competitive forces compel the Exchange to use exchange transaction fees and credits, particularly as they relate to competing for Retail Order flow, because market participants can readily trade on competing venues if they deem pricing levels at those other venues to be more favorable.

To respond to this competitive environment, the Exchange has established a number of Retail Tiers that are designed to provide an incentive for ETP Holders to route Retail Orders to the Exchange by providing higher credits for adding liquidity correlated to an ETP Holder's higher trading volume in Retail Orders on the Exchange. Currently, under four of these five tiers, ETP Holders also do not pay a fee when such Retail Orders have a time-in-force of Day that remove liquidity from the Exchange.

Proposed Rule Change

Retail Tier 5

The proposed rule change is designed to be available to all ETP Holders on the Exchange and is intended to provide ETP Holders an opportunity to receive enhanced rebates by quoting and trading more on the Exchange.

As noted above, the Exchange currently provides tiered credits for Retail Orders that provide liquidity on the Exchange. Specifically, Section VI. Tier Rates—Round Lots and Odd Lots (Per Share Price $1.00 or Above), provides a credit of $0.0038 per share for Adding under Retail Tier 1, a credit of $0.0037 per share for Adding under Retail Tier 2, a credit of $0.0036 per share for Adding under Retail Tier 3, a credit of $0.0034 per share for Adding under Retail Tier 4, and a credit of $0.0035 per share for Adding under Retail Step-Up Tier.[9] The Retail Tiers are designed to encourage ETP Holders that provide displayed liquidity in Retail Orders on the Exchange to increase that order flow, which would benefit all ETP Holders by providing greater execution opportunities on the Exchange. In order to provide an incentive for ETP Holders to direct providing displayed Retail Order flow to the Exchange, the credits increase in the various tiers based on increased levels of volume directed to the Exchange.

With this proposed rule change, the Exchange proposes to adopt a new pricing tier, Retail Tier 5, which would provide a credit of $0.0035 per share to ETP Holders that execute an ADV of Retail Orders with a time-in-force of Day that add or remove liquidity during the billing month that is equal to at least 0.15% of CADV. Under proposed Retail Tier 5, ETP Holders could alternatively qualify for the proposed credit if the ETP Holder executes an ADV of Retail Orders with a time-in-force of Day that add or remove liquidity during the billing month that is equal to at least 0.075% of CADV, combined with Customer and Professional Customer Posting Volume by an OTP Holder or OTP Firm affiliated with the ETP Holder that is equal to at least 0.40% of TCADV in all options classes. As with current Retail Tier 1, Retail Tier 2, Retail Tier 3 and Retail Step-Up Tier, ETP Holders that qualify for proposed Retail Tier 5 would also not be charged a fee for Retail Orders with a time-in-force of Day below a prescribed threshold that remove liquidity, and will be charged a fee of $0.0025 per share if trading by the ETP Holder in such orders exceeds the prescribed threshold.[10]

The purpose of the proposed rule change is to encourage greater participation from ETP Holders, including on the Exchange's options platform, and promote additional liquidity in Retail Orders. As described above, ETP Holders with retail day orders have a choice of where to send those orders. The Exchange believes that the proposed new increased credit and lower fee to remove should encourage more ETP Holders to route their Retail Orders with a time-in-force of Day to the Exchange rather than to a competing exchange.

The Exchange believes that the proposed new pricing tier will incentivize ETP Holders to route their liquidity-providing order flow to the Exchange in order to qualify for the tier, which provides a higher credit than that currently available under current Retail Tier 4. This in turn would support the quality of price discovery on the Exchange and provide additional price improvement opportunities for incoming orders. The Exchange believes that by correlating the amount of the credit and fee to the level of orders sent by an ETP Holder that add or remove liquidity, the Exchange's fee structure would continue to incentivize ETP Holders to submit more orders with a time-in-force of Day that add liquidity to or remove liquidity from the Exchange, thereby increasing the potential for price improvement to incoming marketable orders and higher fill rates to resting limit orders on the Exchange.

