

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

No written comments were solicited or received with respect to the proposed rule change.

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

The Exchange has filed the proposed rule change pursuant to Section 19(b)(3)(A)(iii) of the Act⁷ and Rule 19b-4(f)(6) thereunder.⁸ 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 prior to 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 and Rule 19b-4(f)(6)(iii) thereunder.⁹

A proposed rule change filed under Rule 19b-4(f)(6)¹⁰ normally does not become operative prior to 30 days after the date of the filing. However, pursuant to Rule 19b-4(f)(6)(iii),¹¹ the Commission may 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. The Exchange believes the waiver of this period will allow it to immediately conform NYSE Rule 431 to FINRA's proposed amendments to its version of NYSE Rule 431, in furtherance of the consolidation of the member firm regulation functions of

NYSE Regulation and NASD. As provided in paragraph 2(b) of the Agreement, FINRA and NYSE will, absent a disagreement about the substance of a proposed rule change to one of the Common Rules, promptly propose conforming changes to ensure that such rules continue to be Common Rules under the Agreement. The Commission believes that waiving the 30-day operative delay is consistent with the protection of investors and the public interest because such waiver will allow the customer portfolio margining program to continue uninterrupted as it would otherwise expire on July 31, 2008.¹² Accordingly, the Commission designates the proposed rule change effective upon filing with the Commission.

At any time within 60 days of the filing of the proposed rule change, the Commission may summarily abrogate 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 e-mail to rule-comments@sec.gov. Please include File Number SR-NYSE-2008-66 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-NYSE-2008-66. 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 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 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 inspection and copying in the Commission's Public Reference Section, 100 F Street, NE., Washington, DC 20549-1090 on official business days between the hours of 10 a.m. and 3 p.m. Copies of the filing will also be available for inspection and copying at the NYSE's principal office and on its Internet Web site at www.nyse.com. 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-2008-66 and should be submitted on or before August 28, 2008.

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

Florence E. Harmon,
Acting Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-58285; File No. SR-NYSE-2008-60]

Self-Regulatory Organizations; New York Stock Exchange LLC; Notice of Filing of Proposed Rule Change and Amendment No. 1 Thereto in Connection With the Proposed Acquisition of The Amex Membership Corporation

August 1, 2008.

Pursuant to section 19(b)(1) of the Securities Exchange Act of 1934 ("Exchange Act")¹ and Rule 19b-4 thereunder,² notice is hereby given that on July 23, 2008, the New York Stock Exchange LLC ("NYSE" or "Exchange"), a New York limited liability company and registered national securities exchange, filed with the Securities and Exchange Commission ("Commission") the proposed rule change as described in Items I, II and III below, which Items have been substantially prepared by the

⁷ 15 U.S.C. 78s(b)(3)(A)(iii).

⁸ 17 CFR 240.19b-4(f)(6).

⁹ 17 CFR 240.19b-4(f)(6)(iii). In addition, Rule 19b-4(f)(6)(iii) requires the Exchange to give the Commission written notice of the Exchange's 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 requested and the Commission has agreed waive this pre-filing requirement.

¹⁰ 17 CFR 240.19b-4(f)(6).

¹¹ 17 CFR 240.19b-4(f)(6)(iii).

¹² For purposes only of waiving the operative delay for this proposal, the Commission has considered the proposed rule's impact on efficiency, competition and capital formation. See 15 U.S.C. 78c(f).

¹³ 17 CFR 200.30-3(a)(12).

¹ 15 U.S.C.78s(b)(1).

² 17 CFR 240.19b-4.

Exchange. On July 30, 2008, the NYSE filed Amendment No. 1 to the proposed rule change. The Commission is publishing this notice to solicit comments on the proposed rule change, as amended, from interested persons.

