

TRF operators to enter the space. Alternatively, because BDs reporting to TRFs are themselves free to consolidate the market data that they report, the market for over-the-counter data itself, separate and apart from the markets for execution and trade reporting services—is very competitive.

Moreover, consolidated data provides two additional measures of pricing discipline for proprietary data products that are a subset of the consolidated data stream. First, the consolidated data is widely available in real-time at \$1 per month for non-professional users. Second, consolidated data is also available at no cost with a 15- or 20-minute delay. Because consolidated data contains marketwide information, it effectively places a cap on the fees assessed for proprietary data (such as last sale data) that is simply a subset of the consolidated data. The mere availability of low-cost or free consolidated data provides a powerful form of pricing discipline for proprietary data products that contain data elements that are a subset of the consolidated data, by highlighting the optional nature of proprietary products.

In this environment, an unjustified price increase in the fees charged for either transactions or data has the potential to impair revenues from both products. “No one disputes that competition for order flow is ‘fierce.’” *NetCoalition I* at 539. The existence of fierce competition for order flow implies a high degree of price sensitivity on the part of BDs with order flow, since they may readily reduce costs by directing orders toward the lowest-cost trading venues. A BD that shifted its order flow from one platform to another in response to order execution price differentials would both reduce the value of that platform’s market data and reduce its own need to consume data from the disfavored platform. If a platform increases its market data fees, the change will affect the overall cost of doing business with the platform, and affected BDs will assess whether they can lower their trading costs by directing orders elsewhere and thereby lessening the need for the more expensive data.

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

Written comments were neither solicited nor received.

<sup>10</sup> 6% of non-exchange share volume in Regulation NMS stocks that represented 3.8% of overall volume.

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

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A)(ii) of the Act.<sup>15</sup> At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission shall institute proceedings to determine whether the proposed rule should be approved or disapproved.

**IV. Solicitation of Comments**

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

*Electronic Comments*

- Use the Commission’s Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an email to [rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include File Number SR–NASDAQ–2015–152 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–NASDAQ–2015–152. 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 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.,

<sup>15</sup> 15 U.S.C. 78s(b)(3)(a)(ii). [sic]

Washington, DC 20549 on official business days between the hours of 10:00 a.m. and 3:00 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–NASDAQ–2015–152, and should be submitted on or before January 19, 2016.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>16</sup>

**Brent J. Fields,**

*Secretary.*

[FR Doc. 2015–32652 Filed 12–28–15; 8:45 am]

**BILLING CODE 8011–01–P**

**SECURITIES AND EXCHANGE COMMISSION**

[Release No. 34–76732; File No. SR–BOX–2015–38]

**Self-Regulatory Organizations; BOX Options Exchange LLC; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Amend BOX Rule 2020 (Participant Eligibility and Registration) To Replace the Limited Representative—Proprietary Trader and Limited Principal—Proprietary Trader Registration Categories and Establish the Securities Trader and Securities Trader Principal Registration Categories**

December 22, 2015.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”),<sup>1</sup> and Rule 19b–4 thereunder,<sup>2</sup> notice is hereby given that on December 14, 2015, BOX Options Exchange LLC (the “Exchange”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as described in Items I, II, and III below, of which Items I and II have been prepared by the self-regulatory organization. The Commission is publishing this notice to solicit comments on the proposed rule from interested persons.

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

The Exchange proposes to amend BOX Rule 2020 (Participant Eligibility and Registration) to replace the Limited

<sup>16</sup> 17 CFR 200.30–3(a)(12).

<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b–4.

Representative—Proprietary Trader and Limited Principal—Proprietary Trader registration categories and establish the Securities Trader and Securities Trader Principal registration categories. The text of the proposed rule change is available from the principal office of the Exchange, at the Commission's Public Reference Room and also on the Exchange's Internet Web site at <http://boxexchange.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, the self-regulatory organization included statements concerning the purpose of, and basis for, the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The self-regulatory organization has prepared summaries, set forth in Sections A, B, and C below, of the most significant aspects of such statements.

