

1. What are commenters' views on the impact that Phlx's proposal would have on the current options market structure? Please explain. What would the impact be, if any, on the current equity market structure? Please explain.

2. What are commenters' views on the impact the proposal would have, if any, on the trading of options orders across multiple options exchanges? Please explain. Specifically, what are commenters' views as to the impact, if any, on order interaction, quote competition, liquidity (both top of book and depth of book) on each options exchange or across all options exchanges, and/or short-term and long-term volatility? Please explain. What are commenters' views on the impact the proposal would have, if any, on the best execution of investor orders, including the implicit costs of executing their orders (such as spreads and price impact)? Please explain.

3. What are commenters' views on the impact the proposal would have, if any, on the current total number of options exchanges? Please explain. Do commenters believe that the total number of exchanges that list and trade standardized options would likely increase, decrease, or remain unchanged? Please explain.

4. What are commenters' views on how the proposal would impact the incentives for existing exchanges or new entities to create multiple exchanges under one group? What are commenters' views on how, if any, the proposal would impact the incentives for: (1) Entities that currently operate multiple options exchanges under common ownership ("exchange group") to create additional options exchanges under their existing exchange group; (2) stand-alone options exchanges to create new options exchanges under an exchange group; or (3) stand-alone exchanges and/or exchange groups to consolidate and form new options exchange groups. Please elaborate.

5. What are commenters' views on the potential explicit costs (e.g., connectivity costs, routing costs) or benefits of increasing or decreasing the total number of options exchanges? Please identify such potential costs or benefits and explain why they would change.

6. Commenters are requested to provide empirical data and other factual support for their views.

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](mailto:rule-comments@sec.gov). Please include File Number SR-Phlx-2013-113 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-Phlx-2013-113. 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-Phlx-2013-113 and should be submitted on or before April 25, 2014. Any person who wishes to file a rebuttal to any other person's submission must file that rebuttal by May 9, 2014.

Accordingly, pursuant to Section 19(b)(2)(B)(ii)(II) of the Act and for the reasons stated above, the Commission designates July 17, 2014, as the date by which the Commission should either approve or disapprove the proposed rule change (File No. SR-Phlx-2013-113).

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>18</sup>

**Kevin M. O'Neill,**

*Deputy Secretary.*

[FR Doc. 2014-08126 Filed 4-10-14; 8:45 am]

BILLING CODE 8011-01-P

## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-71883; File No. SR-CBOE-2014-034]

### Self-Regulatory Organizations; Chicago Board Options Exchange, Incorporated; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change Relating to Market-Maker Appointment Adjustments

April 7, 2014.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the "Act"),<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> notice is hereby given that on April 1, 2014 Chicago Board Options Exchange, Incorporated (the "Exchange" or "CBOE") filed with the Securities and Exchange Commission (the "Commission") the proposed rule change as described in Items I and II below, which Items have been prepared by the 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 add language to Rule 8.3 (Appointment of Market-Makers) to add clarity to when a Market-Maker must notify the Exchange of an appointment adjustment in advance of an upcoming tier rebalance. The text of the proposed rule change is available on the Exchange's Web site (<http://www.cboe.com/AboutCBOE/CBOELegalRegulatoryHome.aspx>), at the Exchange's Office of the Secretary, at the Commission's Public Reference Room, and on the Commission's Web site (<http://www.sec.gov>).

#### 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

<sup>18</sup> 17 CFR 200.30-3(a)(57).

<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.

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 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 Exchange proposes to amend Exchange Rule 8.3 regarding Market-Maker appointment cost rebalances and the resulting assignment of additional Trading Permits when necessary. Currently, Rule 8.3 provides that appointments to act as a Market-Maker "cost" different amounts for different classes (with no classes costing more than 1.0). Each Trading Permit held by a Market-Maker has an appointment credit of 1.0. The Exchange, on a quarterly basis, can rebalance the tiers into which different classes fall, which means that the Exchange can elect to move a class from one tier to another. As a result, the appointment costs for the corresponding classes could change.

