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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 a.m. and 3 p.m. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR–NASDAQ–2012–022 and should be submitted on or before March 6, 2012.

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

Kevin M. O'Neill,

Deputy Secretary.

[FR Doc. 2012–3334 Filed 2–13–12; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–66357; File No. SR–BATS–2012–004]

Self-Regulatory Organizations; BATS Exchange, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change Relating to the Listing and Trading of Shares of the iShares® MSCI Denmark Capped Investable Market Index Fund

February 8, 2012.

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 24, 2012, BATS Exchange, Inc. (''Exchange'' or ''BATS'') 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 filed the proposal as a ''non-controversial'' proposed rule change pursuant to Section 19(b)(3)(A) of the Act[3] and Rule 19b–4(f)(6) thereunder,[4] which renders the proposal 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 proposes to list and trade shares of the iShares® MSCI Denmark Capped Investable Market Index Fund as Index Fund Shares pursuant to Exchange Rule 14.11(c).

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 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

The Exchange proposes to list and trade shares (''Shares'') of the following fund of the iShares Trust (''Trust''): iShares® MSCI Denmark Capped Investable Market Index Fund (''Fund'') pursuant to Exchange Rule 14.11(c) related to Index Fund Shares.[5]

According to the registration statement,[6] the Fund seeks investment results that correspond generally to the price and yield performance, before fees and expenses, of the MSCI Denmark IMI 25/50 Index (''Index''). The Index is sponsored by MSCI, Inc. (''Index Provider''),[7] which is independent of the Fund, and BlackRock Fund Advisors is the investment adviser to the Fund. The Index Provider determines the composition and relative weightings of the securities in the Index and publishes information regarding the market value of the Index. The Index is a custom, free float-adjusted market capitalization weighted index designed to measure the performance of equity securities of companies whose market capitalization represents the top 85% of companies in the Danish securities market. The Index consists of stocks traded primarily on the Danish stock market, NASDAQ OMX Copenhagen. Component companies include financial, health care, and industrial companies.

The Exchange is submitting this proposed rule change because the Index for the Fund does not meet all of the ''generic'' listing requirements of Exchange Rule 14.11(c) applicable to the listing of Index Fund Shares based on international or global indexes. The Index meets all such requirements except for those set forth in Rule 14.11(c)(3)(A)(ii)(b). Specifically, the Index fails to meet the requirement that component stocks that in the aggregate account for at least 90% of the weight of the index or portfolio each shall have a minimum worldwide monthly trading volume during each of the last six months of at least 250,000 shares. As of January 13, 2012, 83.22% of the Index weight had at least 250,000 shares traded during each of the previous six months. Accordingly, the Index only narrowly misses satisfaction of the monthly trading volume requirement of Rule 14.11(c)(3)(A)(ii)(b). The Exchange notes that other products have become immediately effective based on

[10] 17 CFR 200.30–3(a)(12).

[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).

[5] An Index Fund Share is a security ''(i) that is issued by an open-end management investment company based on a portfolio of stocks or fixed income securities or a combination thereof, that seeks to provide investment results that correspond generally to the price and yield performance or total return performance of a specified foreign or domestic stock index, fixed income securities index or combination thereof; (ii) that is issued by such an open-end management investment company in a specified aggregate minimum number in return for a deposit of specified numbers of shares of stock and/or a cash amount, a specified portfolio of fixed income securities and/or a cash amount and/or a combination of the above, with a value equal to the next determined net asset value; and (iii) that, when aggregated in the same specified minimum number, may be redeemed at a holder's request by such open-end investment company which will pay to the redeeming holder the stock and/or cash, fixed income securities and/or cash and/or a combination thereof, with a value equal to the next determined net asset value.'' *See* Exchange Rule 14.11(c).

[6] *See* the Trust's Registration Statement for the Fund on Form N–1A, dated December 16, 1999 (File Nos. 333–92935 and 811–09729) (''Registration Statement'').