Retail Step-Up Tier

The Exchange currently provides a credit of $0.0035 per share under the Retail Step-Up Tier if an ETP Holder executes an ADV of Retail Orders with a time-in-force of Day that add or remove liquidity during the billing month that is equal to at least 0.075% of CADV. ETP Holders that qualify for the Retail-Step Up Tier are also not charged a fee for Retail Orders with a time-in-force of Day below a prescribed threshold that remove liquidity, and are charged a fee of $0.0025 per share if trading by the ETP Holder in such orders exceeds the prescribed threshold.[11] The Exchange proposes to

equities/market_share. See generally https://www.sec.gov/fast-answers/divisionsmarketregmrexchangesshtml.html.

[6] *See* FINRA ATS Transparency Data, available at *https://otctransparency.finra.org/otctransparency/AtsIssueData*. A list of alternative trading systems registered with the Commission is available at *https://www.sec.gov/foia/docs/atslist.htm*.

[7] *See* Cboe Global Markets U.S. Equities Market Volume Summary, available at *http://markets.cboe.com/us/equities/market_share/*.

[8] *See id.*

[9] *See* Fee Schedule, Retail Tiers table under Section VI. Tier Rates—Round Lots and Odd Lots (Per Share Price $1.00 or Above). As discussed below, this proposed rule change also proposes to eliminate the current Retail Step-Up Tier and the pricing established in footnote (e) in the Retail Tiers pricing table.

[10] Pursuant to footnote (d) under Retail Tiers, ETP Holders that qualify for proposed Retail Tier 5 will not be charged a fee or provided a credit for Retail Orders where each side of the executed order (1) shares the same MPID and (2) is a Retail Order.

[11] Pursuant to footnote (d) under Retail Tiers, ETP Holders that qualify for the Retail Step-Up Tier are

eliminate current Retail Step-Up Tier and remove the tier from the Fee Schedule. The current Retail Step-Up Tier has begun to be underutilized by ETP Holders. The Exchange has therefore determined to eliminate the pricing tier from the Fee Schedule.

For the same reason, the Exchange also proposes to eliminate the pricing established in footnote (e) from the Retail Tiers pricing table. Footnote (e) currently provides that ETP Holders that increase Retail Orders with a time-in-force of Day that add and remove that is an increase over May 2022 of at least 0.05% of CADV qualify for no fee for Retail Removing with a time-in-force of Day for the first 170 million shares in the month, and a fee of $0.0025 for shares above 170 million shares in the month. With the elimination of footnote (e), ETP Holders would be charged a fee for Retail Orders with a time-in-force of Day unless qualifying for the Retail Tiers. The Exchange believes streamlining the Fee Schedule by removing underutilized pricing incentives, such as the one in footnote (e), would add clarity to the Fee Schedule and improve transparency for the benefit of all market participants.

Retail Order Rates

Currently, the Exchange offers a $0.0025 per share fee for Retail Orders with a time-in-force of Day that remove liquidity under Retail Tier 1, Retail Tier 2, Retail Tier 3 and Retail Step-Up Tier if an ETP Holder executes 170 million or more shares of such orders in a billing month, with the first 170 million shares of such orders not charged a fee.

The Exchange proposes to offer a $0.0025 per share fee for Retail Orders with a time-in-force of Day that remove liquidity under Retail Tier 1, Retail Tier 2, Retail Tier 3 and under proposed new Retail Tier 5 if an ETP Holder executes 170 million or more shares of such orders in a billing month or 0.055% of Dollar Plus Consolidated Volume,[12] up to 250 million shares a month, whichever is higher, where the first 170 million shares of such orders or 0.055% of Dollar Plus Consolidated Volume, up to 250 million shares, whichever is higher, would not be charged a fee.

For example, assume a month of 20 trading days where Dollar Plus Consolidated Volume is 40 billion shares each day.