The Exchange recently added to Rule 8.3(c)(iv) language stating that "If a Market-Maker with a VTC appointment holds a combination of appointments whose aggregate revised appointment cost is greater than the number of Trading Permits that Market-Maker holds, the Market-Maker will be assigned as many Trading Permits as necessary to ensure that the Market-Maker no longer holds a combination of appointments whose aggregate revised appointment cost is greater than the number of Trading Permits that Market-Maker holds."<sup>3</sup> However, this proposed change can be read to give Market-Makers until 11:59 p.m. on the day before a rebalance takes effect to change their appointments in order to no longer hold a combination of appointments whose aggregate revised appointment cost is greater than the number of Trading Permits that Market-Maker holds. Under this reading, the Exchange's Registration Department may not be provided enough time to review and manage such changes. As such, the Exchange proposes to set a cutoff time of 3:30 p.m. Central Time to

make such changes in order to provide the Exchange with the requisite time.<sup>4</sup>

2. Statutory Basis

The Exchange believes the proposed rule change is consistent with Act and the rules and regulations thereunder applicable to the Exchange and, in particular, the requirements of Section 6(b) of the Act.<sup>5</sup> Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)<sup>6</sup> requirements that the rules of an exchange be designed to prevent fraudulent and manipulative acts and practices, 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. Additionally, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)<sup>7</sup> requirement that the rules of an exchange not be designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

The proposed rule change will ensure that the Exchange's Registration Department will be provided enough time to review and manage appointment changes without imposing an unnecessary burden on Market-Makers (since they will still be provided with at least ten business days of notice prior to a rebalance taking effect), thereby removing impediments to and perfecting the mechanism of a free and open market and a national market system. The proposed change will apply to all Market-Makers (who are the only market participants who have class appointments).

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

CBOE does not believe that the proposed rule change will impose any burden on competition that is not

<sup>4</sup> Following the proposed change, the last sentence of Rule 8.3(c)(iv) would read:

"If, after 3:30 p.m. (Central Time) on the business day before a rebalance is to take effect, a Market-Maker with a VTC appointment holds a combination of appointments whose aggregate revised appointment cost is greater than the number of Trading Permits that Market-Maker holds, the Market-Maker will be assigned as many Trading Permits as necessary to ensure that the Market-Maker no longer holds a combination of appointments whose aggregate revised appointment cost is greater than the number of Trading Permits that Market-Maker holds."

<sup>5</sup> 15 U.S.C. 78f(b).

<sup>6</sup> 15 U.S.C. 78f(b)(5).

<sup>7</sup> *Id.*

necessary or appropriate in furtherance of the purposes of the Act. CBOE does not believe that the proposed rule change will impose any burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act because it will apply to all Market-Makers (who are the only market participants who have class appointments). CBOE does not believe that the proposed rule change will impose any burden on intermarket competition that is not necessary or appropriate in furtherance of the purposes of the Act because the proposed rule change only applies to the Market-Maker appointment process on CBOE and is not intended for competitive purposes, but to streamline an Exchange process.

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

The Exchange neither solicited nor received comments on 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) of the Act<sup>8</sup> and Rule 19b-4(f)(6) thereunder.<sup>9</sup> 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 for 30 days from the date on which it was filed, or such shorter time as the Commission may designate, the proposed rule change has become effective pursuant to Section 19(b)(3)(A) of the Act and Rule 19b-4(f)(6) thereunder.<sup>10</sup>

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: (i) Necessary or appropriate in the public interest; (ii) for the protection of investors; or (iii) otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission shall institute proceedings

<sup>8</sup> 15 U.S.C. 78s(b)(3)(A).

<sup>9</sup> 17 CFR 240.19b-4(f)(6). In addition, Rule 19b-4(f)(6)(iii) requires the Exchange to give the Commission written notice of the Exchange's intent to file the proposed rule change, along with a brief description and text of the proposed rule change, at least five business days prior to the date of filing of the proposed rule change, or such shorter time as designated by the Commission. The Exchange has satisfied this requirement.

<sup>10</sup> 17 CFR 240.19b-4(f)(6).

<sup>3</sup> See Securities Exchange Act No. 71223 (January 2, 2014), 79 FR 1412 (January 8, 2014) (SR-CBOE-2013-109), which also stated that the Exchange shall announce rebalances via Regulatory Circular at least ten (10) business days before the rebalance takes effect.

under Section 19(b)(2)(B)<sup>11</sup> of the Act to determine whether the proposed rule should be approved or disapproved.

