of the requested order, the Acquiring Fund Agreement, and the list with any updated information for the duration of the investment and for a period of not less than six years thereafter, the first two years in an easily accessible place.

15. The Acquiring Fund Advisor, Trustee or Sponsor, as applicable, will waive fees otherwise payable to it by the Acquiring Fund in an amount at least equal to any compensation (including fees received pursuant to any plan adopted under rule 12b–l under the Act) received from the Fund by the Acquiring Fund Advisor, Trustee or Sponsor, or an affiliated person of the Acquiring Fund Advisor, Trustee or Sponsor, other than any advisory fees paid to the Acquiring Fund Advisor, Trustee or Sponsor, or its affiliated person by the Fund in connection with the investment by the Acquiring Fund in the Fund. Any Acquiring Fund Sub-Advisor will waive fees otherwise payable to the Acquiring Fund Sub-Advisor, directly or indirectly, by the Acquiring Management Company in an amount at least equal to any compensation received from a Fund by the Acquiring Fund Sub-Advisor, or an affiliated person of the Acquiring Fund Sub-Advisor, other than any advisory fees paid to the Acquiring Fund Sub-Advisor or its affiliated person by the Fund in connection with any investment by the Acquiring Management Company in the Fund made at the direction of the Acquiring Fund Sub-Advisor. In the event that the Acquiring Fund Sub-Advisor waives fees, the benefit of the waiver will be passed through to the Acquiring Management Company.

16. Any sales charges and/or service fees charged with respect to shares of an Acquiring Fund will not exceed the limits applicable to a fund of funds as set forth in NASD Conduct Rule 2830.

17. No Fund will acquire securities of any other investment company or company relying on section 3(c)(1) or 3(c)(7) of the Act in excess of the limits contained in section 12(d)(1)(A) of the Act, except to the extent the Fund acquires securities of another investment company pursuant to exemptive relief from the Commission permitting the Fund to acquire securities of one or more investment companies for short-term cash management purposes.

18. Before approving any advisory contract under section 15 of the Act, the Board of each Acquiring Management Company, including a majority of the Independent Trustees, will find that the advisory fees charged under such advisory contract are based on services provided that will be in addition to, rather than duplicative of, the services provided under the advisory contract(s) of any Fund in which the Acquiring Management Company may invest. These findings and their basis will be recorded fully in the minute books of the appropriate Acquiring Management Company.

For the Commission, by the Division of Investment Management, under delegated authority.

Kevin M. O'Neill,

Deputy Secretary.

[FR Doc. 2014–21889 Filed 9–12–14; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–73023; File No. SR–ISE–2014–10]

Self-Regulatory Organizations; International Securities Exchange, LLC; Order Approving a Proposed Rule Change Related To Limiting Certain Types of Complex Orders From Legging Into the Regular Market

September 9, 2014.

I. Introduction

On February 25, 2014, the International Securities Exchange, LLC (the ''Exchange'' or ''ISE'') filed with the Securities and Exchange Commission (the ''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 relating to complex orders. The proposed rule change was published for comment in the **Federal Register** on March 14, 2014.[3] On April 23, 2014, the Commission extended the time period in which to either approve the proposal, disapprove the proposal, or to institute proceedings to determine whether to approve or disapprove the proposal, to June 12, 2014.[4] On June 10, 2014, the Commission instituted proceedings to determine whether to approve or disapprove the proposed rule change.[5] The Commission received five comment letters on proposal.[6] This order approves the proposed rule change.

II. Description of the Proposal

The Exchange proposes to amend ISE Rule 722 to prohibit certain types of complex orders from legging into the regular market (*i.e.,* executing against individual quotes for each of the legs of the complex order in the regular market).[7] Specifically, ISE proposes that complex orders with two option legs where both legs are buying or both legs are selling and both legs are calls or both legs are puts will only trade against other complex orders in the complex order book and will not be permitted to leg into the regular market.[8] ISE also proposes that complex orders with three option legs where all legs are buying or all legs are selling, regardless of whether the options are a calls or puts, will only trade against other complex orders in the complex order book and will not be permitted to leg into the regular market.[9] ISE describes these types of two and three leg complex order strategies as ''atypical'' complex order strategies in that they are geared toward an aggressive directional capture of volatility.[10]

The Exchange further proposes to amend ISE Rule 722 to prevent legging orders [11] from being generated on behalf of the two-legged complex orders where

[1] 15 U.S.C. 78s(b)(1).