- On the first day, the cap based on Dollar Plus Consolidated Volume is 22 million shares (0.055% of 40 billion shares month to date).
- On day 2, the cap based on Dollar Plus Consolidated Volume is 44 million shares (0.055% of 80 billion shares month to date).
- On day 5, the cap based on Dollar Plus Consolidated Volume is 110 million shares (0.055% of 200 billion shares month to date).
- By day 8, the cap based on Dollar Plus Consilidated Volume is 176 million shares (0.055% of 320 billion shares month to date). With this proposed rule change, the cap based on Dollar Plus Consolidated Volume is higher than the current 170 million shares cap, so ETP holders are not charged if their trading volume is under 176 million shares, versus the current 170 million shares cap.
- By day 12, the cap based on Dollar Plus Consolidated Volume is 264 million shares, thereby reaching the maximum cap of 250 million shares, *i.e.,* the greater of 170 million shares or 264 million shares based on Dollar Plus Consolidated Volume (0.055% of 480 billion shares month to date, subject to the maximum cap). In this example, once the 250 million shares cap is reached, Retail Orders with a time-in-force of Day submitted by an ETP Holder that remove liquidity would be charged the current fee of $0.0025 per share for the excess remove volume over the 250 million shares cap.

The proposed rule change is designed to be available to all ETP Holders on the Exchange that qualify for the Retail Tiers and thus provide ETP Holders an opportunity to receive enhanced rebates by quoting and trading more on the Exchange. The Exchange notes that the current fee of $0.0025 per share for Retail Orders would not change as a result of this proposed rule change.

The Exchange believes the proposed rule change would continue to encourage additional liquidity on the Exchange by providing additional determinacy to the Fee Schedule to enable market participants to determine what fee or rebate level would be applicable to any submitted order at the time of execution.

The Exchange believes that it is reasonable to charge ETP Holders a fee for Retail Orders with a time-in-force of Day that remove liquidity and exceed a specified monthly shares threshold. The Exchange notes that other marketplaces offer various incentives based on trading activity. For instance, pursuant to its Retail Order Process, Nasdaq Stock Market LLC (''Nasdaq'') charges a fee of $0.0025 per share for shares executed in excess of 8 million shares in the month that remove liquidity while not charging a fee for shares executed below 8 million shares in the month that remove liquidity.[13]

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with Section 6(b) of the Act,[14] in general, and furthers the objectives of Sections 6(b)(4) and (5) of the Act,[15] in particular, because it provides for the equitable allocation of reasonable dues, fees, and other charges among its members, issuers and other persons using its facilities and does not unfairly discriminate between customers, issuers, brokers or dealers.

The Proposal Is Reasonable

As discussed above, the Exchange operates in a highly fragmented and competitive market. The Commission has repeatedly expressed its preference for competition over regulatory intervention in determining prices, products, and services in the securities markets. Specifically, in Regulation NMS, the Commission highlighted the importance of market forces in determining prices and SRO revenues and, also, recognized that current regulation of the market system ''has been remarkably successful in promoting market competition in its broader forms that are most important to investors and listed companies.'' [16]

Given this competitive environment, the proposal represents a reasonable attempt to attract additional order flow to the Exchange.

As noted above, the competition for Retail Order flow is stark given the amount of retail orders that are routed to non-exchange venues. The Exchange believes that the ever-shifting market share among the exchanges from month to month demonstrates that market participants can shift order flow, or discontinue or reduce use of certain categories of products, in response to fee changes. ETP Holders can choose from any one of the 17 currently operating registered exchanges, and numerous off-exchange venues, to route such order flow. Accordingly, competitive forces constrain exchange transaction fees, particularly as they relate to competing for retail orders. Stated otherwise, changes to exchange transaction fees

not charged a fee or provided a credit for Retail Orders where each side of the executed order (1) shares the same MPID and (2) is a Retail Order.

[12] Dollar Plus Consolidated Volume means the full month equivalent of CADV in securities with a per share price $1.00 or Above. The Exchange proposes adopt a definition for the term ''Dollar Plus Consolidated Volume'' in Section I. Definitions, in the bullet that defines ''CADV.''

[13] *See* RFTY Strategies (Retail Order Process) at *https://nasdaqtrader.com/Trader.aspx?id=PriceListTrading2.*

[14] 15 U.S.C. 78f(b).

[15] 15 U.S.C. 78f(b)(4) and (5).

[16] *See supra* note 3.

can have a direct effect on the ability of an exchange to compete for order flow.