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

#### 1. Purpose

The Exchange proposes to amend BOX Rule 2020 (Participant Eligibility and Registration) to replace the Limited Representative—Proprietary Trader and Limited Principal—Proprietary Trader registration categories and establish the Securities Trader and Securities Trader Principal registration categories. The Exchange is also amending its rules to establish the Series 57 examination as the appropriate qualification examination for Securities Traders and eliminating the reference to the S501 continuing education program currently applicable to Proprietary Traders.<sup>3</sup> This

<sup>3</sup> Currently, in order to supervise, representatives must first pass the appropriate underlying qualification examination which is either the Series 7 qualification examination which would allow a representative to register as a General Securities Representative on BOX or the Series 56 qualification examination which would allow a representative to register as a Limited Representative—Proprietary Trader on BOX. In addition to passing the Series 7 or Series 56, representatives must also pass the Series 24 qualification examination and register as a General Securities Principal if they are registered as a General Securities Representative or as a Limited Principal—Proprietary Trader if they are registered as a Limited Representative—Proprietary Trader. After January 4, 2016, the Series 57 qualification examination would replace the Series 56 qualification examination as the appropriate underlying qualification examination for a representative to take prior to taking the Series 24 qualification examination so that the Representative may supervise proprietary trading on BOX.

filing is, in all material respects, based upon SR-FINRA-2015-017, which was recently approved by the Securities and Exchange Commission ("SEC" or "Commission").<sup>4</sup>

#### a. Securities Trader Registration Category

BOX currently uses the Series 56 qualification examination for the Limited Representative—Proprietary Trader registration category referenced in BOX Rule 2020(b)(2).<sup>5</sup> However, BOX allows representatives who have passed the Series 7 qualification examination and who are registered as a [sic] General Securities Representative on BOX to conduct proprietary trading without having to take the Series 56 qualification examination and register as a Limited Representative—Proprietary Trader. For representatives who are new to the industry or have not yet taken a qualification examination, BOX requires the representatives engaged in proprietary trading to take a qualification examination, either the Series 7 or the Series 56, and then register as a General Securities Representative or a Proprietary Trader on BOX. After the implementation of the Series 57 examination on or after January 4, 2016, BOX will no longer allow representatives with a General Securities Representative registration to engage in proprietary trading on BOX.<sup>6</sup> Representatives who are not grandfathered prior to the implementation of the Series 57 qualification examination or who are new to the industry after implementation of the Series 57; [sic] and are engaged in proprietary trading will be required to take the Series 57 qualification examination and register as a Securities Trader on BOX.

BOX notes that the proposed rule change does not impose any additional examination burdens on persons who are already registered on BOX. A person registered as a Limited Representative—Proprietary Trader and Limited Principal—Proprietary Trader on the effective date of the proposed rule change will be grandfathered in as a

Representatives would then register as a [sic] Securities Trader Principal in order to supervise proprietary trading on BOX.

<sup>4</sup> See Securities Exchange Act Release No. 75783 (August 28, 2015), 80 FR 41119 (July 14, 2015) [sic] (Order Approving a Proposed Rule Change to Establish the Securities Trader and Securities Trader Principal Registration Categories) (SR-FINRA-2015-017).

<sup>5</sup> See BOX Rule 2020(b)(2).

<sup>6</sup> BOX will grandfather in anyone registered with Limited Representative—Proprietary Trader registration prior to January 4, 2016 with the new Securities Trader registration category in FINRA's Central Registration Depository ("Web CRD") System.

Securities Trader or Securities Trader Principal, respectively, without having to take additional examinations or any other actions. In addition, individuals who were registered as either a Limited Representative—Proprietary Trader or Limited Principal—Proprietary Trader prior to the effective date of the proposed rule change will be eligible to register as a Securities Trader or Securities Trader Principal without having to take any additional examinations, provided no more than two years have passed between the date they were last registered as a representative and the date they register as a Securities Trader or Securities Trader Principal.

