



8011-01p

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-89668; File No. SR-LTSE-2020-13]

Self-Regulatory Organizations; Long-Term Stock Exchange, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Amend Rule 11.410(a)

August 25, 2020.

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 August 18, 2020, Long-Term Stock Exchange, Inc. (“LTSE” or the “Exchange”) 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 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

LTSE proposes a rule change to amend Rule 11.410(a) to (i) update the Exchange’s source of data feeds for purposes of order handling and execution, and regulatory compliance, to include data regarding MEMX LLC (“MEMX”); and (ii) make ministerial changes to the existing list of exchanges to address name changes and to re-alphabetize the list.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

The text of the proposed rule change is available at the Exchange's website at <https://longtermstockexchange.com/>, at the principal office of the Exchange, and at the Commission's Public Reference Room.

II. Self-Regulatory Organization's Statement on 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 these statements may be examined at the places specified in Item IV below. The self-regulatory organization 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 on the Purpose of, and the Statutory Basis for, the Proposed Rule Change³

1. Purpose

The Exchange proposes to amend the Market Data Sources identified in LTSE Rule 11.410(a), which sets forth on a market-by-market basis the data feeds that the Exchange utilizes as its source for quotes, trades and administrative messages. Currently, LTSE utilizes the securities information processor ("SIP") consolidated quotation (i.e., CQS/UQDF), trade and administrative (i.e., CTS/UTDF) data feeds for data on all national securities exchanges. The Exchange proposes to amend the table in Rule 11.410(a) to add a new exchange, MEMX, and specify that the Exchange also will utilize the consolidated quotation (i.e., CQS/UQDF), trade and administrative (i.e., CTS/UTDF) data feeds for MEMX.

³ Unless otherwise defined, capitalized terms are used herein as defined in the LTSE Rulebook.

Additionally, the Exchange proposes to update the names of exchanges that have been renamed, as well as alphabetize the list of exchanges in the table.

The Exchange proposes that this rule change become operative on or before the day that MEMX launches operations as an equities exchange, which is currently expected on September 4, 2020.⁴

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with the provisions of Section 6 of the Act,⁵ in general, and furthers the objectives of Section 6(b)(5) of the Act,⁶ in particular, in that it is designed to prevent fraudulent and manipulative acts and practices, promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in 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 rule change is consistent with the Act because including MEMX in the list of market data sources the Exchange will use to determine each away trading center's Top of Book quotes will facilitate transparency in the Exchange's operations and support the Exchange's compliance with the applicable requirements of Regulation NMS.

The Exchange believes its proposal to amend the table in Rule 11.410(a) to update the data feed source for MEMX will ensure that Rule 11.410 correctly identifies and publicly states

⁴ See <https://memx.com/memx-timeline-update-launch-set-for-september-4th/>.

⁵ 15 U.S.C. 78f.

⁶ 15 U.S.C. 78f(b)(5).

on a market-by-market basis all of the specific data feeds that the Exchange utilizes for the handling and execution of orders, and for regulatory compliance. The proposed rule change also removes impediments to and perfects the mechanism of a free and open market and protects investors and the public interest by providing additional specificity, clarity, and transparency in the Exchange's rules.

Further, the Exchange believes it is consistent with the Act to update the referenced rule to list all the away trading centers in alphabetical order, to enhance clarity to market participants.

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

The Exchange does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The proposed change is not designed to address any competitive issue, but rather would provide the public and market participants with up-to-date information about the data feeds the Exchange will use for the handling and execution of orders, as well as for regulatory compliance.

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

Written comments were neither solicited nor received.

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

Because the foregoing 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, it has become effective pursuant to Section 19(b)(3)(A) of the Act⁷ and Rule 19b-4(f)(6) thereunder.⁸

⁷ 15 U.S.C. 78s(b)(3)(A).

⁸ 17 CFR 240.19b-4(f)(6). In addition, Rule 19b-4(f)(6)(iii) requires a self-regulatory

A proposed rule change filed pursuant to Rule 19b-4(f)(6) under the Act⁹ normally does not become operative for 30 days after the date of its filing. However, Rule 19b-4(f)(6)(iii)¹⁰ permits the Commission to designate a shorter time if such action is consistent with the protection of investors and the public interest. The Exchange has asked the Commission to waive the 30-day operative delay so that the proposed rule change may become operative immediately. According to the Exchange, the proposed rule change does not significantly affect the protection of investors or the public interest or impose a significant burden on competition because it merely provides specificity regarding the Exchange's use of data feeds by identifying which data feed would be used for MEMX and enables market participants to understand how the Exchange views trade and quote information from other national securities exchanges and does not impose any burden on Members or market participants. The Commission believes that waiving the 30-day operative delay is consistent with the protection of investors and the public interest, as doing so will ensure that the rule change becomes operative on or before the day that MEMX launches operations as an equities exchange, which is currently expected on September 4, 2020, which, in turn, will ensure that the Exchange rules clearly and accurately reflect the market data sources it utilizes in generating quotes, trades and administrative messages. Accordingly, the Commission hereby waives the operative delay and designates the proposed rule change operative upon filing.¹¹

organization to give the Commission written notice of its 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.

⁹ 17 CFR 240.19b-4(f)(6).

¹⁰ 17 CFR 240.19b-4(f)(6)(iii).

¹¹ For purposes only of waiving the 30-day operative delay, the Commission also has considered the proposed rule's impact on efficiency, competition, and capital formation.

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 Commission shall institute proceedings 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-LTSE-2020-13 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-LTSE-2020-13. 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 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. Persons submitting comments are cautioned that we do not redact or edit personal identifying information from comment submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-LTSE-2020-13 and should be submitted on or before **[INSERT DATE 21 DAYS FROM PUBLICATION IN THE FEDERAL REGISTER]**.

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

Jill M. Peterson,

Assistant Secretary.

[FR Doc. 2020-19054 Filed: 8/28/2020 8:45 am; Publication Date: 8/31/2020]

¹² 17 CFR 200.30-3(a)(12).