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

The NYSE is submitting this proposed rule change to the Commission in connection with the proposed acquisition of The Amex Membership Corporation ("MC"), a New York not-for-profit corporation that owns 100% (99% directly and 1% indirectly through a wholly owned subsidiary) of American Stock Exchange LLC, a Delaware limited liability company and registered national securities exchange ("Amex"), by NYSE Euronext, the Delaware corporation that indirectly owns 100% of the Exchange.

The text of the proposed rule change is available on the Exchange's Web site at <http://www.nyse.com>, at the Exchange's principal office, and at the Commission's Public Reference Room. The text of Exhibits 5A through 5G is also available on the Commission's Web site (<http://www.sec.gov/rules/sro.shtml>).

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 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 is submitting this proposed rule change to the Commission in connection with the proposed acquisition of MC, a New York not-for-profit corporation that owns 100% of Amex, by NYSE Euronext. The proposed acquisition will occur pursuant to the terms of the Agreement and Plan of Merger, dated as of January 17, 2008 (as it may be amended from time to time, the "Merger Agreement"), by and among NYSE Euronext,

Amsterdam Merger Sub, LLC, a Delaware limited liability company and a wholly owned subsidiary of NYSE Euronext formed by NYSE Euronext in connection with the Mergers ("Merger Sub"), MC, AMC Acquisition Sub, Inc., a Delaware corporation and a wholly owned subsidiary of MC ("AMCAS"), American Stock Exchange Holdings, Inc., a Delaware corporation and a wholly owned subsidiary of MC created by MC in connection with the Mergers ("Holdings"), Amex, which is 99 percent owned by MC and 1 percent owned by AMCAS, and American Stock Exchange 2, LLC, a Delaware limited liability company and a wholly owned subsidiary of Holdings formed by Holdings in connection with the Mergers ("Amex Merger Sub").

Under the terms of the Merger Agreement, MC will demutualize and NYSE Euronext will acquire the business of MC and its subsidiaries through a series of mergers (the "Mergers"). Following the Mergers, Merger Sub, a wholly owned subsidiary of NYSE Euronext and a successor to MC and AMCAS, will directly own 100% of Amex Merger Sub, which will be the successor to Amex and a registered national securities exchange. It is intended that Amex Merger Sub will be renamed "NYSE Alternext U.S. LLC" (and therefore is referred to in this document as "NYSE Alternext US").

Corporate Structure

Immediately following the NYSE/Amex Merger, NYSE Euronext will contribute 100% of the limited liability company interest of Merger Sub to NYSE Group, Inc. ("NYSE Group") (such contribution, the "Contribution"), causing Merger Sub to become a direct wholly owned subsidiary of NYSE Group. Immediately following the Contribution, Merger Sub will merge with and into NYSE Alternext U.S. a direct wholly owned subsidiary of Merger Sub ("Internal Merger"). As a result of the Contribution and the Internal Merger, NYSE Alternext U.S. will become a direct wholly owned subsidiary of NYSE Group. The proposed rule change will be operative upon completion of the Internal Merger.³

Organizational Documents of NYSE Euronext

Currently the NYSE Euronext organizational documents provide certain protections to the Exchange and NYSE Arca, Inc. that are designed to protect and facilitate their self-regulatory functions. In general, the

organizational documents of NYSE Euronext are being amended to provide similar protections to NYSE Alternext U.S. as are currently provided to the Exchange and NYSE Arca, Inc. under those documents. In addition, in the proposed new Director Independence Policy for NYSE Euronext directors, the three-year retrospective period ("look-back period") over which directors' relationships with members of the Exchange and NYSE Arca, Inc. are reviewed (which following the mergers will apply equally to NYSE Alternext US) has been reduced to one year. The Exchange believes that this reduction will be beneficial in expanding NYSE Euronext's pool of eligible director candidates with knowledge of the exchange industry, while still maintaining sufficient director independence.

