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–NYSEAMER–2026–73. 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 website (*https://www.sec.gov/rules/sro.shtml*). Copies of the filing will be available for inspection and copying at the principal office of the Exchange. Do not include personal identifiable information in submissions; you should submit only information that you wish to make available publicly. We may redact in part or withhold entirely from publication submitted material that is obscene or subject to copyright protection. All submissions should refer to file number SR–NYSEAMER–2026–73 and should be submitted on or before September 16, 2026.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[32]

Vanessa A. Countryman,

Secretary.

[FR Doc. 2026–17363 Filed 8–25–26; 8:45 am]

BILLING CODE 8011–01–P

SECURITIES AND EXCHANGE COMMISSION

[Release Nos. 33–11436; 34–106170]

Order Making Fiscal Year 2027 Annual Adjustments to Registration Fee Rates

August 21, 2026.

I. Background

The Commission collects fees under various provisions of the securities laws. Section 6(b) of the Securities Act of 1933 (''Securities Act'') requires the Commission to collect fees from issuers on the registration of securities.[1] Section 13(e) of the Securities Exchange Act of 1934 (''Exchange Act'') requires the Commission to collect fees on specified purchases of securities.[2] Section 14(g) of the Exchange Act requires the Commission to collect fees on specified proxy solicitations and specified tender offers.[3] These provisions require the Commission to make annual adjustments to the applicable fee rates.

II. Fiscal Year 2027 Annual Adjustment to Fee Rates

Section 6(b)(2) of the Securities Act requires the Commission to make an annual adjustment to the fee rate applicable under section 6(b).[4] The annual adjustment to the fee rate under section 6(b) of the Securities Act also sets the annual adjustment to the fee rates under sections 13(e) and 14(g) of the Exchange Act.[5]

Section 6(b)(2) sets forth the method for determining the annual adjustment to the fee rate under section 6(b) for fiscal year 2027. Specifically, the Commission must adjust the fee rate under section 6(b) to a ''rate that, when applied to the baseline estimate of the aggregate maximum offering prices for [fiscal year 2027], is reasonably likely to produce aggregate fee collections under [section 6(b)] that are equal to the target fee collection amount for [fiscal year 2027].'' That is, the adjusted rate is determined by dividing the ''target fee collection amount'' for fiscal year 2027 by the ''baseline estimate of the aggregate maximum offering prices'' for fiscal year 2027.

III. Target Fee Collection Amount for FY 2027

The statutory ''target fee collection amount'' for fiscal year 2021 and ''each fiscal year thereafter'' is ''an amount that is equal to the target fee collection amount for the prior fiscal year, adjusted by the rate of inflation.''[6] Consistent with the fiscal year 2021 calculation, the Commission has determined that it will use an approach similar to one that it uses to annually adjust civil monetary penalties by the rate of inflation.[7] Under this approach, the Commission will use the year-over-year change, rounded to five decimal places, in the Consumer Price Index for All Urban Consumers (''CPI–U''), not seasonally adjusted, in calculating the target fee collection amount, which is then rounded to the nearest whole dollar. The calculation for the fiscal year 2027 target fee collection amount is described in more detail below.

The most recent CPI–U index value, not seasonally adjusted, available for use by the Commission at the time this fee rate update was prepared was for June 2026. This value is 333.952.[8] The CPI–U index value, not seasonally adjusted, for June 2025 is 322.561.[9] Dividing the June 2026 value by the June 2025 value and rounding to five decimal places yields a multiplier value of 1.03531. Multiplying the fiscal year 2026 target fee collection amount of $887,800,554[10] by the multiplier value of 1.03531 and rounding to the nearest whole dollar yields a fiscal year 2027 target fee collection amount of $919,148,792.

Section 6(b)(6)(B) defines the ''baseline estimate of the aggregate maximum offering prices'' for fiscal year 2027 as ''the baseline estimate of the aggregate maximum offering price at which securities are proposed to be offered pursuant to registration statements filed with the Commission during [fiscal year 2027] as determined by the Commission, after consultation with the Congressional Budget Office and the Office of Management and Budget . . . .''

To make the baseline estimate of the aggregate maximum offering prices for fiscal year 2027, the Commission is using the methodology it has used in prior fiscal years and that was developed in consultation with the Congressional Budget Office and OMB.[11] Using this methodology, the Commission determines the ''baseline estimate of the aggregate maximum

[32] 17 CFR 200.30–3(a)(12).