[2] 17 CFR 240.19b–4.

[3] *See* Securities Exchange Act Release No. 71669 (March 10, 2014), 79 FR 14563 (''Notice'').

[4] *See* Securities Exchange Act Release No. 72006 (April 23, 2014), 79 FR 24031 (April 29, 2014).

[5] *See* Securities Exchange Act Release No. 72359 (June 10, 2014), 79 FR 34387 (June 16, 2014).

[6] *See* letters to Elizabeth Murphy, Secretary, Commission, from Kurt Eckert, Principal, Wolverine Trading, LLC, dated July 7, 2014 (''Wolverine Letter''); Ellen Green, Vice President, Financial Services Operations, Securities Industry and Financial Markets Association, dated July 8, 2014 (''SIFMA Letter''); Wouter Stinis, Head of Trading, Optiver US, LLC, dated July 9, 2014 (''Optiver Letter''); letter to Kevin M O'Neill, Deputy Secretary, Commission, from John Kinahan, Interim-CEO, Group One Trading, L.P., dated July, 7, 2014 (''Group One Letter''); letter to the Office of the Secretary, Commission, from Martha Redding, Chief Counsel and Assistant Corporate Secretary, NYSE, Inc. dated July 10, 2014 (''NYSE Letter'').

[7] *See* Notice, *supra* note 3, at 14564. ISE Rule 722(b)(3)(ii) rule states that complex orders up to a maximum number of legs (determined by the Exchange on a class basis as either two legs or three legs) will be automatically executed against bids and offers on the Exchange for the individual legs of the complex order provided the complex order can be executed while maintaining a permissible ratio by such bids and offers.

[8] *See* Notice, *supra* note 3, at 14564. The Exchange offers some examples of such strategies as follows: (i) Buy Call 1, Buy Call 2; (ii) Sell Call 1, Sell Call 2; (iii) Buy Put 1, Buy Put 2; (iv) Sell Put 1, Sell Put 2. *See id.*

[9] *See id.* The Exchange offers some examples of such strategies as follows: (i) Buy Call 1, Buy Call 2, Buy Put 1; (ii) Buy Put 1, Buy Put 2, Buy Put 3; (iii) Buy Call 1, Buy Call 2, Buy Call 3; (iv) Buy Put 1, Buy Put 2, Buy Call 3; (v) Sell Put 1, Sell Put 2, Sell Call 1. *See id.*

[10] *See id.* Hereinafter these two and three legged complex order strategies that are the subject of this proposal will be referred to as ''directional complex orders.'' ISE states that most traditional complex order strategies used by retail or professional investors, unlike directional complex orders, seek to hedge the potential move of the underlying security or to capture a premium from an anticipated market event. *See id.*

[11] ISE Rule 715(k) defines a legging order as a limit order on the regular limit order book that represents one side of a complex order that is to buy or sell an equal quantity of two options series resting on the Exchange's complex order book.

both legs are buying or both legs are selling and both legs are calls or both legs are puts.[12] According to the Exchange, preventing the generation of legging orders for these types of two-legged complex orders is necessary to effectuate the proposed limitation to exclude these types of complex orders from trading in the regular market.[13]

In addition, the Exchange proposes to amend Supplemental Material .08 to ISE Rule 716 (Facilitation Mechanism and Solicited Order Mechanism) and Supplemental Material .10 to ISE Rule 723 (Price Improvement Mechanism) to ensure that directional complex orders do not leg into the regular market through an auction.[14] ISE represents that, under its current rules, if an improved net price for a complex order in the Exchange's auctions can be achieved from bids and offers for the individual legs of the complex order in the regular market, the complex order would receive that better net price.[15] ISE proposes to prevent directional complex orders from interacting with the regular market during an auction in connection with the Exchange's proposal in order to prevent directional complex orders from executing against the regular market.[16] Accordingly, the Exchange proposes to amend Supplemental Material .08 to ISE Rule 716 and Supplemental Material .10 to ISE Rule 723 to provide that if an improved net price can be achieved from bids and offers for the individual legs for directional complex orders during an auction, ISE will cancel the auction at the end of the auction's exposure period.[17]