On January 22, 2015, FINRA entered into a Termination Agreement with the national securities exchanges that set forth the terms and conditions that will govern the winding down of the Series 56 examination in advance of its replacement by the Series 57 examination and the integration of the S501 Program into the S101 Regulatory Element Continuing Education Program. The Series 57 qualification examination will be recognized by FINRA and the other national securities exchanges on January 4, 2016.

FINRA has developed the Series 57 qualification examination and has filed the qualification examination with the Commission as part of a separate proposed rule change.<sup>7</sup> According to FINRA, while the Series 57 examination will include the core knowledge portion of the Series 7 examination, the Series 57 examination will also be based on the current job functions of securities traders and include elements of the Series 55 and Series 56 examination programs. In addition, FINRA has filed a separate proposed rule change to establish the fee for the Series 57 examination.<sup>8</sup>

#### b. Securities Trader Principal Registration Category

BOX current registration rules require a person seeking to register as a Limited Principal—Proprietary Trader to have passed the underlying qualification examination Series 56 and be registered pursuant to Exchange Rules as a Limited Representative—Proprietary Trader, and

<sup>7</sup> See Securities Exchange Act Release No. 76188 (October 19, 2015), 80 FR 64456 (October 23, 2015) (SR-FINRA-2015-042).

<sup>8</sup> See Securities Exchange Act Release No. 76391 (November 9, 2015), 80 FR 70862 (November 16, 2015) (SR-FINRA-2015-044). BOX will also file a separate rule filing in December 2015 to amend Section VI (Regulatory Fees) of its Fee Schedule to remove Part C (Registration and Continuing Education Fees) associated with Series 56 qualification examination and the S501 continuing education.

have passed the Series 24 qualification examination.<sup>9</sup> BOX proposes to amend its rule text to replace Limited Principal—Proprietary Trader registration category with a Securities Trader Principal registration category in addition to replacing the Series 56 underlying qualification examination with the Series 57 underlying qualification examination. The Exchange also proposes to add a statement to clarify that a person registered as a General Securities Principal under 2020(c)(1) above shall not be qualified to function in a Principal capacity with responsibility over any area of business activity described in Rule 2020(c)(2).

## 2. Statutory Basis

The Exchange believes that the proposal is consistent with the requirements of Section 6(b) of the Securities Exchange Act of 1934 (the “Act”),<sup>10</sup> in general, and Section 6(b)(5) of the Act,<sup>11</sup> in particular, in that it is designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general to protect investors and the public interest. In particular, BOX believes that the proposed rule change will streamline, and bring consistency and uniformity to, the qualification and registration requirements for individuals engaged in securities trading activities across different markets and for principals responsible for supervising such activities, which will, in turn, improve registration and compliance efforts.

### *B. Self-Regulatory Organization’s Statement on Burden on Competition*

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

BOX’s proposed rule change to replace the Limited Representative—Proprietary Trader registration category and qualification examination Series 56 with the Securities Trader registration category and Series 57 qualification examination will reduce the burden on associated persons currently required to be registered as proprietary traders by harmonizing the registration

requirements for representatives engaged in securities trading activities across different markets. Under the proposed rule change, associated persons would be eligible to engage in securities trading activities by registering as Securities Traders and passing a single comprehensive Securities Trader qualification examination which is consistent with the other national securities exchanges.

BOX believes that the proposed rule change relating to Securities Trader Principals will harmonize the registration and qualification requirements for principals that supervise securities trading activities across different markets.

Further, the proposed rule change does not impose any additional examination burdens on persons who are already registered. There is no obligation to take the proposed Series 57 examination in order to continue in their present duties, so the proposed rule change is not expected to disadvantage current registered persons relative to new entrants in this regard.

### *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 comments on the proposed rule change.

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

(a) This proposed rule change is filed pursuant to paragraph (A) of section 19(b)(3) of the Exchange Act<sup>12</sup> and Rule 19b-4(f)(6) thereunder.<sup>13</sup>

(b) This proposed rule change does not significantly affect the protection of investors or the public interest, does not impose any significant burden on competition, and, by its terms, does not become operative for 30 days after the date of the filing, or such shorter time as the Commission may designate if consistent with the protection of investors and the public interest. The Exchange has requested that the Commission waive the 30-day operative delay period for “non-controversial” proposals and make the proposed rule change effective and operative upon filing<sup>14</sup> because the proposal is related

<sup>12</sup> 15 U.S.C. 78s(b)(3)(A).