#### IV. Solicitation of Comments

Interested persons are invited to submit written data, views and arguments concerning the foregoing, including whether the proposal 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](mailto:rule-comments@sec.gov). Please include File Number SR-CBOE-2014-034 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-CBOE-2014-034. 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-CBOE-2014-034 and should be submitted on or before May 2, 2014.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>12</sup>

**Kevin M. O'Neill,**

*Deputy Secretary.*

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## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-71887; File No. SR-NSCC-2014-04]

### Self-Regulatory Organizations; National Securities Clearing Corporation; Notice of Filing of Proposed Rule Change To Effect Processing Enhancements to the NSCC Automated Customer Account Transfer Service

April 7, 2014.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act")<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> notice is hereby given that on March 27, 2014, National Securities Clearing Corporation ("NSCC") filed with the Securities and Exchange Commission ("Commission") the proposed rule change as described in Items I, II and III below, which Items have been prepared primarily by NSCC. 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 proposed rule change consists of modifications to the Rules & Procedures ("Rules") of NSCC regarding processing enhancements that it proposes to undertake with respect to its Automated Customer Account Transfer Service ("ACATS").<sup>3</sup>

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

In its filing with the Commission, NSCC 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. NSCC has prepared summaries, set forth in sections (A), (B), and (C) below, of the most significant aspects of such statements.

<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.

<sup>3</sup> Terms not defined herein have the meaning set forth in the Rules.

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

##### 1. Purpose

##### i. Introduction

ACATS<sup>4</sup> enables Members to transfer customer accounts among themselves in an automated fashion.<sup>5</sup> Since its inception in 1985, ACATS has provided Members with an efficient automated means for the prompt transfer of customer accounts. ACATS is a non-guaranteed service and transfers are not subject to risk management by NSCC.

NSCC and The Depository Trust Company ("DTC") have been engaged with the industry in a series of initiatives designed to improve the efficiency and reduce risks associated with transactions processed through ACATS.<sup>6</sup> As a next step in this series of initiatives, and as more fully described below, NSCC is proposing a new ACATS process (separate from CNS) for enhanced efficiency and risk reduction and to support final completion of settlement for ACATS transfers of: (i) CNS-eligible securities and (ii) securities that are otherwise eligible for settlement at DTC ("Non-CNS DTC-Eligible Securities").

The new process would facilitate completion of ACATS transactions as described below regardless of the fact that: (i) A Member that is party to the transfer may fail to meet its money settlement obligation to NSCC, or (ii) if NSCC ceases to act for such Member (collectively, "Fails to Settle"). The revised processing would also ensure that Non-CNS DTC-Eligible Securities

<sup>4</sup> Currently, through ACATS, an NSCC Member ("Member") to whom a customer's securities account is to be transferred (the "Receiving Member") may initiate the account transfer process by submitting a Transfer Initiation Request (a "TIF") to NSCC. When a Member who is delivering securities through ACATS (a "Delivering Member") accepts a customer account transfer (and all other preconditions to the processing of an ACATS transfer pursuant to NSCC's Rules have been met), NSCC will cause CNS-eligible items in that account to enter NSCC's CNS Accounting Operation ("CNS") prior to the settlement cycle on the day before Settlement Date. "Non-CNS ACATS" transactions may be settled either through or away from NSCC depending on the asset type. See Rules, Rule 50 (Automated Customer Account Transfer Service), available at <http://www.dtcc.com/en/legal/rules-and-procedures.aspx>.

<sup>5</sup> ACATS complements Financial Industry Regulatory Authority ("FINRA") Rule 11870 requiring FINRA members to use automated clearing agency customer account transfer services to effect customer account transfers within specified time frames.

<sup>6</sup> Previous initiatives in this regard focused on improvements relating to tracking of assets eligible for processing through NSCC's Continuous Net Settlement Accounting Operation ("CNS") and mutual fund ACATS obligations.

<sup>11</sup> 15 U.S.C. 78s(b)(2)(B).

<sup>12</sup> 17 CFR 200.30-3(a)(12).