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SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-72860; File No. SR-DTC-2013-11)

August 18, 2014

Self-Regulatory Organizations; The Depository Trust Company; Notice of Withdrawal of Proposed Rule Change, as Modified by Amendment Nos. 1 and 2, to Specify Procedures Available to Issuers of Securities Deposited at DTC for Book Entry Services when DTC Imposes or Intends to Impose Restrictions on the Further Deposit and/or Book Entry Transfer of Those Securities

On December 5, 2013, The Depository Trust Company (“DTC”) filed with the Securities and Exchange Commission (“Commission”) proposed rule change SR-DTC-2013-11 (“Proposed Rules”) pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Exchange Act”)¹ and Rule 19b-4 thereunder.² The Proposed Rules were published in the Federal Register on December 24, 2013.³ The Commission received ten comments from eight commenters to the Proposed Rules⁴ and two letters from DTC responding to those comments.⁵ On February 6,

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ See Release No. 34-71132 (Dec. 18, 2013); 78 FR 77755 (Dec. 24, 2013).

⁴ See Letters to Elizabeth M. Murphy, Secretary, Commission, from: Suzanne H. Shatto dated December 20, 2013 (“Shatto Letter I”); Simon Kogan dated December 22, 2013 (“Kogan Letter”); DTCC BigBake dated December 27, 2013 (“DTCC BigBake Letter I”) and March 14, 2014 (“DTCC BigBake Letter II”); Brenda Hamilton, Hamilton & Associates Law Group, PA (“Hamilton Letter”); Charles V. Rossi, Chairman, STA Board Advisory Committee, Securities Transfer Association dated January 14, 2014 (“STA Letter I”); Louis A. Brilleman, Louis A. Brilleman, P.C. dated January 14, 2014 (“Brilleman Letter I”); Gary Emmanuel and Harvey Kesner, Sichenzia Ross Friedman Ference LLP dated January 14, 2014 (“Sichenzia Letter I”) and February 24, 2014 (“Sichenzia Letter II”); and Susanne Trimbath, STP Advisory Services, LLC dated March 19, 2014 (“Trimbath Letter”).

⁵ See Letters to Elizabeth M. Murphy, Secretary, Commission, from Isaac Montal, Managing Director and Deputy General Counsel, DTCC dated February 10, 2014 (“DTC Letter I”) and March 3, 2014 (“DTC Letter II”).

2014, DTC extended the date for Commission action on the Proposed Rules to March 24, 2014. On February 10, 2014, DTC filed Amendment No. 1 to the Proposed Rules. On March 10, 2014, DTC Filed Amendment No. 2 to the Proposed Rules. On March 19, 2014, the Commission published Amendment Nos. 1 and 2 for comment and instituted proceedings to determine whether to approve or disapprove the Proposed Rules, as modified by Amendment Nos. 1 and 2.⁶ During the course of these proceedings, the Commission received eight additional comment letters from seven commenters⁷ and two letters in response from DTC.⁸ On June 13, 2014, the Commission extended the deadline for Commission action on the Order Instituting Proceedings to August 21, 2014.⁹

⁶ See Release No. 34-71745 (March 19, 2014); 79 FR 16392 (March 25, 2014).

⁷ See Letters to Elizabeth M. Murphy, Secretary, Commission from: Louis A. Brilleman, Louis A. Brilleman, P.C. dated April 10, 2014 (“Brilleman Letter II”); Charles V. Rossi, Chairman, STA Board Advisory Committee, Securities Transfer Association dated April 15, 2014 (“STA Letter II”); Daniel Zwiren, President and CEO, Edward Petraglia, General Counsel, Optigenex Inc. dated May 5, 2014 (“Optigenex Letter I”); and Suzanne H. Shatto dated May 9, 2014 (Shatto Letter II”). See Letter to Elizabeth M. Murphy, Secretary, Commission and Lisa D. Levey, Secretary, the Depository Trust Company from Daniel Zwiren, President and CEO, Edward Petraglia, General Counsel, Optigenex Inc. dated April 15, 2014 (“Optigenex Letter II”). See Letters to Kevin M. O’Neill, Deputy Secretary, Commission from Gary Emmanuel and Harvey Kesner, Sichenzia Ross Friedman Ference LLP dated April 29, 2014 (“Sichenzia Letter III”); William Ferguson, Carlton Huxley Ltd. dated June 27, 2014 (“Carlton Letter”); and Jan Harris dated July 1, 2014 (“Harris Letter”).

⁸ See Letters to Elizabeth M. Murphy, Secretary, Commission, from Isaac Montal, Managing Director and Deputy General Counsel, DTCC dated April 29, 2014 (“DTC Letter III”) and May 6, 2014 (“DTC Letter IV”).

⁹ See Release No. 34-72391 (June 13, 2014); 79 FR 35193 (June 19, 2014).

On August 15, 2014, DTC withdrew the Proposed Rules, as amended by Amendment Nos. 1 and 2 (SR-DTC-2013-11).

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

Kevin M. O'Neill
Deputy Secretary

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¹⁰ 17 CFR 200.30-3(a)(31).