Retail Tier 5

The Exchange believes the proposed change to adopt the Retail Tier 5 pricing tier is reasonable because it would provide ETP Holders with an additional incentive to route their retail orders to the Exchange, which would result in increased liquidity on the Exchange. All ETP Holders would benefit from the greater amounts of liquidity on the Exchange, which would represent a wider range of execution opportunities. The Exchange notes that market participants are free to shift their order flow to competing venues if they believe other markets offer more favorable fees and credits.

The Exchange believes the proposed change is also reasonable because the proposed credit would continue to encourage ETP Holders to send Retail Orders to the Exchange to qualify for the proposed pricing tier. As noted above, the Exchange operates in a highly competitive environment, particularly for attracting Retail Order flow that provides displayed liquidity on an exchange. The Exchange believes it is reasonable to continue to provide credits for adding liquidity and fees for removing liquidity, in general, and higher credits for Retail Orders that provide liquidity and lower fees for removing liquidity if an ETP Holder meets the requirement for the proposed pricing tier.

Further, given the competitive market for attracting Retail Orders, the Exchange notes that with this proposed rule change, the Exchange's pricing for Retail Orders would be comparable to credits currently in place on other exchanges that the Exchange competes with for order flow. For example, MEMX LLC (''MEMX'') provides its members with a credit of $0.0037 per share if the member has a Retail Order ADAV equal to or greater than 0.20% of the TCV, or if the member has a Retail Order ADAV equal to or greater than 1,000,000 share in the Pre-Market Session and/or Post-Market Session.[17] Additionally, MIAX PEARL, LLC (''MIAX'') provides is member with a credit of $0.0037 per share for Retail Orders that add liquidity to that market.[18]

The Exchange believes the proposed change is also reasonable because it is designed to attract higher volumes of Retail Orders transacted on the Exchange by ETP Holders which would benefit all market participants.

Retail Step-Up Tier

The Exchange believes that the proposed rule change to eliminate the Retail Step-Up Tier and footnote (e) from the Retail Tiers pricing table is reasonable because each of the pricing tiers proposed for deletion in this proposed rule change have become underutilized. The Exchange believes it is reasonable to eliminate requirements as well as fees and credits, and even entire pricing tiers, when such incentives fail to accomplish their stated goal of incentivizing ETP Holders to direct their orders to the Exchange. The Exchange believes eliminating underutilized incentive programs would also simplify the Fee Schedule. The Exchange further believes that removing reference to the pricing tiers that the Exchange proposes to eliminate from the Fee Schedule would also add clarity to the Fee Schedule.

Retail Order Rates

The Exchange believes it is reasonable to adopt an alternative volume threshold for the fees offered to ETP Holders executing Retail Orders. The Exchange believes that the new requirement will encourage increased participation from retail liquidity providers while maintaining a competitive and performance-based pricing structure that better reflects current market conditions and trading volumes. The Exchange believes the proposed fee change would continue to encourage increased participation from retail liquidity providers by providing greater flexibility and clarity as to what fee or rebate level would be applicable to any submitted order at the time of execution, thereby removing impediments to and perfect the mechanism of a free and open market and a national market system. In general, the Exchange believes this proposed alternative threshold would result in lower fees for qualifying ETP Holders when trading volumes are higher or in months when there are more than 20 trading days.

The Exchange believes the proposed change is also reasonable because it is designed to attract higher volumes of Retail Orders transacted on the Exchange by ETP Holders which would benefit all market participants by offering greater price discovery, increased transparency, and an increased opportunity to trade on the Exchange. The Exchange believes that the proposal represents a reasonable effort to provide enhanced order execution opportunities for ETP Holders. All ETP Holders would benefit from the greater amounts of liquidity on the Exchange, which would represent a wider range of execution opportunities. The Exchange notes that market participants are free to shift their order flow to competing venues if they believe other markets offer more favorable fees and credits. On the backdrop of the competitive environment in which the Exchange currently operates, the proposed rule change is a reasonable attempt to increase liquidity on the Exchange.

The Proposed Fee Change Is an Equitable Allocation of Fees and Credits

The Exchange believes the proposal equitably allocates fees and credits among market participants because all ETP Holders that participate on the Exchange would be subject to the proposed rule change on an equal basis.