[1] 15 U.S.C. 77f(b).

[2] 15 U.S.C. 78m(e). Per section 13(e)(2), a purchase by or for the issuer or any person controlling, controlled by, or under common control with the issuer, or a purchase subject to control of the issuer or any such person, shall be deemed to be a purchase by the issuer for some or all purposes of section 13(e)(1).

[3] 15 U.S.C. 78n(g).

[4] 15 U.S.C. 77f(b)(2). The annual adjustments are designed to adjust the fee rate in a given fiscal year so that, when applied to the aggregate maximum offering prices at which securities are proposed to be offered for the fiscal year, it is reasonably likely to produce total fee collections under section 6(b) equal to the ''target fee collection amount'' required by section 6(b)(6)(A) for that fiscal year.

[5] 15 U.S.C. 78m(e)(4) and 15 U.S.C. 78n(g)(4).

[6] 15 U.S.C. 77f(b)(6)(A).

[7] The Commission annually adjusts for inflation the civil monetary penalties that can be imposed under the statutes administered by Commission, as required by the Federal Civil Penalties Inflation Adjustment Act Improvements Act of 2015, pursuant to guidance from the Office of Management and Budget (''OMB''). See OMB Dec. 16, 2019, Memorandum for the Heads of Executive Departments and Agencies,'' M–20–05, on ''Implementation of Penalty Inflation Adjustments for 2020, Pursuant to the Federal Civil Penalties Inflation Adjustment Act Improvements Act of 2015.''

[8] This value was announced July 14, 2026. See *https://www.bls.gov/news.release/archives/cpi_07142026.htm.*

[9] See ''Table 1. Consumer Price Index for All Urban Consumers (CPI–U): U.S. city average, by expenditure category, June 2026'' in the announcement referenced above.

[10] See 90 FR 41847, published Aug. 27, 2025 (*https://www.federalregister.gov/documents/2025/08/27/2025-16387/order-making-fiscal-year-2026-annual-adjustments-to-registration-fee-rates*).

[11] Appendix A explains how we determined the ''baseline estimate of the aggregate maximum offering prices'' for fiscal year 2027 using our methodology, and then shows the arithmetical process of calculating the fiscal year 2027 annual adjustment based on that estimate. The appendix includes the data used by the Commission in making its ''baseline estimate of the aggregate maximum offering prices'' for fiscal year 2027.

offering price'' for fiscal year 2027 to be $10,561,145,911,745. Based on this estimate and the fiscal year 2027 target fee collection amount, the Commission calculates the fee rate for fiscal 2027 to be $87.00 per million. This adjusted fee rate applies to section 6(b) of the Securities Act, as well as to sections 13(e) and 14(g) of the Exchange Act.

IV. Effective Dates of the Annual Adjustments

The fiscal year 2027 annual adjustments to the fee rates applicable under section 6(b) of the Securities Act and sections 13(e) and 14(g) of the Exchange Act will be effective on October 1, 2026.[12]

V. Conclusion

Accordingly, pursuant to section 6(b) of the Securities Act and sections 13(e) and 14(g) of the Exchange Act,[13]

It is hereby ordered that the fee rates applicable under section 6(b) of the Securities Act and sections 13(e) and 14(g) of the Exchange Act shall be $87.00 per million effective on October 1, 2026.

By the Commission.

Vanessa A. Countryman,

Secretary.

Appendix A

Congress has established a target amount of monies to be collected from fees charged to issuers based on the value of their registrations. This appendix provides the formula for determining such fees, which the Commission adjusts annually. Congress has mandated that the Commission determine these fees based on the ''aggregate maximum offering prices,'' which measures the aggregate dollar amount of securities registered with the Commission over the course of the year (hereafter, ''registrations''). In order to maximize the likelihood that the amount of monies targeted by Congress under section 6(b) of the Securities Act of 1933 will be collected, the fee rate must be set to reflect projected aggregate maximum offering prices. As a percentage, the fee rate equals the ratio of the target amounts of monies to the projected aggregate maximum offering prices.

For 2027, the Commission has estimated the aggregate maximum offering prices by projecting forward the trend established in the previous decade. More specifically, an auto-regressive integrated moving average (''ARIMA'') model was used to forecast the value of the aggregate maximum offering prices for months subsequent to July 2026, the last month for which the Commission has data on the aggregate maximum offering prices.