The amended and restated bylaws of NYSE Euronext are being amended to:

- Include NYSE Alternext U.S. in the definition of "U.S. Regulated Subsidiaries," which currently includes the Exchange, NYSE Market, Inc., NYSE Regulation, Inc., NYSE Arca, L.L.C., NYSE Arca, Inc. and NYSE Arca Equities, Inc. and to provide that the term "U.S. Regulated Subsidiaries" includes those entities listed or their successors, but only so long as they continue to be controlled, directly or indirectly, by NYSE Euronext;
- Provide that the provisions referencing the Exchange, NYSE Market, Inc., NYSE Regulation, Inc., NYSE Arca, L.L.C., NYSE Arca, Inc. and NYSE Arca Equities, Inc. apply with respect to those entities or their successors, but only so long as they or their successors continue to be controlled, directly or indirectly, by NYSE Euronext;
- Provide the same protection to confidential information pertaining to the self regulatory function of NYSE Alternext U.S. or its successor (including but not limited to disciplinary matters, trading data, trading practices and audit information) contained in the books and records of any of the U.S. Regulated Subsidiaries, that shall come into the possession of NYSE Euronext, as is currently provided under the bylaws of NYSE Euronext with respect such confidential information pertaining to the self regulatory function of the Exchange, NYSE Market, Inc., NYSE Regulation, Inc., NYSE Arca, Inc. and NYSE Arca Equities, Inc., but only to the extent that NYSE Alternext U.S. and its successor continues to be controlled, directly or indirectly by NYSE Euronext;
- Provide that, subject to its fiduciary obligations under applicable law, for so long as NYSE Euronext directly or

³ See Amendment No. 1.

indirectly controls NYSE Alternext U.S. (or its successor), the board of directors of NYSE Euronext shall not adopt any resolution pursuant to clause (2) of section 1(B) of Article V of the certificate of incorporation of NYSE Euronext unless the board of Directors of NYSE Euronext shall have determined that:

- In the case of a resolution to approve the exercise of voting rights in excess of 20% of the then outstanding votes entitled to be cast on such matter, neither such Person nor any of its Related Persons (as defined in the certificate of incorporation of NYSE Euronext) is, with respect to NYSE Alternext U.S. (or its successor), a “member,” as defined in sections 3(a)(3)(A)(i), 3(a)(3)(A)(ii), 3(a)(3)(A)(iii) and 3(a)(3)(A)(iv) of the Exchange Act⁴ (a “NYSE Alternext Member”) (any such person that is a “Related Person” (as defined in the Certificate of incorporation of NYSE Euronext) of such NYSE Alternext Member is also deemed to be a “NYSE Alternext Member” for the purposes of the proposed Second Amended and Restated Bylaws of NYSE Euronext, as the context may require); and

- In the case of a resolution to approve the entering into of an agreement, plan or other arrangement under circumstances that would result in shares of stock of NYSE Euronext that would be subject to such agreement, plan or other arrangement not being voted on any matter, or the withholding of any proxy relating thereto, where the effect of such agreement, plan or other arrangement would be to enable any person, but for Article V of the certificate of incorporation of NYSE Euronext, either alone or together with its Related Persons, to vote, possess the right to vote or cause the voting of shares of stock of NYSE Euronext that would exceed 20% of the then outstanding votes entitled to be cast on such matter (assuming that all shares of stock of NYSE Euronext that are subject to such agreement, plan or other arrangement are not outstanding votes entitled to be cast on such matter), neither such Person nor any of its Related Persons is, with respect to NYSE Alternext U.S. (or its successor), a NYSE Alternext Member;

- Provide that, subject to its fiduciary obligations under applicable law, for so long as NYSE Euronext directly or indirectly controls NYSE Alternext U.S. (or its successor), the board of directors of NYSE Euronext shall not adopt any resolution pursuant to clause (2) of Section 2(B) of Article V of the

certificate of incorporation of NYSE Euronext (which relates to NYSE Euronext board of directors approval of ownership of NYSE Euronext capital stock in excess of 20%), unless the board of directors of NYSE Euronext shall have determined that neither such Person nor any of its Related Persons is, with respect to NYSE Alternext U.S. (or its successor), a NYSE Alternext Member;