Retail Tier 5

The Exchange believes that the proposed rule change to adopt new Retail Tier 5 equitably allocates fees and credits among its market participants because it is reasonably related to the value of the Exchange's market quality associated with higher volume in Retail Orders. The Exchange believes that pricing is just one of the factors that ETP Holders consider when determining where to direct their order flow. Among other things, factors such as execution quality, fill rates, and volatility, are important and deterministic to ETP Holders in deciding where to send their order flow.

The Exchange believes that the proposed adoption of Retail Tier 5 is equitable because the magnitude of the proposed credit is not unreasonably high relative to credits paid by other exchanges for orders that provide additional liquidity in Retail Orders.[19] The Exchange believes the proposed rule change would improve market quality for all market participants on the Exchange and, as a consequence, attract more Retail Orders to the Exchange, thereby improving market-wide quality and price discovery.

The Exchange believes that the proposed rule change equitably allocates its fees and credits because maintaining the proportion of Retail Orders in exchange-listed securities that are executed on a registered national securities exchange (rather than relying on certain available off-exchange

[17] *See,* MEMX Fee Schedule, Retail Tier, at *https://info.memxtrading.com/equities-trading-resources/us-equities-fee-schedule/.*

[18] *See,* MIAX Fee Schedule, Transaction Rebates/Fees, Standard rates, at *https://www.miaxglobal.com/sites/default/files/fee_schedule-files/MIAX_Pearl_Equities_Fee_Schedule_10012025.pdf.*

[19] *See supra,* notes 17–18.

execution methods) would contribute to investors' confidence in the fairness of their transactions and would benefit all investors by deepening the Exchange's liquidity pool, supporting the quality of price discovery, promoting market transparency and improving investor protection.

The Exchange believes that the proposal is equitable because all ETP Holders would be subject to the same fee structure. Moreover, the proposed alternative requirement to qualify for the proposed new pricing tier would be available to all ETP Holders to satisfy, including ETP Holders that are affiliated with an NYSE Arca Options OTP Holder or OTP Firm. ETP Holders that are not affiliated with an NYSE Arca Options OTP Holder or OTP Firm would still be eligible for fees and credits by means other than the proposed Retail Tier 5. Nasdaq similarly charges certain fees based on both equity and options volume.[20]

Retail Step-Up Tier

The Exchange believes that eliminating requirements as well as fees and credits, and even entire pricing tiers, from the Fee Schedule when such incentives become ineffective is equitable because the requirements, as well as fees and credits, and even entire pricing tiers, would be eliminated in their entirety and would no longer be available to any ETP Holder. All ETP Holders would continue to be subject to the same fee structure, and access to the Exchange's market would continue to be offered on fair and nondiscriminatory terms. The Exchange also believes that the proposed change would protect investors and the public interest because the deletion of underutilized pricing tiers would make the Fee Schedule more accessible and transparent and facilitate market participants' understanding of the fees charged for services currently offered by the Exchange.

Retail Order Rates

The Exchange believes its proposal equitably allocates fees and credits among its market participants by fostering liquidity provision and stability in the marketplace. The Exchange believes the proposed changes to Retail Orders are an equitable allocation of fees because the proposed changes, taken together, will further incentivize ETP Holders to continue to direct their retail order flow to the Exchange. The Exchange also believes that the proposed rule change is equitable because it would apply to all similarly situated ETP Holders. As previously noted, the Exchange operates in a competitive environment, particularly as it relates to attracting Retail Orders to the Exchange.

The Exchange believes that the proposed rule change equitably allocates its fees and credits because maintaining the proportion of Retail Orders in exchange-listed securities that are executed on a registered national securities exchange (rather than relying on certain available off-exchange execution methods) would contribute to investors' confidence in the fairness of their transactions and would benefit all investors by deepening the Exchange's liquidity pool, supporting the quality of price discovery, promoting market transparency and improving investor protection.