The following sections describe this process in detail.

A. Baseline Estimate of the Aggregate Maximum Offering Prices for Fiscal Year 2027

First, calculate the aggregate maximum offering prices (AMOP) for each month in the sample (July 2016 through July 2026). Next, calculate the percentage change in the AMOP from month to month.

Model the monthly percentage change in AMOP as a first order moving average process. The moving average approach allows one to model the effect that an exceptionally high (or low) observation of AMOP tends to be followed by a more ''typical'' value of AMOP.

Use the [estimated moving average] [ARIMA] model to forecast the monthly percent change in AMOP. These percent changes can then be applied to obtain forecasts of the total dollar value of registrations. The following is a more formal (mathematical) description of the procedure:

1. Begin with the monthly data for AMOP. The sample spans ten years, from July 2016 to July 2026.

2. Divide each month's AMOP (column C) by the number of trading days in that month (column B) to obtain the average daily AMOP (AAMOP, column D).

3. For each month t, the natural logarithm of AAMOP is reported in column E.

4. Calculate the change in log(AAMOP) from the previous month as $\Delta_t = \log(AAMOP_t) - \log(AAMOP_{t-1})$. This approximates the percentage change.

5. Estimate the first order moving average model $\Delta_t = \alpha + \beta e_{t-1} + e_t$, where e_t denotes the forecast error for month t. The forecast error is simply the difference between the one-month ahead forecast and the actual realization of Δ_t. The forecast error is expressed as $e_t = \Delta_t - \alpha - \beta e_{t-1}$. The model can be estimated using standard commercially available software. Using least squares, the estimated parameter values are $\alpha = 0.0068155346$ and $\beta = 0.\ 8765268141$.

6. For the month of August 2026 forecast $\Delta_{t=8/2026} = \alpha + \beta e_{t=7/2026}$. For all subsequent months, forecast $\Delta_t = \alpha$.

7. Calculate forecasts of log(AAMOP). For example, the forecast of log(AAMOP) for October 2026 is given by $FLAAMOP_{t=10/2026} = \log(AAMOP_{t=7/2026}) + \Delta_{t=8/2026} + \Delta_{t=9/2026} + \Delta_{t=10/2026}$.

8. Under the assumption that e_t is normally distributed, the n-step ahead forecast of AAMOP is given by $\exp(FLAAMOP_t + \sigma_n^2/2)$, where σ_n denotes the standard error of the n-step ahead forecast.

9. For October 2026, this gives a forecast AAMOP of $40,077 million (Column I), and a forecast AMOP of $881,684 million (Column J).

10. Iterate this process through September 2027 to obtain a baseline estimate of the aggregate maximum offering prices for fiscal year 2027 of $10,561,145,911,745.

B. Using the Forecasts From A To Calculate the New Fee Rate

1. Using the data from Table A, estimate the aggregate maximum offering prices between 10/01/26 and 9/30/27 to be $10,561,145,911,745.

2. The rate necessary to collect the target $919,148,792 in fee revenues required by section 6(b) of the Securities Act is then calculated as: $919,148,792 ÷ $10,561,145,911,745 = 0.0000870312.

3. Round the result to the seventh decimal point, yielding a rate of 0.0000870 (or $87.00 per million).

TABLE A—ESTIMATION OF BASELINE OF AGGREGATE MAXIMUM OFFERING PRICES

[Fee rate calculations]

a. Baseline estimate of the aggregate maximum offering prices, 10/01/26 to 09/30/27 ($Millions)	10,561,146
b. Implied fee rate ($919,148,792/a)	$87.00

(A) Month	(B) Number of trading days in month	(C) Aggregate maximum offering prices, in $millions	(D) Average daily aggregate max. offering prices (AAMOP) in $millions	(E) log(AAMOP)	(F) Log (change in AAMOP)	(G) Forecast log(AAMOP)	(H) Standard error	(I) Forecast AAMOP, in $millions	(J) Forecast aggregate maximum offering prices, in $millions
Jul–16	20	289,671	14,484	23.396					
Aug–16	23	352,068	15,307	23.452	0.055				
Sep–16	21	326,116	15,529	23.466	0.014				
Oct–16	21	266,115	12,672	23.263	−0.203				
Nov–16	21	443,034	21,097	23.772	0.510				
Dec–16	21	310,614	14,791	23.417	−0.355				
Jan–17	20	503,030	25,152	23.948	0.531				
Feb–17	19	255,815	13,464	23.323	−0.625				

[12] 15 U.S.C. 77f(b)(4), 15 U.S.C. 78m(e)(6), and 15 U.S.C. 78n(g)(6).