[7] The Index Provider, MSCI, Inc., is not a broker-dealer or fund advisor. The Exchange notes that pursuant to the Exchange's rules ''any advisory committee, supervisory board, or similar entity * * * that makes decisions on the index or portfolio composition, methodology and related matters, must implement and maintain, or be subject to, procedures designed to prevent the use and dissemination of material non-public information regarding the applicable index.'' *See* Rule 14.11(c)(3)(B)(i) and (iii).

relatively narrow misses that are similar in nature.[8] The Exchange also notes that average volumes exceeded 250,000 shares for 90.73% of the Index weight when volumes are considered as an average over the past 6 months rather than looking at each of the past 6 months individually.

The Exchange represents that: (1) The Shares of the Fund currently satisfy all of the generic listing standards for Index Fund Shares except for the volume requirement under Rule 14.11(c)(3)(A)(ii)(b), as described above; (2) the continued listing standards under Exchange Rule 14.11(c)(9)(B) applicable to Index Fund Shares shall apply to the Shares; and (3) the Trust is required to comply with Rule 10A–3 under the Act for the initial and continued listing of the Shares.[9] In addition, the Exchange represents that the Shares will comply with all other requirements applicable to Index Fund Shares including, but not limited to, requirements relating to the dissemination of key information such as the Index value and intraday indicative value, the rules governing the trading of equity securities, trading hours, trading halts, surveillance,[10] and the Information Circulars to members of the Exchange, as set forth in Exchange rules applicable to exchange traded funds (Index Fund Shares) and in the Commission's order approving the generic listing rules applicable to the listing and trading of exchange traded funds (Index Fund Shares).[11] Detailed descriptions of the Fund, the Index, the Index Provider, procedures for creating and redeeming Shares, transaction fees and expenses, risks, dividends, distributions, taxes, and reports to be distributed to beneficial owners of the Shares can be found in the Trust's Registration Statement and/or on the Web site for the Fund (*http://www.ishares.com*), as applicable.

2. Statutory Basis

The rule change proposed in this submission is 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.[12] Specifically, the proposed change is consistent with Section 6(b)(5) of the Act[13] because it is designed to prevent fraudulent and manipulative acts and practices, 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.

The Exchange believes that the proposed rule change is designed to prevent fraudulent and manipulative acts and practices and is generally designed to protect investors and the public interest in that the Shares will be listed and traded on the Exchange pursuant to the initial and continued listing criteria in Exchange Rule 14.11(c). As noted above, the Shares of the Fund currently satisfy all of the generic listing standards for Index Fund Shares except for the volume requirement under Rule 14.11(c)(3)(A)(ii)(b), which the Index only narrowly misses. The Exchange also reiterates that the continued listing standards under Exchange Rule 14.11(c)(9)(B) applicable to Index Fund Shares shall apply to the Shares, and the Trust is required to comply with Rule 10A–3 under the Act for the initial and continued listing of the Shares.[14] In addition, the Exchange represents that the Shares will comply with all other requirements applicable to Index Fund Shares including, but not limited to, requirements relating to the dissemination of key information such as the Index value and intraday indicative value, the rules governing the trading of equity securities, trading hours, trading halts, surveillance, and the Information Circulars to members of the Exchange, as set forth in Exchange rules applicable to exchange traded funds (Index Fund Shares) and in the Commission's order approving the generic listing rules applicable to the listing and trading of exchange traded funds (Index Fund Shares). The Exchange has in place surveillance procedures that are adequate to properly monitor trading in the Shares in all trading sessions and to deter and detect violations of Exchange rules and applicable federal securities laws. The Exchange may obtain information via ISG from other exchanges that are members of ISG or with which the Exchange has entered into a comprehensive surveillance sharing agreement. The Exchange notes that the Index component stocks are listed and traded on NASDAQ OMX Copenhagen A/S, which is a member of the ISG.