<sup>13</sup> 17 CFR 240.19b-4(f)(6).

<sup>14</sup> 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.

to the industry wide replacement of the proprietary trader registration categories and Series 56 qualification examination with the Securities Trader registration category and Series 57 qualification examination, which will become effective on January 4, 2015 [sic].

The Commission believes that waiving the thirty-day operative delay is consistent with the protection of investors and the public interest, because waiving the operative delay will enable BOX to have registration and qualification requirements that are consistent with those of the other national securities exchanges and FINRA. Therefore, the Commission hereby waives the thirty-day operative delay and designates the proposal operative as of January 4, 2016.<sup>15</sup>

At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission shall institute proceedings to determine whether the proposed rule should be approved or disapproved.

## IV. Solicitation of Comments

Interested persons are invited to submit written data, views and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

### *Electronic Comments*

- Use the Commission’s Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an email to [rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include File Number SR-BOX-2015-38 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-BOX-2015-38. 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

<sup>15</sup> For purposes 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).

<sup>9</sup> See BOX Rule 2020(c)(2)(i)(A-C).

<sup>10</sup> 15 U.S.C. 78f(b).

<sup>11</sup> 15 U.S.C. 78f(b)(5).

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 Web site viewing and printing in the Commission's Public Reference Room, on official business days between the hours of 10:00 a.m. and 3:00 p.m., located at 100 F Street NE., Washington, DC 20549. 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-BOX-2015-38 and should be submitted on or before January 19, 2016.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>16</sup>

**Brent J. Fields,**  
Secretary.

[FR Doc. 2015-32648 Filed 12-28-15; 8:45 am]

BILLING CODE 8011-01-P

## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-76742; File No. SR-Phlx-2015-49]

### Self-Regulatory Organizations; NASDAQ OMX PHLX LLC; Notice of Filing of Amendment Nos. 1 and 2 and Order Granting Accelerated Approval of a Proposed Rule Change, as Modified by Amendment Nos. 1 and 2, To Amend and Correct Phlx Rule 1080.07

December 22, 2015.

#### I. Introduction

On June 5, 2015, NASDAQ OMX PHLX LLC ("Exchange" or "Phlx") filed with the Securities and Exchange Commission ("Commission"), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act")<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> a proposed rule change to amend and correct several

provisions of Phlx Rule 1080.07, "Complex Orders on Phlx XL," which governs the handling of Complex Orders submitted to the Phlx's electronic Complex Order System ("System"). The proposed rule change was published for comment in the **Federal Register** on June 23, 2015.<sup>3</sup> On July 30, 2015, the Commission extended the time period for Commission action to September 21, 2015.<sup>4</sup> On September 17, 2015, the Commission instituted proceedings to determine whether to approve or disapprove the proposed rule change.<sup>5</sup> The Phlx filed Amendment Nos. 1 and 2 to the proposal on November 4, 2015, and December 3, 2015, respectively.<sup>6</sup> On December 15, 2015, the Commission extended the time period for Commission action to February 18, 2016.<sup>7</sup> The Commission received no comments regarding the proposed rule change. The Commission is publishing this notice to solicit comments on Amendment Nos. 1 and 2 and is approving the proposed rule change, as amended, on an accelerated basis.

#### II. Description of the Proposal

The Phlx proposes to amend and correct inconsistencies in several provisions of Phlx Rule 1080.07, which governs the handling of Complex Orders submitted to the System. The System currently includes a Complex Order Opening Process ("COOP"); the Complex Order Live Auction ("COLA"), an automated auction for seeking liquidity and price improvement for Complex Orders; and a Complex Limit Order Book ("CBOOK"). In addition, the proposal revises Phlx Rule 1080.07 to describe the acceptance and treatment of all-or-none Complex Orders.