The Proposed Fee Change Is Not Unfairly Discriminatory

Retail Tier 5

The Exchange believes that the proposed rule change to adopt proposed new Retail Tier 5 is not unfairly discriminatory. In the prevailing competitive environment, ETP Holders are free to disfavor the Exchange's pricing if they believe that alternatives offer them better value. Moreover, the proposal neither targets nor will it have a disparate impact on any particular category of market participant. The Exchange believes that the proposal does not permit unfair discrimination because the proposal would be applied to all similarly situated ETP Holders and all ETP Holders would be similarly subject to the proposed volume requirement to qualify for the proposed new Retail Tier 5. Accordingly, no ETP Holder already operating on the Exchange would be disadvantaged by the proposed allocation of fees. The Exchange further believes that the proposed change would not permit unfair discrimination among ETP Holders because the general and tiered rates are available equally to all ETP Holders.

As described above, in today's competitive marketplace, order flow providers have a choice of where to direct order flow, and the Exchange believes the proposed adoption of an increased credit under the proposed new pricing tier will incentivize greater number of ETP Holders to direct their order flow to the Exchange. Lastly, the submission of Retail Orders is optional for ETP Holders in that they could choose whether to submit Retail Orders and, if they do, the extent of its activity in this regard.

Retail Step Up Tier

The Exchange believes that eliminating requirements as well as fees and credits, and even entire pricing tiers, from the Fee Schedule when such incentives become ineffective is not unfairly discriminatory because the requirements, as well as fees and credits, and even entire pricing tiers, would be eliminated in their entirety and would no longer be available to any ETP Holder. All ETP Holders would continue to be subject to the same fee structure, and access to the Exchange's market would continue to be offered on fair and nondiscriminatory terms. The Exchange also believes that the proposed change would protect investors and the public interest because the deletion of underutilized pricing tiers would make the Fee Schedule more accessible and transparent and facilitate market participants' understanding of the fees charged for services currently offered by the Exchange.

Retail Order Rates

The Exchange believes that the proposed rule change is not unfairly discriminatory. In the prevailing competitive environment, ETP Holders are free to disfavor the Exchange's pricing if they believe that alternatives offer them better value. Moreover, the proposal neither targets nor will it have a disparate impact on any particular category of market participant. The Exchange believes that the proposal does not permit unfair discrimination because the proposal would be applied to all similarly situated ETP Holders and all ETP Holders would be similarly subject to the proposed changes. The Exchange further believes that the proposed change would not permit unfair discrimination among ETP Holders because the general and tiered rates are available equally to all ETP Holders. As described above, in today's competitive marketplace, order flow providers have a choice of where to direct liquidity-providing order flow, in particular, Retail Orders. The Exchange notes that the submission of Retail Orders is optional for ETP Holders in that they could choose whether to submit Retail Orders and, if they do, the extent of its activity in this regard.

For the foregoing reasons, the Exchange believes that the proposal is consistent with the Act.

[20] *See* Nasdaq Equity 7, Section 118. Nasdaq Market Center Order Execution and Routing, at *https://listingcenter.nasdaq.com/rulebook/nasdaq/rules/Nasdaq%20Equity%207#section_118_nasdaq_market_center_order_execution_and_routing.*

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

In accordance with Section 6(b)(8) of the Act,[21] the Exchange believes that the proposed rule change would not impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. Instead, as discussed above, the Exchange believes that the proposed changes would encourage the submission of additional liquidity to a public exchange, thereby promoting market depth, price discovery and transparency and enhancing order execution opportunities for ETP Holders. As a result, the Exchange believes that the proposed change furthers the Commission's goal in adopting Regulation NMS of fostering integrated competition among orders, which promotes ''more efficient pricing of individual stocks for all types of orders, large and small.'' [22]