The proposed rule change is designed to promote just and equitable principles of trade and to protect investors and the public interest in that a large amount of information is publicly available regarding the Fund and the Shares, thereby promoting market transparency. The Consolidated Tape Association will disseminate real time trade and quote information for the Shares. In addition, the current Index value will be widely disseminated by one or more major market data vendors at least every 60 seconds during the Exchange's regular market session. Moreover, prior to the commencement of trading, the Exchange will inform its Members in an Information Circular of the special characteristics and risks associated with trading the Shares. The Exchange will halt trading in the Shares in accordance with Exchange Rules. The grounds for a halt include a halt because the intraday indicative value of the security and/or the value of its underlying index are not being disseminated as required, a halt for other regulatory reasons or due to other conditions or circumstances deemed to be detrimental to the maintenance of a free and orderly market. In addition, as noted above, investors will have ready access to information regarding the Fund, the current Index value, the intraday indicative value, and quotation and last sale information for the Shares.

The Exchange believes that the proposed rule change is designed to remove impediments to, and perfect the mechanism of, a free and open market and a national market system in that the listing and trading of the Fund on the Exchange will enhance competition among market participants, which the Exchange believes will benefit investors and the marketplace. The Exchange is commencing a listings business at a time when there are two dominant primary listing venues, the New York Stock Exchange and Nasdaq. Because the proposal will allow the Fund to list and trade on the Exchange, and without the proposal the Fund would likely be listed on another market, the Exchange believes that the proposal will provide companies with another option for raising capital in the public markets, thereby promoting the aforementioned principles discussed in Section 6(b)(5) of the Act.[15] In addition, as noted above, investors will have ready access to information regarding the Fund's

[8] *See, e.g.,* Securities Exchange Act Release No. 59471 (March 6, 2009), 74 FR 9862 (February 27, 2009) (SR–NYSEArca–2009–13).

[9] 17 CFR 240.10A–3.

[10] The Exchange may obtain information for surveillance purposes via the Intermarket Surveillance Group (''ISG'') from other exchanges who are members of ISG. The Exchange notes that the Index component stocks are listed and traded on NASDAQ OMX Copenhagen A/S, which is a member of the ISG. For a list of the current members of ISG, see www.isgportal.org.

[11] *See* Securities Exchange Act Release No. 65225 (August 30, 2011), 76 FR 55148 (September 6, 2011).

[12] 15 U.S.C. 78f(b).

[13] 15 U.S.C. 78f(b)(5).

[14] 17 CFR 240.10A–3.

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

holdings, the current Index value, the intraday indicative value, and quotation and last sale information for the Shares.

(B) Self-Regulatory Organization's Statement on Burden on Competition

The Exchange does not believe that the proposed rule change imposes any burden on competition.

(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 Changes and Timing for Commission Action

The Exchange has filed the proposed rule change pursuant to Section 19(b)(3)(A)(iii) of the Act [16] and Rule 19b–4(f)(6) thereunder.[17] Because the foregoing proposed rule does not (i) significantly affect the protection of investors or the public interest; (ii) impose any significant burden on competition; and (iii) become operative for 30 days from the date on which it was filed, or such shorter time as the Commission may designate if consistent with the protection of investors and the public interest, provided that the self-regulatory organization has given the Commission written notice of its intent to file 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,[18] the proposed rule change has become effective pursuant to Section 19(b)(3)(A) of the Act [19] and Rule 19b–4(f)(6) thereunder.[20]