- Provide that, for so long as NYSE Euronext controls any of the U.S. Regulated Subsidiaries, any amendment to or repeal of the bylaws of NYSE Euronext must either be (i) filed with or filed with and approved by the Commission under section 19 of the Exchange Act⁵ and the rules promulgated thereunder or (ii) submitted to the boards of directors of the Exchange, NYSE Market, Inc., NYSE Regulation, Inc., NYSE Arca, Inc., NYSE Arca Equities, Inc. and NYSE Alternext U.S. or the boards of directors of their successors, in each case only to the extent that such entity continues to be controlled directly or indirectly by the NYSE Euronext, and if any or all of such boards of directors shall determine that such amendment or repeal must be filed with or filed with and approved by the Commission under section 19 of the Exchange Act⁶ and the rules promulgated thereunder before such amendment or repeal may be effectuated, then such amendment or repeal shall not be effectuated until filed with or filed with and approved by the Commission, as the case may be;

- Provide that, for as long as NYSE Euronext controls any European Market Subsidiary (as defined in the bylaws of NYSE Euronext), any amendment to or repeal of the bylaws of NYSE Euronext must either be (i) filed with or filed with and approved by a European Regulator (as defined in the bylaws of NYSE Euronext) under European Exchange Regulations (as defined in the bylaws of NYSE Euronext) or (ii) submitted to the boards of directors of the European Market Subsidiaries and, if any or all of such boards of directors shall determine that such amendment or repeal must be filed with or filed with and approved by a European Regulator under European Exchange Regulations before such amendment or repeal may be effectuated, then such amendment or repeal shall not be effectuated until filed with or filed with and approved by the relevant European Regulator(s);

- Provide that so long as NYSE Euronext shall control, directly or indirectly, NYSE Alternext U.S. (or its

successor), the board of directors of NYSE Euronext shall not adopt any resolution to repeal or amend any provision of the Certificate of Incorporation unless such amendment or repeal shall either (i) be filed with or filed with and approved by the Commission under section 19 of the Exchange Act⁷ and the rules promulgated thereunder or (ii) be submitted to the board of directors of NYSE Alternext U.S. (or the board of directors of its successor), and if such board of directors determines that such amendment or repeal must be filed with or filed with and approved by the Commission under section 19 of the Exchange Act⁸ and the rules promulgated thereunder before such amendment or repeal may be effectuated, then such amendment or repeal shall not be effectuated until filed with or filed with and approved by the Commission, as the case may be; and

- Remove or update certain references to the Combination Agreement, dated as of June 1, 2006, as amended and restated as of November 24, 2006, by and among the NYSE Euronext, NYSE Group, Inc., Euronext N.V. and Jefferson Merger Sub, Inc.

The proposed new independence policy of the NYSE Euronext board of directors will be substantially similar to the current Commission-approved independence policy of the NYSE Euronext board of directors,⁹ except that:

- The independence policy provision relating to relationships with NYSE and NYSE Arca, Inc. market participants have been expanded to equally apply to relationships with NYSE Alternext U.S. market participants (or the market participants of its successor);

- Instead of relying on the definition of “member” or “member organization” or similar terms in the rules of the individual exchanges, the proposed new independence policy relies on the definition of “member” in sections 3(a)(3)(A)(i), 3(a)(3)(A)(ii), 3(a)(3)(A)(iii) and 3(a)(3)(A)(iv) of the Exchange Act.¹⁰ This technical change is designed to harmonize the use of those terms in the proposed new independence policy with respect to each of the Exchange, NYSE Arca, Inc. and NYSE Alternext U.S. and to simplify the language of the policy;

- Independence requirements for the NYSE Alternext U.S. board of directors

⁷ *Id.*

⁸ *Id.*

⁹ See Securities Exchange Act Release No. 55293 (February 14, 2007), 72 FR 8033 (February 22, 2007) (SR-NYSE-2006-120).

