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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-79106; File No. SR-NYSE-2016-65]

Self-Regulatory Organizations; New York Stock Exchange LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Amend its Price List to Eliminate Take Fees for Bonds Executed on the NYSE BondsSM System

October 17, 2016

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 October 3, 2016, New York Stock Exchange LLC (“NYSE” or the “Exchange”) 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 Price List to eliminate take fees for bonds executed on the NYSE BondsSM system. The proposed rule change is available on the Exchange’s website at www.nyse.com, at the principal office of the Exchange, and at the Commission’s Public Reference Room.

¹ 15 U.S.C. 78s(b)(1).

² 15 U.S.C. 78a.

³ 17 CFR 240.19b-4.

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 its Price List to eliminate take fees for bonds executed on the NYSE Bonds system. The Exchange currently charges transaction fees to liquidity takers for transactions executed on NYSE Bonds with a staggered fee schedule based on the number of bonds purchased or sold. Currently, the transaction fee for orders that take liquidity from the NYSE Bonds Book is \$0.50 per bond for executions of one to ten (10) bonds; \$0.20 per bond for executions of eleven (11) to twenty-five (25) bonds; and \$0.10 per bond for executions of twenty-six (26) bonds or more. The Exchange also currently has a fee cap of \$100 per execution.

The Exchange proposes to eliminate the take fee for all bonds executed on NYSE Bonds. The Exchange also proposes to remove text from the fee schedule regarding the maximum fee per execution because that text would no longer be applicable once the take fee is eliminated.

Additionally, the Exchange recently adopted the Liquidity Provider Incentive Program, a voluntary rebate program that pays Users⁴ of NYSE Bonds a monthly rebate provided Users who opt into the rebate program meet specified quoting requirements.⁵ Users who opt in to the Liquidity Provider Incentive Program are subject to a transaction fee for orders that provide liquidity to the NYSE Bonds Book of \$0.50 per bond.⁶ For orders that take liquidity from the NYSE Bonds Book, the current tiered fees noted above apply. However, with this proposed rule change, Users who opt into the Liquidity Provider Incentive Program would no longer be subject to fees for orders that take liquidity. To reflect the elimination of take fees as proposed herein, the Exchange proposes to delete text from the fee schedule regarding the applicability of standard execution fees under the Liquidity Provider Incentive Program for orders that take liquidity from the NYSE Bonds Book because that text would no longer be applicable.

The proposed rule change is intended to provide Users with a greater incentive to transact on the NYSE Bonds system.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with Section 6(b) of the Act,⁷ in general, and furthers the objectives of Sections 6(b)(4) and 6(b)(5) of the Act,⁸ in

⁴ Rule 86(b)(2)(M) defines a User as any Member or Member Organization, Sponsored Participant, or Authorized Trader that is authorized to access NYSE Bonds.

⁵ See Securities Exchange Act Release Nos. 77591 (April 12, 2016), 81 FR 22656 (April 18, 2016) (SR-NYSE-2016-26); and 77812 (May 11, 2016), 81 FR 30594 (May 17, 2016) (SR-NYSE-2016-34).

⁶ The Exchange recently adopted a fee waiver applicable to Users that provide liquidity in 800 or more qualifying CUSIPs quoted on the NYSE Bonds Book, and a fee cap of \$5,000 per month applicable to all Users that do not attain the fee waiver. See Securities Exchange Act Release No. 78108 (June 21, 2016), 81 FR 41636 (June 27, 2016) (SR-NYSE-2016-42).

⁷ 15 U.S.C. 78f(b).

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 Exchange believes that the proposed changes to eliminate the transaction fee for orders that take liquidity from the NYSE bonds Book is reasonable and equitable as it is designed to incentivize the submission of such orders and increase order volume on the Exchange. The proposed fee change is a reasonable amendment to the Exchange's fee schedule and is equitably allocated and does not unfairly discriminate between customers, issuers, and brokers or dealers because all Users are eligible to submit (or not submit) displayed liquidity taking orders in bonds traded on the Exchange. The Exchange believes that the proposed fee change is a reasonable method to incentivize the submission of such orders, which the Exchange believes will result in a greater number of bonds transacted on the Exchange, thereby increasing displayed liquidity and traded volume on the Exchange.

The Exchange is proposing to adopt a pricing model whereby Users that take liquidity from the NYSE Bonds system would not pay a fee. The proposed rule change will therefore benefit all Users that take liquidity from the NYSE Bonds system.

The Exchange further believes that the proposed rule change is equitable and not unfairly discriminatory in that it will apply uniformly to all Users accessing the NYSE Bonds system. All similarly situated Users would be subject to the same fee structure, and each User would have the ability to determine the extent to which the Exchange's proposed structure will provide it with an economic incentive to use the NYSE Bonds system, and model its business accordingly.

⁸ 15 U.S.C. 78f(b)(4), (5).

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

In accordance with Section 6(b)(8) of the Act,⁹ 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. Debt securities typically trade in a decentralized OTC dealer market that is less liquid and transparent than the equities markets. The Exchange believes that the proposed change would increase competition with these OTC venues by creating additional incentives to engage in bonds transactions on the Exchange and rewarding market participants for actively quoting and providing liquidity in the only transparent bond market, which the Exchange believes will enhance market quality.

The Exchange notes that it operates in a highly competitive market in which market participants can readily favor competing venues that are not transparent. In such an environment, the Exchange must continually review, and consider adjusting its fees and rebates to remain competitive with other exchanges as well as with alternative trading systems and other venues that are not required to comply with the statutory standards applicable to exchanges. 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 believes that the degree to which fee changes in this market may impose any burden on competition is extremely limited. As a result of all of these considerations, the Exchange does not believe that the proposed change will impair the ability of member organizations or competing order execution venues to maintain their competitive standing in the financial markets.

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.

⁹ 15 U.S.C. 78f(b)(8).

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

The foregoing rule change is effective upon filing pursuant to Section 19(b)(3)(A)¹⁰ of the Act and subparagraph (f)(2) of Rule 19b-4¹¹ thereunder, because it establishes a due, fee, or other charge imposed by the Exchange.

At any time within 60 days of the filing of such 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 Commission shall institute proceedings under Section 19(b)(2)(B)¹² 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 e-mail to rule-comments@sec.gov. Please include File Number SR-NYSE-2016-65 on the subject line.

Paper comments:

- Send paper comments in triplicate to Brent J. Fields, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

¹⁰ 15 U.S.C. 78s(b)(3)(A).

¹¹ 17 CFR 240.19b-4(f)(2).

¹² 15 U.S.C. 78s(b)(2)(B).

All submissions should refer to File Number SR-NYSE-2016-65. This file number should be included on the subject line if e-mail 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 (<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 website 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 such 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-NYSE-2016-65, and should be submitted on or before [INSERT DATE 21 DAYS AFTER DATE OF PUBLICATION IN THE FEDERAL REGISTER].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹³

Robert W. Errett
Deputy Secretary

¹³ 17 CFR 200.30-3(a)(12).

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