The Commission believes that the proposed rule change is properly designated as ''non-controversial'' under Rule 19b–4(f)(6) because the Index for the Fund fails to meet the requirements set forth in Rule 14.11(c)(3)(A)(ii)(b) by a small amount, and the Shares of the Fund currently satisfy all of the other applicable generic listing standards under Rule 14.11(c)(3)(A)(ii) and all other requirements applicable to Index Fund Shares, as set forth in the Exchange's rules. As described above, 83.22% of the Fund is comprised of component stocks with over 250,000 shares traded in each of the last six months. The Exchange represents that the Shares of the Fund currently satisfy all of the generic listing standards for Index Fund Shares except for the volume requirement under Rule 14.11(c)(3)(A)(ii)(b), the continued listing standards under Exchange Rule 14.11(c)(9)(B) applicable to Index Fund Shares shall apply to the Shares, and the Trust is required to comply with Rule 10A–3 under the Act [21] for the initial and continued listing of the Shares. In addition, the Exchange represents that the Shares will comply with all other requirements applicable to Index Fund Shares including, but not limited to, requirements relating to the dissemination of key information such as the Index value and intraday indicative value, the rules governing the trading of equity securities, trading hours, trading halts, surveillance, and the Information Circulars to members of the Exchange, as set forth in Exchange rules applicable to Index Fund Shares and in the Commission's order approving the generic listing rules applicable to the listing and trading of Index Fund Shares.

A proposed rule change filed under Rule 19b–4(f)(6) normally does not become operative for 30 days after the date of filing. However, Rule 19b–4(f)(6)(iii) [22] 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 that the Commission waive the 30 day operative delay so that the proposed rule change may become immediately effective in accordance with Section 19(b)(3)(A) of the Act [23] and Rule 19b–4(f)(6) thereunder.[24] The Commission believes that waiver of the operative delay is consistent with the protection of investors and the public interest. The Commission notes that the Index narrowly misses only one component of the criteria applicable to Index Fund Shares and that the Shares of the Fund currently satisfy all of the other generic listing standards under Exchange Rule 14.11(c) and all other requirements applicable to Index Fund Shares, as set forth in Exchange rules and prior Commission orders approving the generic listing rules applicable to the listing and trading of Index Fund Shares. The Commission believes that the listing and trading of the Shares do not present any novel regulatory issues or impose any significant burden on competition, and that waiving the 30-day operative delay would benefit the market and investors by providing market participants with additional investing choices. For these reasons, the Commission designates the proposal operative upon filing.[25]

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 (*http://www.sec.gov/rules/sro.shtml*); or
- Send an email to *rule-comments@sec.gov.* Please include File Number SR–BATS–2012–004 on the subject line.

Paper Comments

- Send paper comments in triplicate to Elizabeth M. Murphy, Secretary, Securities and Exchange Commission, 100 F Street NE., Washington, DC 20549.

All submissions should refer to File Number SR–BATS–2012–004. 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 a.m. and 3 p.m. Copies of such filing

[16] 15 U.S.C. 78s(b)(3)(A)(iii).

[17] 17 CFR 240.19b–4(f)(6).

[18] The Commission notes that the Exchange has satisfied this requirement.

[19] 15 U.S.C. 78s(b)(3)(A).

[20] 17 CFR 240.19b–4(f)(6).

[21] 17 CFR 240.10A–3.

[22] 17 CFR 240.19b–4(f)(6)(iii).

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

[24] 17 CFR 240.19b–4(f)(6).

[25] 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).

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–BATS–2012–004 and should be submitted on or before March 6, 2012.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[26]

Kevin M. O'Neill,

Deputy Secretary.

[FR Doc. 2012–3331 Filed 2–13–12; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–66354; File No. SR–CME–2012–03]

Self-Regulatory Organizations; Chicago Mercantile Exchange, Inc.; Notice of Filing and Order Granting Accelerated Approval of Proposed Rule Change to Amend Certain Aspects of the Performance Bond Regime Applicable to Cleared Only OTC FX Swaps

February 8, 2012.

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 30, 2012, the Chicago Mercantile Exchange Inc. (''CME'') filed with the Securities and Exchange Commission (''Commission'') the proposed rule change described in Items I and II below, which items have been prepared primarily by CME. The Commission is publishing this Notice and Order to solicit comments on the proposed rule change from interested persons and to approve the proposed rule change on an accelerated basis.

