the Railroad Unemployment Insurance Act. The state agency will match the identifying information. If the matching operation reveals that the individual who had received benefits under the Railroad Unemployment Insurance Act also received either unemployment or sickness insurance benefits from the state for any days in the period, the state agency will notify the RRB. Depending on arrangements made between the two jurisdictions, and, in the case of state sickness benefits, on the applicable state law, either the RRB or the state agency will attempt to recover the amount of the duplicate payments.

If the matching operation reveals that wages had been reported for the individual during the requested period, the state will notify the RRB of this fact and furnish a breakdown of the wages, as well as the name and address of each employer who reported earnings for the individual. The RRB will then contact each employer who reported earnings for the individual for the given period. Only if the employment is verified will the RRB take action to recover the overpayment. If the RRB benefits had been paid under the Railroad Unemployment Insurance Act, recovery is limited to payments made for those days on which the individual was gainfully employed.

7. *Other information:* The notice we are giving here is in addition to any individual notice. We will file a report with the Committee on Homeland Security and Governmental Affairs of the Senate, the Committee on Oversight and Government Reform of the House of Representatives, and the Office of Information and Regulatory Affairs, Office of Management and Budget (OMB).

Dated: June 7, 2012.

By Authority of the Board.

Martha P. Rico,

Secretary to the Board.

[FR Doc. 2012–16384 Filed 7–3–12; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

Sunshine Act Meeting

Notice is hereby given, pursuant to the provisions of the Government in the Sunshine Act, Public Law 94–409, that the Securities and Exchange Commission will hold an Open Meeting on Wednesday, August 22, 2012 at 10 a.m., in the Auditorium, Room L–002.

The subject matters of the Open Meeting will be:

Item 1: The Commission will consider whether to adopt rules regarding disclosure and reporting obligations with respect to the use of conflict minerals to implement the requirements of Section 1502 of the Dodd-Frank Wall Street Reform and Consumer Protection Act.

Item 2: The Commission will consider whether to adopt rules regarding disclosure and reporting obligations with respect to payments to governments made by resource extraction issuers to implement the requirements of Section 1504 of the Dodd-Frank Wall Street Reform and Consumer Protection Act.

Item 3: The Commission will consider rules to eliminate the prohibition against general solicitation and general advertising in securities offerings conducted pursuant to Rule 506 of Regulation D under the Securities Act and Rule 144A under the Securities Act, as mandated by Section 201(a) of the Jumpstart Our Business Startups Act.

At times, changes in Commission priorities require alterations in the scheduling of meeting items.

For further information and to ascertain what, if any, matters have been added, deleted or postponed, please contact:

The Office of the Secretary at (202) 551–5400.

Dated: July 2, 2012.

Elizabeth M. Murphy,

Secretary.

[FR Doc. 2012–16551 Filed 7–2–12; 4:15 pm]

BILLING CODE 8011–01–P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–67298; File No. SR–EDGX–2012–22]

Self-Regulatory Organizations; EDGX Exchange, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Relating to New Simultaneous Routing Functionality

June 28, 2012.

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 June 19, 2012, EDGX Exchange, Inc. (the ''Exchange'' or ''EDGX'') 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 Exchange. 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

EDGX proposes to modify existing routing options contained in EDGX Rule 11.9(b)(3) to provide Users[3] with new simultaneous routing functionality as a means by which Members' orders may be routed to certain destinations on the System routing table. The text of the proposed rule change is attached as Exhibit 5 and is available on the Exchange's Web site at *www.directedge.com*, at the Exchange's principal office, and at the Public Reference Room of the Commission.

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 Exchange 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 of the Purpose of, and the Statutory Basis for, the Proposed Rule Change

1. Purpose

The Exchange's current list of routing options is codified in Rule 11.9(b)(3). In this filing, the Exchange proposes to amend paragraph (3) of Rule 11.9(b) to indicate that the Exchange reserves the right to route orders both sequentially and simultaneously. This amendment allows for simultaneous routing to certain destinations on the System routing table. With respect to Rules 11.9(b)(3)(a), (b), (h), and (m), specifically, the Exchange currently sends orders to certain destinations on the System routing table only in a sequential manner. For example, if an order cannot be filled after checking for available shares on the Exchange's book, the Exchange will route such order to certain destinations on the System routing table one at a time until all such destinations are exhausted, the order is cancelled, or the order is filled. As a result of the proposed change in functionality, which would allow such

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

[2] 17 CFR 240.19b–4.