##### A. Amendments to the COOP Rules

The Phlx proposes several changes to Phlx Rule 1080.07(d) to accurately describe the operation of the COOP for

<sup>3</sup> See Securities Exchange Act Release No. 75189 (June 17, 2015), 80 FR 35997 ("Notice").

<sup>4</sup> See Securities Exchange Act Release No. 75570, 80 FR 46619 (August 5, 2015).

<sup>5</sup> See Securities Exchange Act Release No. 75942, 80 FR 57406 (September 23, 2015).

<sup>6</sup> As described more fully in Section II(H) below, Amendment No. 1 revises the proposal to further clarify or add detail to several rules, provide additional rationale for certain proposed changes, and specify the time when the Phlx plans to begin accepting all-or-none Complex Orders. Amendment No. 2 revises several rules to clarify the manner in which participants may participate in auctions and in the opening process. When the Phlx filed Amendment Nos. 1 and 2 with the Commission, it also posted the amendments on the Phlx's Web site and submitted them as a comment letters to the file, which the Commission posted on its Web site and placed in the public comment file for SR-Phlx-2015-49.

<sup>7</sup> See Securities Exchange Act Release No. 76648, 80 FR 79385 (December 21, 2015).

Complex Order Strategies and to provide additional details regarding the COOP.<sup>8</sup> Currently, Phlx Rule 1080.07(d)(ii) provides that upon receipt of a single COLA-eligible order, the System initiates the opening process. The Phlx proposes to revise Phlx Rule 1080.07(d)(ii) to indicate that, instead, the COOP operates in a manner similar to a traditional opening process for single leg orders, taking into account all trading interest in a particular Complex Order Strategy (rather than auctioning a single order), to determine the price at which the maximum number of contracts may trade, and calculating any imbalance.<sup>9</sup> The Phlx states that the opening process maximizes price discovery and seeks to execute as much interest as possible at the best possible price(s).<sup>10</sup>

Phlx Rule 1080.07(d)(ii), as amended, provides that the Phlx will conduct a COOP for any Complex Order Strategy for which the Phlx has received an order prior to the opening, unless the Complex Order Strategy is already open as a result of another electronic auction process or another electronic auction involving the same Complex Order Strategy is in progress.<sup>11</sup> Following a trading halt, the System will conduct a COOP for any Complex Order Strategy that has a Complex Order present or that had previously opened prior to the trading halt.<sup>12</sup> The System will initiate the COOP once trading in each option component of a Complex Order Strategy has opened (or re-opened following a trading halt) for a certain configurable time not to exceed 60 seconds.<sup>13</sup> This

<sup>8</sup> A Complex Order Strategy is a particular combination of components of a Complex Order and their ratios to one another. See Phlx Rule 1080.07(a)(ii).

<sup>9</sup> See Notice, 80 FR at 35997. Phlx states that it currently operates the COOP as proposed. Id.

<sup>10</sup> See Notice, 80 FR at 36004.

<sup>11</sup> Phlx Rule 1080.07(d)(ii) currently indicates that the System will conduct a COOP if a Complex Order is pending at the opening or re-opening following a trading halt. The Phlx is revising the rule to indicate that the receipt of an order will trigger a COOP, regardless of whether the order is still pending. For example, an order that was no longer pending because the sender has canceled the order will nonetheless trigger a COOP. See Notice, 80 FR at 35997.

<sup>12</sup> See Phlx Rule 1080.07(d)(ii).

<sup>13</sup> See *id.* The proposal deletes provisions in Phlx Rule 1080.07(d)(ii)(A)(2) which states that the System will not engage the COOP Timer upon re-opening Complex Order trading when either: (a) the Exchange's automated execution system was disengaged and subsequently re-engaged, or (b) the Phlx XL Risk Monitor Mechanism was engaged and subsequently disengaged. These provisions are incorrect because the Exchange cannot disengage its automatic execution system and because the operation of the Risk Monitor Mechanism does not impact the COOP Timer. See Notice, 80 FR at 35998. The proposal also deletes the references to

Continued

<sup>16</sup> 17 CFR 200.30-3(a)(12).

<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.