According to the Exchange, the proposed rule amendments are designed to prevent directional complex orders from bypassing the Exchange's market maker risk parameters for the regular market.[18] ISE states that the market maker risk parameters are designed to automatically remove a market maker's quotes in all series of an options class when any of four parameter settings established by the market maker are triggered.[19] ISE describes these market maker risk parameters as a functionality that allows market makers to provide liquidity across many different options series without being at risk of executing the full cumulative size of all of their quotes before being given adequate opportunity to adjust their quotes.[20] According to ISE, when a complex order legs into the regular market, all of the legs of a complex order are considered as a single transaction for purposes of the market maker risk parameters, and not as a series of individual transactions.[21] Thus, the trading system performs the market maker risk parameter calculations after the entire complex order executes against interest in the regular market. According to the Exchange, the manner in which complex orders leg into the regular market may cause market makers to trade above limits set in their market maker risk parameters.[22] As a result, the Exchange believes that market makers may alter their trading behavior to account for the additional risk by widening quotes, hurting the Exchange's quality of markets and the quality of markets in general.[23] Further, according to ISE, directional complex orders that bypass market makers' risk parameters may result in artificially large transactions that distort the market for related instruments, including the underlying security or related options series.[24] The Exchange believes that the potential risk to market makers of allowing directional complex orders to execute against market makers' quotes in the regular market outweighs the potential benefit of allowing directional complex orders to execute against interest in the regular market.[25] By limiting directional complex orders from legging into the regular market, the Exchange believes that market makers will post tighter and more liquid markets for regular orders and traditional complex orders, while reducing the frequency and size of related market distortions.[26]

Finally, ISE represents that directional complex orders may trade against other complex orders in the ISE complex order book and may rest on the ISE complex order book until they are traded or canceled by the member that entered them.[27]

III. Summary of Comment Letters

As previously noted, the Commission received five comment letters.[28] All of the commenters support the proposal and believe the Commission should approve it.

Several commenters state that they rely on market maker risk parameter mechanisms to prevent them from exceeding a set amount of risk without having the opportunity to update the price or size of their quotes to better reflect the state of the current market.[29] One commenter, a national securities exchange, states that market makers and other participants who contribute to price discovery by posting displayed bids and offers incur significant risk of taking on large options positions on the same side of the market, potentially causing a liquidity provider to accumulate unacceptable risk levels very quickly.[30] This commenter states that, because of this, options exchanges make available to their market makers and other market participants risk protection tools that restrict the amount of risk a liquidity provider can accumulate per unit time before their quotes or orders are disabled.[31] Another commenter, a market maker, states that it relies on the exchange-level market maker risk parameter mechanisms to ensure that its quotes are removed from the market when its risk tolerance is exceeded.[32] According to this commenter, it is because of these market maker risk parameters that market makers are able to quote tight spreads and deep liquidity.[33]

Commenters generally agree that directional complex orders allow market participants to circumvent a market-maker's risk parameters.[34] Several

[12] *See* Notice, *supra* note 3, at 14565. The Exchange notes that legging orders cannot be generated for complex orders with three options legs, and, therefore, is not proposing to prevent the generation of legging orders for complex orders with three option legs where all legs are buying or all legs are selling, regardless of whether the options are calls or puts. *See id.*

[13] *See id.*

[14] *See id.*

[15] *See id.*

[16] *See* Notice, *supra* note 3, at 14565.

[17] *See id.*

[18] *See id.* at 14564 *and* ISE Rule 804(g) (Automated Quotation Adjustments). *See also* Supplemental Material .04 to ISE Rule 722 (Automated Spread Quotation Adjustments).

[19] *See* Notice, *supra* note 3, at 14564.

[20] *See id.*

[21] *See id.*

[22] *See id.*

[23] *See id.*

[24] *See id.*

[25] *See* Notice, *supra* note 3, at 14565. ISE notes that the number of directional complex orders is small relative to the total number of complex orders executed on the Exchange on a given day. *See id.*

[26] *See id.*

[27] *See id.*

[28] *See supra* note 6.

[29] *See e.g.,* Group One Letter, *supra* note 6, at 1; Wolverine Letter, *supra* note 6, at 1.

[30] *See* NYSE Letter, *supra* note 6, at 1.

[31] *See id.*

[32] *See* Group One Letter, *supra* note 6, at 1. *See also* Wolverine Letter, *supra* note 6, at 1 (stating that market makers are reliant on exchange-level market maker risk parameters mechanisms to protect market makers from assuming undue risk if multiple resting quotes are executed in rapid succession).