¹⁰ 15 U.S.C. 78c(a)(3)(A).

⁵ 15 U.S.C. 78s.

⁶ *Id.*

⁴ 15 U.S.C. 78c(a)(3)(A).

(or the board of directors of its successor) have been added that are the same as those for the Exchange's board of directors;

- The "look back period" with respect to directors' relationships with members of the Exchange and NYSE Arca, Inc. (which following the mergers will apply equally to NYSE Alternext U.S.) has been reduced from three years to one year;
- All references to New York Stock Exchange LLC, NYSE Arca, Inc., NYSE Arca Equities, Inc. and NYSE Alternext U.S. shall mean each of those entities or its successor; and
- The provision providing for a transition period so that the independence requirements of the NYSE Euronext director independence policy would not apply to the European Persons on the NYSE Euronext board of directors until the annual meeting of NYSE Euronext stockholders in 2008 has been deleted since the revised NYSE Euronext Independence Policy is expected to go into effect after the meeting of NYSE Euronext Stockholders in 2008.

Organizational Documents of NYSE Group

Currently the NYSE Group organizational documents provide certain protections to the Exchange and NYSE Arca, Inc. that are designed to protect and facilitate their self-regulatory functions. In general, the organizational documents of NYSE Group are being amended to provide similar protections to NYSE Alternext U.S. as are currently provided to the Exchange and NYSE Arca, Inc. under those documents.

The amended and restated certificate of incorporation of NYSE Group is being amended to:

- Provide that, subject to its fiduciary obligations under applicable law, for so long as NYSE Group directly or indirectly controls NYSE Alternext U.S. (or its successor), the board of directors of NYSE Group shall not adopt any resolution pursuant to clause (ii) of section 4(b)(1)(A) of Article IV of the certificate of incorporation of NYSE Group unless the board of Directors of NYSE Group shall have determined that:
- In the case of a resolution to approve the exercise of voting rights in excess of 20% of the then outstanding votes entitled to be cast on such matter, neither such Person nor any of its Related Persons (as defined in the certificate of incorporation of NYSE Group) is, with respect to NYSE Alternext U.S. (or its successor), a "member," as defined in sections

3(a)(3)(A)(i), 3(a)(3)(A)(ii), 3(a)(3)(A)(iii) and (3)(a)(A)(iv) of the Exchange Act¹¹ (a "NYSE Alternext Member") (any such person that is a Related Person (as defined in the Second Amended and Restated Certificate of Incorporation of NYSE Group) of such NYSE Alternext Member is also deemed to be an "NYSE Alternext Member" for purposes of the proposed Second Amended and Restated Certificate of Incorporation of NYSE Group, as the context may require); and

- In the case of a resolution to approve the entering into of an agreement, plan or other arrangement under circumstances that would result in shares of stock of NYSE Group that would be subject to such agreement, plan or other arrangement not being voted on any matter, or the withholding of any proxy relating thereto, where the effect of such agreement, plan or other arrangement would be to enable any person, but for Article IV of the certificate of incorporation of NYSE Group, either alone or together with its Related Persons, to vote, possess the right to vote or cause the voting of shares of stock of NYSE Group that would exceed 20% of the then outstanding votes entitled to be cast on such matter (assuming that all shares of stock of NYSE Group that are subject to such agreement, plan or other arrangement are not outstanding votes entitled to be cast on such matter), neither such Person nor any of its Related Persons is, with respect to NYSE Alternext U.S. (or its successor), a NYSE Alternext Member;