[3] As defined in Rule 1.5(ee).

orders to be sent either sequentially or simultaneously, language in paragraph (3) of Rule 11.9(b) will be amended to account for the fact that the Exchange reserves the right to ''route orders simultaneously or sequentially''. Other routing strategies in Rule 11.9(b) are already written broadly enough to allow for both sequential or simultaneous routing of orders, which the Exchange operates in a discretionary manner depending on the type of venues with which the order flow is routed to.[4] Therefore, this amendment simply deletes the word ''sequentially'' from Rules 11.9(b)(3)(a), (b), (h), and (m) so that the Exchange has the discretion to do simultaneous or sequential routing as to these strategies.

Simultaneous routing is an improvement on the current sequential manner in which orders are filled because it allows an order to be broken up into child orders to be sent to multiple destinations at one time instead of to one venue after another. Doing so has the potential to improve an order's fill rate, as well as reduce latency. The Exchange believes that the proposed introduction of this functionality will provide Users with increased access to multiple sources of liquidity and greater flexibility in routing orders, without having to develop their own complicated routing strategies. The Exchange also believes the proposed modification will provide additional specificity to the Exchange's rulebook regarding routing strategies and will further enhance transparency with respect to Exchange routing offerings.

The Exchange will notify its Members in an information circular of (a) the exact implementation date of this rule change, which will be no later than July 31, 2012; and (b) the manner in which certain routing options may function (*i.e.,* sequentially or simultaneously), in an effort to afford Members with transparency regarding the same.

2. Basis

The Exchange believes that the proposed rule change is consistent with Section 6(b)(5) of the Act,[5] which requires the rules of an exchange 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. More specifically, the Exchange believes that the proposed rule change will improve an order's fill rate as well as reduce latency. The proposed rule change will thus contribute to perfecting the mechanism of a free and open market and a national market system, and is also consistent with the protection of investors and the public interest. The proposed rule change and resulting information circulars that the Exchange will issue will afford Members transparency into how various routing options may function (whether simultaneous or sequential).

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

The Exchange does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

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

The Exchange has neither solicited nor received written comments on the proposed rule change.

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

Because the 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 if consistent with the protection of investors and the public interest, the proposed rule change has become effective pursuant to Section 19(b)(3)(A) of the Act[6] and Rule 19b–4(f)(6) thereunder.[7]

A proposed rule change filed pursuant to Rule 19b–4(f)(6) under the Act[8] normally does not become operative for 30 days after the date of its filing. However, Rule 19b–4(f)(6)[9] 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 proposal may become operative immediately upon filing, noting that similar functionality is already offered by other market centers.[10] The Commission believes that waiving the 30-day operative delay is consistent with the protection of investors and the public interest. Therefore, the Commission designates the proposal operative upon filing.[11]

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.

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 email to *rule-comments@sec.gov.* Please include File Number SR–EDGX–2012–22 on the subject line.

Paper Comments

- Send paper comments in triplicate to Elizabeth M. Murphy, Secretary, Securities and Exchange Commission, 100 F Street NE., Washington, DC 20549–1090.

All submissions should refer to File Number SR–EDGX–2012–22. This file number should be included on the subject line if email 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 Web site (*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

[4] Regarding simultaneous routing, the Exchange may, for example, use a pro-rata mechanism to allocate the number of shares from the parent order (i.e., a child order) among multiple dark pools where each applicable venue will be assigned a relative weight based on a variety of factors including, but not limited to, latency, liquidity and transaction costs.

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

[6] 15 U.S.C. 78s(b)(3)(A).

[7] 17 CFR 240.19b–4(f)(6). As required under Rule 19b–4(f)(6)(iii), the Exchange provided the Commission with written notice of its intent to file the proposed rule change along with a brief description and the 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.

[8] 17 CFR 240.19b–4(f)(6).

[9] 17 CFR 240.19b–4(f)(6).

[10] *See* BATS Rule 11.13(a)(3)(B)–(D) (routing strategies listed in these rules may be routed simultaneously).

[11] For purposes only of waiving the 30-day operative delay, the Commission has considered the proposed rule's impact on efficiency, competition, and capital formation. *See* 15 U.S.C. 78c(f).

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 Web site 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 a.m. and 3 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; 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–EDGX–2012–22 and should be submitted on or before July 26, 2012.

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

Kevin M. O'Neill,

Deputy Secretary.

[FR Doc. 2012–16435 Filed 7–3–12; 8:45 am]

BILLING CODE 8011–01–P

[12] 17 CFR 200.30–3(a)(12).