[33] *See* Group One Letter, *supra* note 6, at 1. *See also* Wolverine Letter, *supra* note 6, at 1 (stating that market makers are able to provide tight, deep, competitive markets based on the understanding that they can, to a reasonable degree, control the amount of risk they assume within a single trade or sequence of trades before being able to recalculate and republish their quotes).

[34] *See* Wolverine Letter, *supra* note 6, at 2; Optiver Letter, *supra* note 6, at 2; Group One Letter, *supra* note 6, at 1; NYSE Letter, *supra* note 6, at 2; and SIFMA Letter, *supra* note 6, at 3.

commenters assert that directional complex orders are not traditional complex orders used by retail and professional investors.[35] One commenter notes that, while any complex order, traditional or directional, legging into the market could circumvent a market-maker's risk parameters, such circumvention is justifiable for traditional complex orders but not directional complex orders.[36] This commenter explains that traditional complex orders, such as spreads or straddles, are designed to provide some degree of directional protection, where gains in one leg may be at least partially offset by losses in another, which, according to the commenter, renders the risk of these traditional complex orders executing as a single transaction more tolerable.[37] However, according to this commenter, directional complex orders often increase the net directional exposure because they consist of all bullish or bearish positions where no one leg hedges any other, as is the case for traditional complex orders.[38]

Generally, all of the commenters agree that directional complex orders restrict market-makers' ability to mitigate their risk and, in turn, their ability to quote in larger sizes with tighter spreads across many different options series.[39] One commenter states that without the protection offered by the market maker risk parameters, its only remaining controls at its disposal to protect against the risk of directional complex orders are to widen quoted spreads and/or reduce the size of its quotes in the single leg market.[40] This commenter also notes that it may even cancel all its quotes in related instruments on other exchanges where the commenter provides liquidity in response to an execution of a directional complex order against its quotes, or may even stop quoting altogether on venues where directional complex orders are permitted to circumvent a market maker's risk parameters.[41] One commenter states that these directional complex orders may force market makers to hedge their position more urgently than for other transactions, which hedging may cause a larger, temporary, market impact in the underlying securities than normal hedging activity does.[42] One commenter states that it would be able to provide larger published quotes and/or tighter spreads if the proposal is approved.[43]

Two commenters state that they believe that the number of directional complex orders is small relative to the total number of complex orders executed on the Exchange in a given day.[44] Some commenters note that most directional complex orders come from market makers.[45] One commenter states that, according to one market participant, 95% of directional complex orders that executed against that participant's quotes over the last year originated from the market making desk of one firm.[46] According to this commenter, of the complex order flow received by that same market participant from institutional and retail customers over the past year, zero directional complex orders came from institutional customers and just 0.1% of retail complex orders were directional.[47] Another commenter notes that the average trade number of contracts executed in traditional complex orders against the commenter's quotes in 2014 was 14.8 contracts per trade, which is, according to the commenter, generally consistent with the Options Clearing Corporation's data indicating an average number of contracts per average transaction of 15.6 contracts on the Exchange.[48] The commenter then notes that the average number of contracts per transaction against the commenter's quotes for directional complex orders was 157.3 contracts.[49]

Two commenters state that they believe that the potential benefits of preventing directional complex orders from legging into the regular market under the Exchange's proposal outweighs any benefits of continuing to allow directional complex orders to leg into the regular market.[50] One commenter asserts that market maker risk protections in the regular market must have priority over directional complex orders that leg into that same regular market.[51] Another commenter states that it believes that approval of the proposal will deter potentially nefarious activity without reducing liquidity for regular orders or traditional complex orders.[52]

IV. Discussion and Commission Findings

After careful review, the Commission finds that the proposed rule change is consistent with the requirements of the Act and the rules and regulations thereunder applicable to a national securities exchange.[53] In particular, the Commission finds that the proposed rule change is consistent with Section 6(b)(5) of the Act,[54] which requires, among other things, that the rules of a national securities exchange be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, 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 Commission notes that directional complex orders may continue to trade against other complex orders on the Exchange's complex order book, and that market participants may submit the individual legs of a directional complex order separately to the regular market for execution should they so choose. The Commission also notes that all five

[35] *See e.g.,* Wolverine Letter, *supra* note 6, at 2; Optiver Letter, *supra* note 6, at 1–2; and Group One Letter, *supra* note 6, at 2.