- Provide that, subject to its fiduciary obligations under applicable law, for so long as NYSE Group directly or indirectly controls NYSE Alternext U.S. (or its successor), the board of directors of NYSE Group shall not adopt any resolution pursuant to clause (ii) of section 4(b)(2)(B) of Article IV of the certificate of incorporation of NYSE Group (which relates to NYSE Group board of directors approval of ownership of NYSE Group capital stock in excess of 20%), unless the board of directors of NYSE Group shall have determined that neither such Person nor any of its Related Persons is, with respect to NYSE Alternext U.S. (or its successor), a NYSE Alternext Member;
- Include NYSE Alternext U.S. in the definition of "Regulated Subsidiaries," which currently includes the Exchange, NYSE Market, Inc., NYSE Regulation, Inc., NYSE Arca, L.L.C., NYSE Arca, Inc. and NYSE Arca Equities, Inc. and to provide that the term "Regulated Subsidiaries" includes those entities

listed or their successors, but only so long as they continue to be controlled, directly or indirectly, by NYSE Group;

- Provide the same protections to all confidential information pertaining to the self-regulatory function of NYSE Alternext U.S. as are currently provided under the Amended and Restated Certificate of Incorporation of NYSE Group to confidential information pertaining to the self regulatory function of the Exchange, NYSE Market, Inc., NYSE Regulation, Inc., NYSE Arca, Inc. and NYSE Arca Equities, Inc.;

- Provide that any amendment to or repeal of the certificate of incorporation of NYSE Group must either be (i) filed with or filed with and approved by the Commission under section 19 of the Exchange Act¹² and the rules promulgated thereunder or (ii) submitted to the boards of directors of the Exchange, NYSE Market, Inc., NYSE Regulation, Inc., NYSE Arca, Inc., NYSE Arca Equities, Inc. and NYSE Alternext U.S. or the boards of directors of their successors, in each case only to the extent that such entity continues to be controlled directly or indirectly by the NYSE Group, and if any or all of such boards of directors shall determine that such amendment or repeal must be filed with or filed with and approved by the Commission under section 19 of the Exchange Act¹³ and the rules promulgated thereunder before such amendment or repeal may be effectuated, then such amendment or repeal shall not be effectuated until filed with or filed with and approved by the Commission, as the case may be.

The amended and restated bylaws of NYSE Group are being amended to:

- Provide that any amendment to or repeal of the bylaws of NYSE Group must either be (i) filed with or filed with and approved by the Commission under section 19 of the Exchange Act and the rules promulgated thereunder or (ii) submitted to the boards of directors of the Exchange, NYSE Market, Inc., NYSE Regulation, Inc., NYSE Arca, Inc., NYSE Arca Equities, Inc. and NYSE Alternext U.S. or the boards of directors of their successors, in each case only to the extent that such entity continues to be controlled directly or indirectly by the NYSE Group, and if any or all of such boards of directors shall determine that such amendment or repeal must be filed with or filed with and approved by the Commission under section 19 of the Exchange Act and the rules promulgated thereunder before such amendment or repeal may be effectuated, then such amendment or repeal shall not be

¹¹ 15 U.S.C. 78c(a)(3)(A).

¹² 15 U.S.C. 78s.

¹³ *Id.*

effectuated until filed with or filed with and approved by the Commission, as the case may be.

Bylaws of NYSE Regulation

The amended and restated bylaws of NYSE Regulation currently provide for the creation of a Committee for Review that is charged with performing certain functions with respect to the Exchange, including hearing appeals for disciplinary decisions, conducting reviews of staff delisting determinations and providing general advice to the NYSE Regulation Board of Directors in connection with disciplinary, listing and other regulatory matters. The Committee for Review is currently comprised of (i) directors of NYSE Regulation and (ii) at least three non-director committee members associated with member organizations of the Exchange, at least one of whom is associated with a member organization of the Exchange that engages in a business involving substantial direct contact with securities customers, at least one of whom is associated with a member organization of the Exchange and registered as a specialist and spends a substantial part of his or her time on the trading floor of NYSE Market, Inc. and at least one of whom is associated with a member organization of the Exchange and spends a majority of his time on the trading floor of NYSE Market, Inc., and has as a substantial part of his business the execution of transactions on the trading floor of NYSE Market, Inc. for other than his own account or the account of his Exchange member organization, but is not registered as a specialist.

