



8011-01

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-81000; File No. SR-NYSE-2017-12]

Self-Regulatory Organizations; New York Stock Exchange LLC; Notice of Withdrawal of a Proposed Rule Change, as Modified by Amendment No. 3, to Amend Section 102.01B of the NYSE Listed Company Manual to Modify the Requirements that Apply to Companies that List Without a Prior Exchange Act Registration and that Are Not Listing in Connection with an Underwritten Initial Public Offering
June 22, 2017.

On March 13, 2017, the New York Stock Exchange LLC (“NYSE” or the “Exchange”) filed with the Securities and Exchange Commission (“Commission”), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)¹ and Rule 19b-4 thereunder,² a proposed rule change to amend Section 102.01B of the Manual to modify the provisions relating to the qualification of companies listing without a prior Exchange Act registration and an underwritten offering to permit the listing of such companies immediately upon effectiveness of an Exchange Act registration statement without a concurrent public offering registered under the Securities Act of 1933 provided the company meets all other listing requirements. The proposal also would eliminate the requirement to have a private placement market trading price if there is a valuation from an independent third-party of \$250 million in market value of publicly-held shares. The proposed rule change was published for comment in the Federal Register on March 31, 2017.³ The Commission received no comments on the proposed rule change. On May 12, 2017, the Commission extended the time period within which to approve the proposed rule change, disapprove the proposed rule change, or institute proceedings to determine whether to approve or disapprove the proposed

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ See Securities Exchange Act Release No. 34-80313 (March 27, 2017), 82 FR 16082 (March 31, 2017).

rule change to June 29, 2017.⁴ On June 6, 2017, the Exchange filed Amendment No. 3 to the proposed rule change.⁵

On June 19, 2017, the Exchange withdrew the proposed rule change, as modified by Amendment No. 3. (SR-NYSE-2017-12).

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.⁶

Eduardo A. Aleman
Assistant Secretary

⁴ See Securities Exchange Act Release No. 34-80670 (May 12, 2017), 82 FR 22866 (May 18, 2017).

⁵ The Exchange also filed Amendment No. 1 to the proposed rule change on May 16, 2017 and Amendment No. 2 to the proposed rule change on May 24, 2017, both of which were subsequently withdrawn.

⁶ 17 CFR 200.30-3(a)(57).