[36] *See* Wolverine Letter, *supra* note 6, at 1–2. *See also* NYSE Letter, *supra* note 6, at 2.

[37] *See* Wolverine Letter, *supra* note 6, at 1.

[38] *See* Wolverine Letter, *supra* note 6, at 2. *See also* NYSE Letter, *supra* note 6, at 2 (noting that most complex orders ''. . . are 'self-hedged,' *i.e.,* comprising one or more 'long' sides offset by one or more 'short' sides'').

[39] *See* Wolverine Letter, *supra* note 6, at 2; Optiver Letter, *supra* note 6, at 4; Group One Letter, *supra* note 6, at 1–2; NYSE Letter, *supra* note 6, at 1–2; and SIFMA Letter, *supra* note 6, at 4–5.

[40] *See* Optiver Letter, *supra* note 6, at 3.

[41] *See* Optiver Letter, *supra* note 6, at 3–4.

[42] *See* SIFMA Letter, *supra* note 6, at 4. This commenter also notes that retail investors' limit orders may also be adversely impacted by directional complex orders because such orders can result in large price swings, which may result in stop orders being triggered. *Id.*

[43] *See* Wolverine Letter, *supra* note 6, at 2. *See also* Group One letter, *supra* note 6, at 2 (noting that by allowing market makers to rely on the Exchange's market maker risk parameters, ''market makers can continue to provide large size quotes with tight spreads''); *and* Optiver Letter, *supra* note 6, at 5 (asserting that approval would ''further allow tighter markets and increased liquidity for both complex orders and the regular market'').

[44] *See* SIFMA Letter, *supra* note 6, at 5; Optiver Letter, *supra* note 6, at 4 (noting that it believes 3-legged directional complex orders represents less than 1% of total orders).

[45] *See* SIFMA Letter, *supra* note 6, at 3; Optiver Letter, *supra* note 6, at 2 (noting that, in the commenter's experience, ''these [directional] order types are overwhelmingly used by market makers'').

[46] *See* SIFMA Letter, *supra* note 6, at 3.

[47] *See id.* Two commenters state that they believe that the number of directional complex orders is small relative to the total number of complex orders executed on the Exchange in a given day.

[48] *See* Optiver Letter, *supra* note 6, at 3.

[49] *See id.*

[50] *See* SIFMA Letter, *supra* note 6, at 5; Optiver Letter, *supra* note 6, at 5.

[51] *See* Optiver Letter, *supra* note 6, at 5.

[52] *See* Group One Letter, *supra* note 6, at 2. Two commenters also express support for the part of the Exchange's proposal that would require that an auction be canceled at the end of the auction's exposure period if an improved net price can be achieved from the bids and offers for the individual legs of a directional complex order during an auction. *See* SIFMA Letter, *supra* note 6, at 3; Optiver Letter, *supra* note 6, at 2.

[53] In approving this proposal, the Commission has considered the proposed rule's impact on efficiency, competition, and capital formation. *See* 15 U.S.C. 78c(f).

[54] 15 U.S.C. 78f(b)(5).

commenters expressed support for the proposal.

V. Conclusion

It is therefore ordered, pursuant to Section 19(b)(2) of the Act,[55] that the proposed rule change (SR–ISE–2014–10) is approved.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[56]

Kevin M. O'Neill,

Deputy Secretary.

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[55] 15 U.S.C. 78s(b)(2).

[56] 17 CFR 200.30–3(a)(12).

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–73027; File No. SR–NYSEArca–2014–96]

Self-Regulatory Organizations; NYSE Arca, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Amending Rule 2.100, Which Addresses the Exchange's Emergency Powers Revising How Certain Messages Are Disseminated

September 9, 2014.