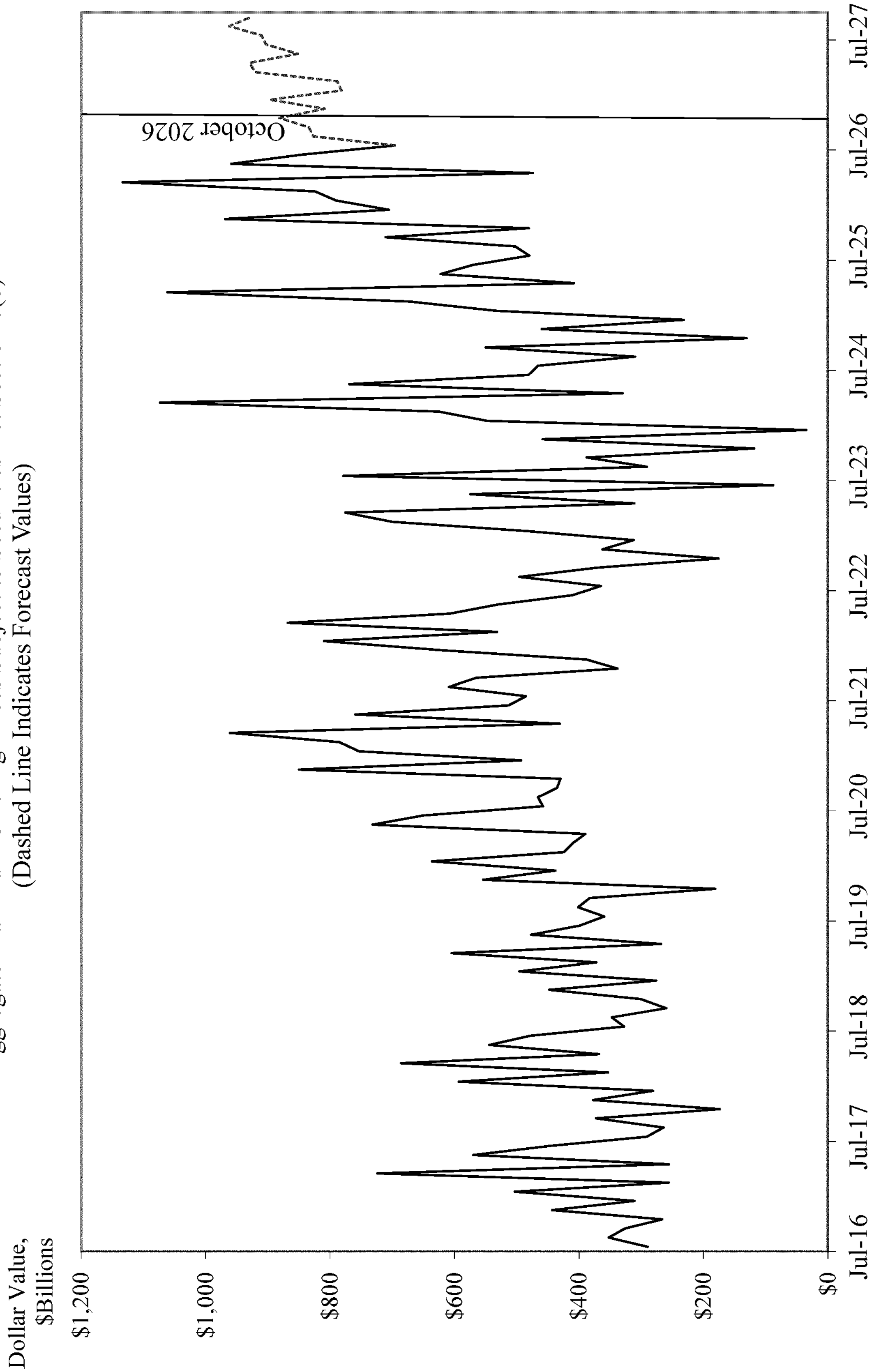
[13] 15 U.S.C. 77f(b), 78m(e), and 78n(g).