Intramarket Competition. The Exchange believes the proposed rule change does not impose any burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act. In particular, the proposed change to adopt a new pricing tier would apply to all ETP Holders equally in that all ETP Holders would be eligible for the proposed pricing tier, have a reasonable opportunity to meet the proposed pricing tier's criteria and would all receive the proposed rebate if such criteria are met. In addition, the proposed change to adopt an alternative volume threshold for the fees offered to ETP Holders executing Retail Orders would not impose any burden on intramarket competition. The Exchange believes that the new requirement will encourage increased participation from retail liquidity providers while maintaining a competitive and performance-based pricing structure that better reflects current market conditions and trading volumes. The Exchange does not believe that the proposed changes represent a significant departure from previous pricing offered by the Exchange or its competitors. The proposed changes are designed to attract additional retail order flow to the Exchange. Greater overall order flow, trading opportunities, and pricing transparency would benefit all market participants on the Exchange by enhancing market quality and would continue to encourage ETP Holders to send their orders to the Exchange, thereby contributing towards a robust and well-balanced market ecosystem. The Exchange's proposal to eliminate requirements as well as fees and credits, and pricing tiers in their entirety, will not place any undue burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act. To the extent the proposed rule change places a burden on competition, any such burden would be outweighed by the fact that each of the pricing tiers proposed for deletion have begun to be underutilized by ETP Holders.

Intermarket Competition. The Exchange believes the proposed rule change does not impose any burden on intermarket competition that is not necessary or appropriate in furtherance of the purposes of the Act. The Exchange operates in a highly competitive market in which market participants can readily choose to send their orders to other exchanges and off-exchange venues if they deem fee levels at those other venues to be more favorable. As noted above, the Exchange's market share of intraday trading (*i.e.,* excluding auctions) is currently less than 12%. In such an environment, the Exchange must continually adjust its fees and rebates to remain competitive with other exchanges and with off-exchange venues. Because competitors are free to modify their own fees and credits in response, and because market participants may readily adjust their order routing practices, the Exchange does not believe this proposed fee change would impose any burden on intermarket competition.

The Exchange believes that the proposed change could promote competition between the Exchange and other execution venues, including those that currently offer similar order types and comparable transaction pricing, by encouraging additional orders to be sent to the Exchange for execution

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

Pursuant to Section 19(b)(3)(A)(ii) of the Act,[23] and Rule 19b–4(f)(2) thereunder [24] the Exchange has designated this proposal as establishing or changing a due, fee, or other charge imposed on any person, whether or not the person is a member of the self-regulatory organization, which renders the proposed rule change effective upon filing. 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.

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 (*https://www.sec.gov/rules/sro.shtml*); or

• Send an email to *rule-comments@sec.gov*. Please include file number SR–NYSEARCA–2025–84 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–2025–84. 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 website (*https://www.sec.gov/rules/sro.shtml*). Copies of the filing will be available for inspection and copying at the principal office of the Exchange. Do not include personal identifiable information in submissions; you should submit only information that you wish to make available publicly. We may redact in part or withhold entirely from publication submitted material that is obscene or subject to copyright protection. All submissions should refer to file number SR–NYSEARCA–2025–84 and should be submitted on or before January 7, 2026.

[21] 15 U.S.C. 78f(b)(8).

[22] *See supra* note 3.

[23] 15 U.S.C. 78s(b)(3)(A)(ii).

[24] 17 CFR 240.19b–4.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[25]

Sherry R. Haywood,

Assistant Secretary.

[FR Doc. 2025–23071 Filed 12–16–25; 8:45 am]

BILLING CODE 8011–01–P

SELECTIVE SERVICE SYSTEM

Privacy Act of 1974; System of Records

AGENCY: Selective Service System (SSS).

ACTION: Notice of modified system of records.

SUMMARY: The purpose of this notice is to meet the requirement of the Privacy Act of 1974, as amended, and OMB Circular No. A–108 to provide notice that the SSS is modifying three systems of records: (1) Registration, Compliance and Verification (RCV) provides a central repository for all data related to active registrants and potential violators; (2) Enterprise Content Management (ECM) manage the document workflow and processing automation of the Data Management Center (DMC); and (3) Information Management Information System (IMIS) manages the daily operational needs for the agency, *i.e.,* requests for reimbursements, financial records, and personnel data are processed by batch and transaction processing. SSS is adding two routine uses and removing two that are no longer applicable.

DATES: This SORN will become effective upon publication in the **Federal Register**, except for the routine uses, which will become effective 1 February 2026 [30 DAYS AFTER PUBLICATION IN THE **Federal Register**], unless they need to be changed as a result of public comment. SSS will publish any changes to the SORN resulting from public comment.