Pursuant to Section 19(b)(1) [1] of the Securities Exchange Act of 1934 (''Act'') [2] and Rule 19b–4 thereunder,[3] notice is hereby given that on August 27, 2014, NYSE Arca, Inc. (the ''Exchange'' or ''NYSE Arca'') filed with the Securities and Exchange Commission (''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

The Exchange proposes to amend Rule 2.100, which addresses the Exchange's emergency powers, to revise how certain messages are disseminated. The text of the proposed rule change is available on the Exchange's Web site 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 Rule 2.100, which addresses the Exchange's emergency powers, to revise how certain messages are disseminated.[4]

Background

In 2009, the Exchange adopted Rule 2.100 to provide the New York Stock Exchange LLC (''NYSE''), which is an affiliate of the Exchange (''Affiliated Exchange''), with the authority to declare an Emergency Condition [5] with respect to trading on or through the systems and facilities of the Affiliated Exchange and to act as necessary in the public interest and for the protection of investors.[6] As amended in 2013, the term ''Affiliated Exchange'' means NYSE, NYSE MKT LLC (''NYSE MKT''), or a national securities exchange otherwise designated by the Exchange as an affiliated entity.[7] The authority in Rule 2.100 may be exercised when, due to an Emergency Condition, an Affiliated Exchange's systems and facilities cannot be utilized. If such an Emergency Condition is declared, a qualified Exchange officer may designate the Exchange to serve as a backup facility to receive and process bids and offers and to execute orders on behalf of the Affiliated Exchanges so that the Affiliated Exchanges, as self-regulatory organizations (''SROs''), can remain operational. During such an Emergency Condition, the Exchange also would continue to operate simultaneously.

In November 2013, the Commission approved amendments to Rule 2.100 that were designed to more effectively delineate the SRO functions of the Exchange and its Affiliated Exchanges during an Emergency Condition, reflect the operational preferences of the industry, and reflect the structure of Affiliated Exchange member organization connectivity to and system coding for Affiliated Exchange systems.[8] To date, the Exchange has not invoked Rule 2.100 nor have the Affiliated Exchanges invoked their respective rules.

Under current Rule 2.100(b)(2)(A), beginning on the next trading day following the declaration of an Emergency Condition, NYSE Arca would, on behalf of and at the direction of the Affiliated Exchange, disseminate (i) the official opening, re-opening, and closing trades of Affiliated Exchange-listed securities to the Consolidated Tape as messages of the Affiliated Exchange, and (ii) any notification for Affiliated Exchange-listed securities to the Consolidated Quotation System (''CQS'') of a regulatory halt and resumption of trading thereafter, trading pause and resumption of trading thereafter, and Short Sale Price Test trigger and lifting thereafter, as messages of both the Affiliated Exchange and NYSE Arca.

Under current Rule 2.100(b)(2)(B), bids and offers for Affiliated Exchange-listed securities entered on or through the systems and facilities of NYSE Arca during the Emergency Condition would

[4] NYSE Arca trades equity securities on the systems and facilities of its wholly owned subsidiary, NYSE Arca Equities, referred to as the ''NYSE Arca Marketplace.'' For the purposes of this filing and in the text of Rule 2.100, these shall be referred to collectively as the systems and facilities of NYSE Arca, or simply NYSE Arca or the Exchange.

[5] The definition of ''Emergency Condition'' is the one used in Section 12(k)(7) of the Act and is also used by and the Affiliated Exchanges and the Securities and Exchange Commission (''Commission''). Section 12(k)(7) defines an emergency to mean ''(A) a major market disturbance characterized by or constituting—(i) sudden and excessive fluctuations of securities prices generally, or a substantial threat thereof, that threaten fair and orderly markets; or (ii) a substantial disruption of the safe or efficient operation of the national system for clearance and settlement of transactions in securities, or a substantial threat thereof; or (B) a major disturbance that substantially disrupts, or threatens to substantially disrupt—(i) the functioning of securities markets, investment companies, or any other significant portion or segment of the securities markets; or (ii) the transmission or processing of securities transactions.'' 15 U.S.C. § 78l(k)(7).

[6] *See* Securities Exchange Act Release No. 61178 (December 16, 2009), 74 FR 68434 (December 24, 2009) (SR–NYSEArca–2009–90). The text of Rule 2.100 refers to the ''Corporation,'' which is NYSE Arca Equities. *See* NYSE Arca Equities Rule 1.1(k).

[7] *See* Securities Exchange Act Release No. 70822 (November 6, 2013), 78 FR 68128 (November 13, 2013) (SR–NYSEArca–2013–77; SR–NYSE–2013–54; SR–NYSEMKT–2013–66). This release approved the amendment to Rule 2.100 as well as amendments to NYSE Rule 49 and adoption of NYSE MKT Rule 49—Equities.

[8] *See supra* n. 7.