(A) Month	(B) Number of trading days in month	(C) Aggregate maximum offering prices, in $millions	(D) Average daily aggregate max. offering prices (AAMOP) in $millions	(E) log(AAMOP)	(F) Log (change in AAMOP)	(G) Forecast log(AAMOP)	(H) Standard error	(I) Forecast AAMOP, in $millions	(J) Forecast aggregate maximum offering prices, in $millions
Mar–17	23	723,870	31,473	24.172	0.849				
Apr–17	19	255,275	13,436	23.321	−0.851				
May–17	22	569,965	25,908	23.978	0.657				
Jun–17	22	445,081	20,231	23.730	−0.247				
Jul–17	20	291,167	14,558	23.401	−0.329				
Aug–17	23	263,981	11,477	23.164	−0.238				
Sep–17	20	372,705	18,635	23.648	0.485				
Oct–17	22	173,749	7,898	22.790	−0.858				
Nov–17	21	377,262	17,965	23.612	0.822				
Dec–17	20	281,126	14,056	23.366	−0.245				
Jan–18	21	593,025	28,239	24.064	0.698				
Feb–18	19	353,182	18,589	23.646	−0.418				
Mar–18	21	685,784	32,656	24.209	0.563				
Apr–18	21	367,569	17,503	23.586	−0.624				
May–18	22	543,840	24,720	23.931	0.345				
Jun–18	21	477,967	22,760	23.848	−0.083				
Jul–18	21	327,710	15,605	23.471	−0.377				
Aug–18	23	347,239	15,097	23.438	−0.033				
Sep–18	19	259,874	13,678	23.339	−0.099				
Oct–18	23	300,814	13,079	23.294	−0.045				
Nov–18	21	447,767	21,322	23.783	0.489				
Dec–18	19	276,130	14,533	23.400	−0.383				
Jan–19	21	495,624	23,601	23.885	0.485				
Feb–19	19	372,166	19,588	23.698	−0.186				
Mar–19	21	604,813	28,801	24.084	0.385				
Apr–19	21	267,737	12,749	23.269	−0.815				
May–19	22	476,892	21,677	23.800	0.531				
Jun–19	20	399,178	19,959	23.717	−0.083				
Jul–19	22	359,438	16,338	23.517	−0.200				
Aug–19	22	401,391	18,245	23.627	0.110				
Sep–19	20	382,876	19,144	23.675	0.048				
Oct–19	23	181,113	7,874	22.787	−0.888				
Nov–19	20	553,889	27,694	24.044	1.258				
Dec–19	21	438,062	20,860	23.761	−0.283				
Jan–20	21	636,403	30,305	24.135	0.373				
Feb–20	19	424,133	22,323	23.829	−0.306				
Mar–20	22	409,403	18,609	23.647	−0.182				
Apr–20	21	389,821	18,563	23.644	−0.002				
May–20	20	731,835	36,592	24.323	0.679				
Jun–20	22	650,219	29,555	24.110	−0.214				
Jul–20	22	457,871	20,812	23.759	−0.351				
Aug–20	21	465,953	22,188	23.823	0.064				
Sep–20	21	435,323	20,730	23.755	−0.068				
Oct–20	22	429,638	19,529	23.695	−0.060				
Nov–20	20	849,894	42,495	24.473	0.777				
Dec–20	22	493,133	22,415	23.833	−0.640				
Jan–21	19	753,590	39,663	24.404	0.571				
Feb–21	19	785,163	41,324	24.445	0.041				
Mar–21	23	960,806	41,774	24.456	0.011				
Apr–21	21	430,803	20,514	23.744	−0.711				
May–21	20	759,512	37,976	24.360	0.616				
Jun–21	22	512,966	23,317	23.872	−0.488				
Jul–21	21	485,097	23,100	23.863	−0.009				
Aug–21	22	608,745	27,670	24.044	0.181				
Sep–21	21	565,229	26,916	24.016	−0.028				
Oct–21	21	338,100	16,100	23.502	−0.514				
Nov–21	21	387,841	18,469	23.639	0.137				
Dec–21	22	618,897	28,132	24.060	0.421				
Jan–22	20	809,773	40,489	24.424	0.364				
Feb–22	19	531,622	27,980	24.055	−0.370				
Mar–22	23	868,009	37,740	24.354	0.299				
Apr–22	20	607,591	30,380	24.137	−0.217				
May–22	21	529,417	25,210	23.951	−0.187				
Jun–22	21	410,380	19,542	23.696	−0.255				
Jul–22	20	364,895	18,245	23.627	−0.069				
Aug–22	23	495,621	21,549	23.794	0.166				
Sep–22	21	371,472	17,689	23.596	−0.197				
Oct–22	21	175,612	8,362	22.847	−0.749				
Nov–22	21	362,262	17,251	23.571	0.724				
Dec–22	21	311,922	14,853	23.421	−0.150				
Jan–23	20	484,759	24,238	23.911	0.490				
Feb–23	19	700,233	36,854	24.330	0.419				
Mar–23	23	775,232	33,706	24.241	−0.089				
Apr–23	19	310,952	16,366	23.518	−0.722				
May–23	22	574,632	26,120	23.986	0.467				
Jun–23	21	87,686	4,176	22.153	−1.833				
Jul–23	20	778,808	38,940	24.385	2.233				