ADDRESSES: Written comments and recommendations should be sent to *Alma.Cruz@sss.gov,* Ms. Alma Cruz, Senior Agency Official for Privacy, 1501 Wilson Boulevard, Arlington, Virginia 22209–2425.

FOR FURTHER INFORMATION CONTACT: For further inquiries regarding this amendment, you may contact Mr. Jeffrey Steinlage, Acting Chief Information Officer. Email: *JSteinlage@sss.gov,* 1501 Wilson Boulevard, Arlington, Virginia 22209–2425.

SUPPLEMENTARY INFORMATION: This notice serves to update and amend all three of the SSS' SORNs routine uses. The amended list of routine uses is consistent with OMB Circular No. A–108.

SYSTEM NAME(S) AND NUMBER(S):

(1) Registration, Compliance and Verification (RCV), SSS–19. (2) Integrated Mobilization Information Management System (IMIS) and Reserve and National Guard Personnel Records, SSS–5. (3) Enterprise Content Management System (ECM), SSS–50.

SECURITY CLASSIFICATION:

Unclassified.

SYSTEM LOCATION:

National Headquarters, Selective Service System, 1501 Wilson Boulevard, Arlington, VA 22209–2425.

SYSTEM MANAGER(S):

Director of Selective Service, 1501 Wilson Boulevard, Arlington, VA 22209–2425, Attn: Records Manager.

ROUTINE USES OF RECORDS MAINTAINED IN THE SYSTEM, INCLUDING CATEGORIES OF USERS AND THE PURPOSES OF SUCH USES:

In addition to the disclosures permitted under subsection (b) of the Privacy Act, the SSS may disclose information contained in this System of Records without the consent of the individuals to whom the records pertain if the disclosure is compatible with the purpose for which the record was collected under the following routine uses:

1. To the Department of Justice for the purpose of reviewing and processing suspected violations of the Military Selective Service Act (MSSA), for investigation or reviewing of perjury, and for defense of a civil action arising from administrative processing under such Act.

2. To the Department of State and U.S. Citizenship and Immigration Services for collection and evaluation of data to determine an individual's eligibility for United States citizenship.

3. To the Department of Defense and U.S. Coast Guard to exchange data concerning registration, classification, induction, and examination of registrants and for identification of prospects for recruiting.

4. To the Department of Labor to assist veterans in need of data concerning reemployment rights, and for determination of eligibility for benefits under the Workforce Investment Act.

5. To all Federal Agencies to determine eligibility for employment.

6. To the U.S. Census Bureau for the purposes of planning or carrying out a census or survey or related activity pursuant to the provisions of Title 13.

7. To all U.S. Universities and colleges to determine eligibility for student aid, including grants and loans as required by state and local law.

8. To the Department of Health and Human Services to determine an individual's proper Social Security Account Number and for locating parents pursuant to the Child Support Enforcement Act.

9. To an appropriate Federal, state, local, territorial, tribal, or foreign law enforcement authority for investigation or prosecution where a record indicates a violation or potential violation of law.

10. To the Alternative Service Employers, during conscription, to exchange information with employers regarding a registrant who is a conscientious objector for the purpose of placement and supervision of performance of alternative service in lieu of induction into the military service.

11. To appropriate agencies, entities, and persons when (a) the SSS suspects or has confirmed that there has been a breach of the System of Records. (b) the SSS has determined that as a result of the suspected or confirmed breach there is a risk of harm to an individual(s), the SSS (including its information systems, programs, and operations), the Federal Government, or national security; and (c) the disclosure made to such agencies, entities, and persons is reasonably necessary to assist in connection with the SSS efforts to respond to the suspected or confirmed breach or to prevent, minimize, or remedy such harm.

12. To another Federal agency or Federal entity, when the SSS determines that information from this System of Records is necessary to assist the recipient agency or entity in (a) responding to a suspected or confirmed breach, or (b) preventing, minimizing, or remedying the risk of harm to individuals, the recipient agency or entity (including its information systems, programs, and operations), the Federal Government, or national security, resulting from a suspected or confirmed breach.

13. To the General Public for the purpose of retrieving a copy of their Selective Service Number for various purposes such as applying for employment, security background check, student grants and loans, and citizenship.

[25] 17 CFR 200.30–3(a)(12).