of their members' funds or securities.[108] As both FICC/GSD and FICC/MBSD continue to perform only non-custodial functions, the Commission reaffirms its prior determination that their standards of care are consistent with the Act.

G. Dues, Fees and Charges

Sections 17A(b)(3)(D) and (E) of the Act require a clearing agency's rules to provide for the equitable allocation of reasonable dues, fees, and other charges among its members, and prohibit the rules of a clearing agency from imposing any schedule of prices, or fixing rates or other fees, for services rendered by its members.

The fees charged by FICC are generally usage-based and apply equally to all members using the relevant service. FICC does not impose any schedule of prices or fix rates or other fees for services rendered by its customers. Accordingly, the Commission is satisfied that the method by which FICC provides for the equitable allocation of reasonable dues, fees, and other charges among its members and its prohibitions regarding the fixing of prices of its members meet the Act's requirements.

H. Examination Findings; Other Considerations

FICC is currently subject to examination [109] by Commission staff, and may be required by Commission staff to make records available for examination by Commission staff,[110] including, but not limited to, in connection with FICC's activities pertaining to risk management, membership, and the safeguarding of securities and funds.[111] FICC also is subject to the requirement to file all proposed rule changes with the Commission for review,[112] including proposed changes that could materially affect the nature or level of risks presented by FICC.[113] Based upon such supervisory contacts, the Commission is not aware of any reason to believe the approval of FICC's application for permanent registration as a clearing agency would not be consistent with the public interest.

V. Conclusion

The Commission concludes that FICC's rules, policies and procedures, as set forth in its application for permanent registration as a clearing agency, meet the requirements for such registration, including those standards set forth under Section 17A of the Act.

It is therefore *ordered* that the application for permanent registration as a clearing agency filed by FICC (File No. 600–23) pursuant to Sections 17A(b) and 19(a)(1) of the Act be, and hereby is, *approved.*

By the Commission.

Kevin M. O'Neill,

Deputy Secretary.

[FR Doc. 2013–15509 Filed 6–27–13; 8:45 am]

BILLING CODE 8011–01–P

[108] Securities Exchange Act Release No. 48201 (July 21, 2003), 68 FR 44128–01 (July 25, 2003) (SR–GSCC–2002–10); Securities Exchange Act Release No. 49373 (March 8, 2004), 69 FR 11921–01 (March 12, 2004) (SR–MBSCC–2003–09).

[109] 15 U.S.C. 78q(b); *see also* Section 807 of Title VIII of the Dodd-Frank Wall Street Reform and Consumer Protection Act, Public Law 111–203, 124 Stat. 1376 (2010) (mandating that supervisory agencies examine financial market utilities at least once each year) *and* n.26, *supra* (noting that FICC has been designated a financial market utility).

[110] 15 U.S.C. 78q(a).

[111] *See supra* n.30 for some of the standards by which Commission staff measures FICC's activities.

[112] 15 U.S.C. 78s(b)(1).

[113] Section 806(e)(1) of Title VIII of the Dodd-Frank Wall Street Reform and Consumer Protection Act, Public Law 111–203, 124 Stat. 1376 (2010).

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–69836; File No. SR–NYSEMKT–2013–37]

Self-Regulatory Organizations; NYSE MKT LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Amending its Listing Standard for Reverse Merger Companies

June 24, 2013.

Pursuant to Section 19(b)(1) [1] of the Securities Exchange Act of 1934 (the ''Act'') [2] and Rule 19b-4 thereunder,[3] notice is hereby given that, on June 11, 2013, NYSE MKT LLC (the ''Exchange'' or ''NYSE MKT'') filed with the Securities and Exchange Commission (the ''Commission'') the proposed rule change as described in Items I, 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

The Exchange proposes to amend its listing standard for Reverse Merger Companies set forth in Section 101(e) of the Exchange's Company Guide to harmonize with requirements imposed by the Nasdaq Stock Market (''Nasdaq'') and modify in one respect the circumstances under which a reverse merger company may be eligible to list under the rule.

The text of the proposed rule change is available on the Exchange's Web site at *www.nyse.com,* at the principal office of the Exchange, and at the Commission's Public Reference Room.

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

In its filing with the Commission, the self-regulatory organization included statements concerning the purpose of, and basis for, the proposed rule change and discussed any comments it received on the proposed rule change. The text of those statements may be examined at the places specified in Item IV below. The Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant parts of such statements.

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

1. Purpose

NYSE MKT proposes to amend its listing standard for Reverse Merger Companies set forth in Section 101(e) of the Exchange's Company Guide to harmonize with requirements imposed by Nasdaq and modify in one respect the circumstances under which a Reverse Merger Company may be eligible to list under the rule.

Section 101(e) of the Company Guide defines a Reverse Merger Company and establishes initial listing standards for Reverse Merger Companies.[4] Among

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

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

[3] 17 CFR 240.19b-4.