(A) Month	(B) Number of trading days in month	(C) Aggregate maximum offering prices, in $millions	(D) Average daily aggregate max. offering prices (AAMOP) in $millions	(E) log(AAMOP)	(F) Log (change in AAMOP)	(G) Forecast log(AAMOP)	(H) Standard error	(I) Forecast AAMOP, in $millions	(J) Forecast aggregate maximum offering prices, in $millions
Aug–23	23	290,749	12,641	23.260	−1.125				
Sep–23	20	387,612	19,381	23.688	0.427				
Oct–23	22	118,541	5,388	22.407	−1.280				
Nov–23	21	458,187	21,818	23.806	1.399				
Dec–23	20	35,060	1,753	21.285	−2.521				
Jan–24	21	547,780	26,085	23.985	2.700				
Feb–24	20	625,139	31,257	24.166	0.181				
Mar–24	20	1,073,420	53,671	24.706	0.541				
Apr–24	22	330,061	15,003	23.432	−1.275				
May–24	22	769,244	34,966	24.278	0.846				
Jun–24	19	481,093	25,321	23.955	−0.323				
Jul–24	22	465,992	21,181	23.776	−0.178				
Aug–24	22	309,615	14,073	23.368	−0.409				
Sep–24	20	550,284	27,514	24.038	0.670				
Oct–24	23	130,566	5,677	22.460	−1.578				
Nov–24	20	459,941	22,997	23.859	1.399				
Dec–24	21	231,576	11,027	23.124	−0.735				
Jan–25	20	533,650	26,682	24.007	0.884				
Feb–25	19	672,083	35,373	24.289	0.282				
Mar–25	21	1,061,430	50,544	24.646	0.357				
Apr–25	21	408,103	19,433	23.690	−0.956				
May–25	21	622,545	29,645	24.113	0.422				
Jun–25	20	569,873	28,494	24.073	−0.040				
Jul–25	22	479,792	21,809	23.806	−0.267				
Aug–25	21	502,212	23,915	23.898	0.092				
Sep–25	21	710,732	33,844	24.245	0.347				
Oct–25	23	480,586	20,895	23.763	−0.482				
Nov–25	19	968,765	50,988	24.655	0.892				
Dec–25	22	705,571	32,071	24.191	−0.464				
Jan–26	20	790,126	39,506	24.400	0.208				
Feb–26	19	824,441	43,392	24.494	0.094				
Mar–26	22	1,133,172	51,508	24.665	0.171				
Apr–26	21	474,180	22,580	23.840	−0.825				
May–26	20	958,730	47,936	24.593	0.753				
Jun–26	21	845,382	40,256	24.419	−0.175				
Jul–26	22	695,686	31,622	24.177	−0.241				
Aug–26	21					24.271	0.501	39,383	827,043
Sep–26	21					24.278	0.505	39,728	834,293
Oct–26	22					24.285	0.509	40,077	881,684
Nov–26	20					24.292	0.512	40,428	808,558
Dec–26	22					24.298	0.516	40,782	897,211
Jan–27	19					24.305	0.520	41,140	781,657
Feb–27	19					24.312	0.523	41,501	788,510
Mar–27	22					24.319	0.527	41,864	921,016
Apr–27	22					24.326	0.531	42,231	929,090
May–27	20					24.332	0.534	42,602	852,032
Jun–27	21					24.339	0.538	42,975	902,477
Jul–27	21					24.346	0.541	43,352	910,389
Aug–27	22					24.353	0.545	43,732	962,102
Sep–27	21					24.360	0.548	44,115	926,421