Following the Mergers, the Committee for Review will also hear disciplinary appeals for NYSE Alternext U.S.¹⁴ In connection therewith, the amended and restated bylaws of NYSE Regulation are being amended to provide that the Committee for Review be expanded to include at least four individuals who are associated with member organizations of NYSE Alternext U.S. at least one of whom is associated with an member organization of NYSE Alternext U.S. that engages in a business involving substantial direct contact with securities customers; at least one of whom is associated with an member organization of NYSE Alternext U.S. and registered as a specialist and spends a substantial part of his or her time on the trading floor of NYSE Alternext US; at least one of whom is associated with a member

organization of NYSE Alternext U.S. and spends a majority of his or her time on the trading floor of NYSE Alternext U.S. and has as a substantial part of his business the execution of transactions on the trading floor of NYSE Alternext U.S. for other than his or her own account or the account of his NYSE Alternext U.S. member organization but is not registered as a specialist; and at least of whom is associated with a NYSE Alternext U.S. Member Organization and spends a majority of his or her time on the trading floor of NYSE Alternext U.S. and has as a substantial part of his or her business the execution of transactions on the trading floor of NYSE Alternext U.S. for his own account or the account of his or her NYSE Alternext U.S. Member Organization but is not registered as a specialist.

Trust Agreement of the NYSE Group Trust I

The Trust Agreement is being amended to make certain technical changes designed to better provide NYSE Alternext U.S. with the same protections against certain material adverse changes in European Law that it currently provides for the Exchange and NYSE Arca, Inc.

Rules of the Exchange

Solely for the purposes of section 1(L) of Article 5 of the certificate of incorporation of NYSE Euronext (which is the definition of "Related Person"), as it may be in effect from time to time, the Exchange proposes to amend (1) the definition of "member" under Rule 2(a) of the Rules of the Exchange to include any "member" (as defined in section 3(a)(3)(A)(i) of the Exchange Act¹⁵) of NYSE Alternext U.S. (or its successor), so long as NYSE Euronext continues to control, directly or indirectly, NYSE Alternext U.S. or its successor and (2) the definition of "Member Organization" under Rule 2(b) of the Exchange to include any "member" (as defined in section 3(a)(3)(A)(ii), 3(a)(3)(A)(iii) and 3(a)(3)(A)(iv) of the Exchange Act¹⁶) of NYSE Alternext U.S. (or its successor), so long as NYSE Euronext continues to control, directly or indirectly, NYSE Alternext U.S. or its successor.

2. Statutory Basis

The Exchange believes that this filing is consistent with section 6(b) of the Exchange Act,¹⁷ in general, and furthers

the objectives of section 6(b)(1),¹⁸ in particular, in that it enables the Exchange to be so organized as to have the capacity to be able to carry out the purposes of the Exchange Act and to comply, and to enforce compliance by its exchange members and persons associated with its exchange members, with the provisions of the Exchange Act, the rules and regulations thereunder, and the rules of the Exchange. The Exchange also believes that this filing furthers the objectives of section 6(b)(5) of the Exchange Act¹⁹ because the rules summarized herein would create a governance and regulatory structure that is 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.

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 Exchange Act.

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.

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

Within 35 days of the date of publication of this notice in the **Federal Register** or within such longer period (i) as the Commission may designate up to 90 days of such date if it finds such longer period to be appropriate and publishes its reasons for so finding or (ii) as to which the self-regulatory organization consents, the Commission will:

(A) By order approve the proposed rule change, or

(B) Institute proceedings to determine whether the proposed rule change should be 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, as amended, is consistent with

¹⁴ Reviews of delisting determinations will be heard by the same NYSE Alternext U.S. committee as has been reviewing such matters prior to the Mergers.