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

CME proposes to make certain changes that are related to its current cleared-only OTC foreign currency (''FX'') product offering. The proposed rule changes [3] would add Price Alignment Interest (''PAI'') functionality to current ''cash mark-to-market'' performance bond regime that applies to CME's cleared-only OTC FX offering.

A description of the revised performance bond regime with the addition of PAI is included below:

* * * * *

CME Forwards With Cash Mark-To-Market

In accordance with customer demand CME has begun clearing privately-negotiated transactions in forwards with cash mark-to-market.

Until October 18, 2011, all forwards cleared by CME had a collateralized mark-to-market. Each day, for each open forward trade, mark-to-market is calculated, from original trade price to the current end-of-day settlement price. These amounts are netted together and ''collateralized''. In other words, if a negative number (a loss), they increase the initial margin (performance bond) requirement, thereby increasing the amount of collateral that must be posted to meet that margin requirement. If a positive number (a gain), they decrease the initial margin requirement.

With cash mark-to-market implemented on October 18, 2011, the mark-to-market value for the previous clearing business date is subtracted from the mark-to-market amount for the current clearing date. These amounts are netted down and become part of the total banked cash flow for the currency in which they are denominated. It is a very simple change for this cash mark-to-market as opposed to collateralized mark-to-market.

There is an additional feature for FX forwards, and in particular for non-deliverable forwards (NDF's)—forwards where one currency of the pair is not bankable. We call this a forward where the cash mark-to-market is flipped, or inverted.

Take for example a forward on the exchange rate between the US Dollar (USD) and the Chilean Peso (CLP). The quantity is specified in USD, and the price is quoted as a specified amount of CLP per one USD. Normally, the mark-to-market amount would be denominated in CLP, also referred to as the contra currency. But with the flipped mark-to-market, the amount is converted to USD by dividing by today's end-of-day settlement price for the contract.

Calculating Mark-to-Market and Change in Mark-to-Market

In the normal case, the mark-to-market amount for a forward is calculated as:

- Subtract the original trade price from the end-of-day settlement price.
- Express the trade quantity as a positive number for a buy or a negative number for a sell.
- Take the product of the price difference, the trade quantity, the contract value factor, and the discount factor.
- Round normally to the normal precision of the currency in which the mark-to-market amount is denominated. (the contra currency for an FX forward)

In other words:

$(S - T) * Q * CVF * DF$

Where:

S is the end-of-day settlement price
T is the original trade price
Q is the trade quantity
CVF is the contract value factor
DF is the discount factor

In the inverse case, the mark-to-market amount is calculated in the exact same way, except that it includes a division by the daily settlement price:

- Subtract the original trade price from the end-of-day settlement price.
- Express the trade quantity as a positive number for a buy or a negative number for a sell.
- Take the product of the price difference, the trade quantity, the contract value factor, and the discount factor.
- Divide this result by the end-of-day settlement price.
- Round normally to the normal precision of the currency in which the mark-to-market amount is denominated. (the primary currency for an FX forward)

In other words:

$[(S - T) * Q * CVF * DF]/S$

In either case, the settlement variation amount to be banked is calculated by subtracting the mark-to-market amount for the previous clearing business date from the amount for the current business date.

Cash-Settled and Physically-Delivered Forwards

At maturity, forwards with cash mark-to-market can be either cash-settled or physically-delivered, exactly as for forwards with collateralized mark-to-market.

For a cash-settled forward, at contract maturity (end-of-day on the ''clearing settlement date''):

- The mark-to-market amount is set to zero.
- We then calculate the settlement variation amount to be banked exactly as on any other day—by subtracting the previous day's value for mark-to-market from the current day's (zero) value.
- The mark-to-market amount is then calculated one final time—from original

[26] 17 CFR 200.30–3(a)(12).

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

[2] 17 CFR 240.19b–4.

[3] The text of the proposed changes does not appear in CME's rulebook but is available on CME's Web site at *http://www.cmegroup.com/rulebook/files/s_6105_otc_fx_pai_cash_mk_to_mkt_ser_020112_revised.pdf*.