[4] For purposes of Section 101(e), a ''Reverse Merger Company'' is a company formed by means of a ''Reverse Mergers.'' A ''Reverse Merger'' is defined as any transaction whereby an operating company becomes an Exchange Act reporting company by combining directly or indirectly with a shell company which is an Exchange Act reporting company, whether through a reverse merger, exchange offer, or otherwise. However, a Reverse Merger does not include the acquisition of an operating company by a listed company which qualified for initial listing under Section 119. In determining whether a company is a shell company, the Exchange will consider, among other factors: whether the Company is considered a ''shell company'' as defined in Rule 12b–2 under the Exchange Act; what percentage of the company's assets are active versus passive; whether the company generates revenues, and if so, whether the revenues are passively or actively generated; whether the company's expenses are reasonably related to the revenues being generated; how many employees work in the company's revenue-generating business operations; how long the company has been without material business operations; and whether the company has publicly announced a plan to begin operating activities or generate revenues, including through a near-term acquisition or transaction.

other requirements Section 101(e) provides that a Reverse Merger Company is eligible to list on the Exchange only if it has timely filed with the Securities and Exchange Commission (''Commission'') all required reports since the consummation of the Reverse Merger, including the filing of at least one annual report containing all required audited financial statements for a full fiscal year commencing on a date after the date of filing with the Commission of the Form 8–K or Form 20–F containing all of the information required by Item 2.01(f) of Form 8–K, including all required audited financial statements (the ''Reverse Merger Form 8–K'').[5] In contrast, Nasdaq Marketplace Rule 5110(c) provides that a Reverse Merger Company may list if it has filed all required reports since the consummation of the Reverse Merger, including the timely filing of all required reports for the immediately preceding 12 months and the filing of at least one annual report containing all required audited financial statements for a full fiscal year commencing on a date after the date of filing with the Commission of the Reverse Merger Form 8–K. The Exchange proposes to harmonize its rule with Nasdaq Marketplace Rule 5110(c), and modify Section 101(e) to provide that a Reverse Merger Company may list if it has filed all required reports since the Reverse Merger, including (i) the filing of at least one annual report containing all required audited financial statements for a full fiscal year commencing on a date after the date of filing with the Commission of the Reverse Merger Form 8–K and (ii) the timely filing of all required reports for the most recent 12-month period prior to the listing date including at least one annual report containing all required audited financial statements. The Exchange believes that investors are sufficiently protected if a Reverse Merger Company is current in its filings at the time of listing and has demonstrated its ability to timely file its reports over a period of 12 months.[6] The Exchange does not believe that it a Reverse Merger Company should be ineligible for listing on the basis that it had a filing delinquency more than 12 months earlier that has subsequently been cured.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with Section 6(b)[7] of the Securities Exchange Act of 1934 (the ''Act''),[8] in general, and furthers the objectives of Section 6(b)(5) of the Act,[9] in particular in that it is designed to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest. The Exchange believes that the proposed amendment is consistent with the investor protection objectives of Section 6(b)(5) because any company listing under the proposed amended rule will still need to be current in its filings with the Commission and will have demonstrated its ability to remain timely in its filings for at least the previous 12 months. Moreover, the proposed amendment will foster cooperation and coordination with persons engaged in regulating transactions in securities by harmonizing the Exchange's listing requirements in this regard with those of Nasdaq.

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. The proposed amendment may potentially increase the competition for the listing of Reverse Merger Companies, as it will eliminate a discrepancy between the applicable listing requirements of the Exchange and those of Nasdaq and therefore enable the Exchange to list Reverse Merger Companies that are currently qualified to list on Nasdaq but not on the Exchange.

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

No written comments were solicited or received with respect to the proposed rule change.

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

The Exchange has filed the proposed rule change pursuant to Section 19(b)(3)(A)(iii)[10] of the Act and Rule 19b–4(f)(6) thereunder.[11] Because the proposed rule change does not: (i) Significantly affect the protection of investors or the public interest; (ii) impose any significant burden on competition; and (iii) become operative prior to 30 days from the date on which it was filed, or such shorter time as the Commission may designate, of consistent with the protection of investors and the public interest, the proposed rule change has become effective pursuant to Section 19(b)(3)(A) of the Act and Rule 19b–4(f)(6)(iii) thereunder.

A proposed rule change filed under Rule 19b–4(f)(6)[12] normally does not become operative prior to 30 days after the date of the filing. However, pursuant to Rule 19b–4(f)(6)(iii),[13] the Commission may designate a shorter time if such action is consistent with the protection of investors and the public interest.

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. If the Commission takes such action, the

[5] A Reverse Merger Company must also meet all other applicable listing requirements to be eligible for listing.