¹⁵ 15 U.S.C. 78c(a)(3)(A)(i).

¹⁶ 15 U.S.C. 78c(a)(3)(A)(ii)-(iv).

¹⁷ 15 U.S.C. 78f(b).

¹⁸ 15 U.S.C. 78f(b)(1).

¹⁹ 15 U.S.C. 78f(b)(5).

the Exchange 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-2008-60 on the subject line.

Paper Comments

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

All submissions should refer to File Number SR-NYSE-2008-60. 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 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 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 inspection and copying 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 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-2008-60 and should be submitted on or before August 28, 2008.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.²⁰

Florence E. Harmon,

Acting Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-58268; File No. SR-NYSE-2008-67]

Self-Regulatory Organizations; New York Stock Exchange LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Reduce the Order Flow Sent to the Specialist Application Programmed Interface

July 30, 2008.

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 July 29, 2008, New York Stock Exchange LLC ("NYSE" or "Exchange") 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 NYSE. NYSE filed the proposed rule change pursuant to section 19(b)(3)(A) of the Act³ and Rule 19b-4(f)(6) thereunder,⁴ which renders it effective upon filing with the Commission. 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

NYSE proposes to reduce the order flow sent to the Specialist Application Programmed Interface ("Specialist APISM" or "SAPI"). The text of the proposed rule change is available at NYSE, the Commission's Public Reference Room, and <http://www.nyse.com>.

II. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, NYSE included statements concerning the purpose of, and basis for, the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. NYSE 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

NYSE proposes to reduce the information that is made available to specialists with respect to orders as they enter Exchange systems. The reduction of order information provided to the specialist is the Exchange's way of gradually transitioning the specialists into their new role as Designated Market Makers ("DMMs").⁵ The DMM on the Exchange will ultimately not be provided any order by order information as of the complete implementation of the Exchange's enhancements to its trading model.⁶

Background

Pursuant to NYSE Rule 104, Exchange specialists in their capacity as dealers for their assigned securities, maintain systems that use proprietary algorithms, based on predetermined parameters, to electronically participate in the Exchange market ("Specialist Algorithm"). The Specialist Algorithm communicates with the NYSE Display Book[®] system⁷ via an Exchange-owned external application program interface (the "API"). The Specialist Algorithm is intended to replicate electronically some of the activities specialists are permitted to engage in on the Floor in the auction market and to facilitate the specialists' ability to fulfill their obligation to maintain a fair and orderly market.

Specialist Algorithms may generate quoting and trading messages as prescribed by Exchange Rule 104(b)(i). To that end, the Specialist Algorithm receives information via the API,⁸

⁵ See generally Securities Exchange Act Release No. 58184 (July 17, 2008), 73 FR 42853 (July 23, 2008) (SR-NYSE-2008-46).

⁶ *Id.*

⁷ The Display Book[®] system is an order management and execution facility. The Display Book system receives and displays orders to the specialists, contains the Book, and provides a mechanism to execute and report transactions and publish the results to the Consolidated Tape. The Display Book system is connected to a number of other Exchange systems for the purposes of comparison, surveillance, and reporting information to customers and other market data and national market systems.

⁸ Exchange systems provide specialist algorithms with the following information: (1) Specialist dealer position; (2) quotes; (3) information about orders in the Display Book system such as limit orders, percentage orders ("state of the book"); (4) incoming orders as they are entering NYSE systems; and (5) information with respect to odd-lot executions to which the specialist was the contra-side. In addition, a specialist firm may supply its algorithm with any publicly available information the specialist firm chooses. The Specialist Algorithm does not have access to: (1) Information

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 15 U.S.C. 78s(b)(3)(A).

⁴ 17 CFR 240.19b-4(f)(6).

²⁰ 17 CFR 200.30-3(a)(12)