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–67293; File No. SR–NASDAQ–2012–072]

Self-Regulatory Organizations; the NASDAQ Stock Market LLC; Notice of Filing of Proposed Rule Change With Respect to the Amendment of the By-Laws of Its Parent Corporation, the NASDAQ OMX Group, Inc. (''NASDAQ OMX'')

June 28, 2012.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (''Act'')[1] and Rule 19b–4 thereunder,[2] notice is hereby given that on June 20, 2012, the NASDAQ Stock Market LLC (''NASDAQ'' or the ''Exchange'') filed with the Securities and Exchange Commission (''Commission'') the proposed rule change as described in Items II and III below, which Items have been prepared by the Exchange. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

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

[2] 17 CFR 240.19b–4.

I. Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change

The Exchange proposes a rule change with respect to the amendment of the by-laws of its parent corporation, The NASDAQ OMX Group, Inc. (''NASDAQ OMX''). The text of the proposed rule change is below. The text of the proposed rule change is available at *http://nasdaq.cchwallstreet.com/,* at NASDAQ's principal office, and at the Commission's Public Reference Room.

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 Exchange 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 Exchange 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 of the Purpose of, and Statutory Basis for, the Proposed Rule Change

1. Purpose

NASDAQ OMX is proposing amendments to provisions of its by-laws pertaining to the composition of the Management Compensation Committee of the NASDAQ OMX Board of Directors. Specifically, NASDAQ OMX is amending the compositional requirements of its Management Compensation Committee in Section 4.13 to replace a requirement that the committee be composed of a majority of Non-Industry Directors[3] with a requirement that the number of Non-Industry Directors on the committee equal or exceed the number of Industry Directors. Thus, in the case of a committee composed of four Directors, the current by-law provides that only one Director may be an Industry Director, while the amended by-law would allow up to two Directors to be Industry Directors. The proposed compositional requirement for the committee with regard to the balance between Industry Directors and Non-Industry Directors would be the same as that already provided for in the by-laws with respect to the Executive Committee and the Nominating and Governance Committee, as well as the full Board of Directors.

NASDAQ OMX and the Exchange believe that the change will provide greater flexibility to NASDAQ OMX with regard to populating a committee that includes Directors with relevant expertise and that is not excessively large in relation to the size of the full Board of Directors, while continuing to ensure that Directors associated with NASDAQ members and other broker-dealers do not exert disproportionate influence of the governance of NASDAQ OMX. As required by NASDAQ Rule 5605(d), the committee would continue at all times to be composed solely of Directors who are independent within the meaning of that rule.

2. Statutory Basis

NASDAQ believes that the proposed rule change is consistent with the provisions of Section 6 of the Act,[4] in general, and with Sections 6(b)(1) and (b)(5) of the Act,[5] in particular, in that

[3] An ''Industry Director'' means a Director (excluding any two officers of NASDAQ OMX, selected at the sole discretion of the Board, amongst those officers who may be serving as Directors (the ''Staff Directors'')) who (1) is or has served in the prior three years as an officer, director, or employee of a broker or dealer, excluding an outside director or a director not engaged in the day-to-day management of a broker or dealer; (2) is an officer, director (excluding an outside director), or employee of an entity that owns more than ten percent of the equity of a broker or dealer, and the broker or dealer accounts for more than five percent of the gross revenues received by the consolidated entity; (3) owns more than five percent of the equity securities of any broker or dealer, whose investments in brokers or dealers exceed ten percent of his or her net worth, or whose ownership interest otherwise permits him or her to be engaged in the day-to-day management of a broker or dealer; (4) provides professional services to brokers or dealers, and such services constitute 20 percent or more of the professional revenues received by the Director or 20 percent or more of the gross revenues received by the Director's firm or partnership; (5) provides professional services to a director, officer, or employee of a broker, dealer, or corporation that owns 50 percent or more of the voting stock of a broker or dealer, and such services relate to the director's, officer's, or employee's professional capacity and constitute 20 percent or more of the professional revenues received by the Director or 20 percent or more of the gross revenues received by the Director's firm or partnership; or (6) has a consulting or employment relationship with or provides professional services to NASDAQ OMX or any affiliate thereof or to the Financial Industry Regulatory Authority (''FINRA'') or has had any such relationship or provided any such services at any time within the prior three years.

A ''Non-Industry Director'' means a Director (excluding the Staff Directors) who is (1) a Public Director; (2) an officer, director, or employee of an issuer of securities listed on a national securities exchange operated by any subsidiary of NASDAQ OMX that is a self-regulatory organization; or (3) any other individual who would not be an Industry Director.

A ''Public Director'' means a Director who has no material business relationship with a broker or dealer, NASDAQ OMX or its affiliates, or FINRA.

[4] 15 U.S.C. 78f.

[5] 15 U.S.C. 78f(b)(1), (5).