[6] The Exchange notes that Section 101(e) in its current form provides for two circumstances in which a Reverse Merger Company may list notwithstanding the fact that it has not made all required filings on a timely basis for the previous 12 months, provided that it is not delinquent in its filing obligations at the time of listing. First, a Reverse Merger Company will not be subject to the requirements of Section 101(e) if it is listing in connection with a firm commitment underwritten public offering where the proceeds to the Reverse Merger Company will be at least $40,000,000 and the offering is occurring subsequent to or concurrently with the Reverse Merger. In addition, a Reverse Merger Company that has filed at least four annual reports with the Commission, which each contain all required audited financial statements for a full fiscal year commencing after filing the Reverse Merger Form 8–K, will not be subject to the requirements of Section 101(e), other than the requirement that its common stock has traded for at least one year in the U.S. over-the-counter market, on another national securities exchange or on a regulated foreign exchange following the consummation of the Reverse Merger. However, such companies will be required to (i) comply with the applicable stock price requirement of Section 102(b) at the time of each of the filing of the initial listing application and the date of the Reverse Merger Company's listing and (ii) not be delinquent in their filing obligations with the Commission. In either of the cases described in this paragraph, the Reverse Merger Company will only need to meet the requirements of one of the financial initial listing standards in Section 101(a) in addition to all other applicable non-financial listing standard requirements, including, without limitation, the requirements of Sections 102(a) and 102(b) and the applicable requirements of Chapter 8 of the Company Guide.

[7] 15 U.S.C. 78f(b).

[8] 15 U.S.C. 78a.

[9] 15 U.S.C. 78f(b)(5).

[10] 15 U.S.C. 78s(b)(3)(A)(iii).

[11] 17 CFR 240.19b–4(f)(6).

[12] 17 CFR 240.19b–4(f)(6).

[13] 17 CFR 240.19b–4(f)(6)(iii).

Commission shall institute proceedings under Section 19(b)(2)(B)[14] of the Act to determine whether the proposed rule change should be approved or disapproved.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic Comments

- Use the Commission's Internet comment form (*http://www.sec.gov/rules/sro.shtml*); or
- Send an email to *rule-comments@sec.gov.* Please include File Number SR–NYSEMKT–2013–37 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 20549–1090.

All submissions should refer to File Number *SR–NYSEMKT–2013–37.* This file number should be included on the subject line if email is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web site (*http://www.sec.gov/rules/sro.shtml*). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for Web site viewing and printing in the Commission's Public Reference Room, 100 F Street NE., Washington, DC 20549, on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of the filing also will be available for inspection and copying at the 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–NYSEMKT–2013–37 and should be submitted on or before July 19, 2013.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[15]

Kevin M. O'Neill,

Deputy Secretary.

[FR Doc. 2013–15493 Filed 6–27–13; 8:45 am]

BILLING CODE 8011–01–P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–69834; File No. SR–MSRB–2013–05]

Self-Regulatory Organizations; Municipal Securities Rulemaking Board; Notice of Filing of a Proposed Rule Change To Amend MSRB Rules G–8, G–11 and G–32 To Include Provisions Specifically Tailored for Retail Order Periods

June 24, 2013.

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 June 17, 2013, the Municipal Securities Rulemaking Board (the ''MSRB'' or ''Board'') filed with the Securities and Exchange Commission (the ''SEC'' or ''Commission'') the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the MSRB. 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 MSRB is filing with the Commission a proposed rule change consisting of amendments to MSRB Rules G–8, G–11 and G–32, and conforming changes to Form G–32 (the ''proposed rule change'').

The text of the proposed rule change is available on the MSRB's Web site at *www.msrb.org/Rules-and-Interpretations/SEC-Filings/2013-Filings.aspx,* at the MSRB's principal office, 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 MSRB 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 MSRB has prepared summaries, set forth in Sections A, B, and C below, of the most significant aspects of such statements.

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

1. Purpose

The proposed rule change amends Rules G–8, G–11 and G–32 to include provisions specifically tailored for retail order periods. These provisions will establish basic protections for issuers and customers and provide additional tools to assist with the administration and examinations of retail order period requirements, as further described below under ''Summary of Proposed Rule Change'' and under ''Discussion of Comments.''

The MSRB previously issued guidance to dealers on the subject of retail order periods. In 2010, the MSRB stated that Rule G–17 requires an underwriter to follow an issuer's directions in any applicable retail order period.[3] Most recently, the MSRB stated that fair dealing requires an underwriter to take reasonable steps to ensure that retail clients are *bona fide;* that an underwriter that knowingly accepts an order that has been improperly designated as a retail order violates Rule G–17; and that a dealer placing a non-qualifying order under a retail order period violates Rule G–17.[4] In that same notice, the MSRB indicated that it will continue to monitor retail order period practices to ensure that they are conducted in a fair and orderly manner consistent with the intent of the issuer and the MSRB's investor protection mandate. The proposed rule change reflects the MSRB's determination that additional rulemaking in this area is necessary and appropriate.

The MSRB believes that the proposed rule change is necessary in consideration of its mandate to protect municipal entities and investors. The proposed rule change addresses

[14] 15 U.S.C. 78s(b)(2)(B).

[15] 17 CFR 200.30–3(a)(12).

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

[2] 17 CFR 240.19b–4.

[3] *See* MSRB Notice 2010–26 (August 15, 2010).

[4] *See* MSRB Notice 2012–25 (May 7, 2012) (the ''G–17 Underwriters' Notice'').