BILLING CODE 8011–01–P

Figure A
Aggregate Maximum Offering Prices Subject to Securities Act Section 6(b)
(Dashed Line Indicates Forecast Values)



[FR Doc. 2026–17421 Filed 8–25–26; 8:45 am]

BILLING CODE 8011–01–C

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–106174; File No. SR–NYSETEX–2026–31]

Self-Regulatory Organizations; NYSE Texas, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Amend Rule 7.18 Regarding Trading Halts

August 21, 2026.

Pursuant to Section 19(b)(1)[1] of the Securities Exchange Act of 1934 (''Act'')[2] and Rule 19b–4 thereunder,[3] notice is hereby given that, on August 14, 2026, the NYSE Texas, Inc. (''NYSE Texas'' or the ''Exchange'') filed with the Securities and Exchange Commission (the ''Commission'') the proposed rule change as described in Items I and II below, which Items have been prepared by the self-regulatory organization. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

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

The Exchange proposes to amend Rule 7.18 (''Trading Halts'') to set forth specific requirements for halting and resuming trading in a security that is subject to certain corporate actions. The proposed rule change is available on the Exchange's website at *www.nyse.com* and at the principal office of the Exchange.

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

In its filing with the Commission, the self-regulatory organization included statements concerning the purpose of, and basis for, the proposed rule change and discussed any comments it received on the proposed rule change. The text of those statements may be examined at the places specified in Item IV below. The Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant parts of such statements.

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

1. Purpose

NYSE Texas, Inc. (''NYSE Texas'' or the ''Exchange'') proposes to amend Rule 7.18 (''Trading Halts'') to set forth specific requirements for halting and resuming trading in a security that is subject to certain corporate actions.

In conjunction with the industry's plans for the introduction of trading 23 hours a day, 5 days a week (''23/5 Trading''), the Exchange's affiliate exchange, NYSE Arca, Inc. (''NYSE Arca''), filed with the Commission a proposal to amend its rules to set forth specific requirements for halting trading in a security for which the Exchange is the Primary Listing Market that is subject to certain issuer-related corporate actions and for resuming trading in that security using a Trading Halt Auction. NYSE Arca explained that the proposal would expand on the framework already in place with respect to its authority to declare a mandatory regulatory halt in advance of a reverse stock split, thereby providing greater transparency and clarity with respect to the situations in which trading certain securities subject to issuer-related corporate actions will be halted and the process through which that halt will be implemented and terminated. On July 8, 2026, the Commission published a notice of filing and immediate effectiveness of NYSE Arca's proposal.[4]

The Exchange now proposes to make the same changes to its own rules. The Exchange understands that the other Primary Listing Markets also plan to implement substantially identical versions of this rule to ensure consistent treatment of corporate actions across the market.

Background

The Exchange's current Rule 7.18(e) includes a ''Reverse Stock Split Halt'' that is identical to the ''Reverse Stock Split Halt'' on its affiliate exchange NYSE Arca LLC (''NYSE Arca'').

In 2024, NYSE Arca filed a rule proposal to establish the Exchange's authority to declare a mandatory regulatory halt in a security for which NYSE Arca is the Primary Listing Market when that security is subject to a reverse stock split, which the Commission noticed for immediate effectiveness.[5] Specifically, NYSE Arca proposed halting such a security before the end of the Late Trading Session on the day immediately before the effective date of a reverse stock split, with trading to resume with a Trading Halt Auction at 9:00 a.m. Eastern Time (''ET'')—instead of 4:00 a.m. ET—on the next trading day. NYSE Arca noted that because it processes reverse stock splits overnight, having the security reopen for trading at 4:00 a.m. ET raised the ''potential for errors resulting in a material effect on the market resulting from market participants' processing of the reverse stock split, including incorrect adjustment or entry of orders.''[6] NYSE Arca explained that this concern could be rectified by imposing a trading halt, ''which would prohibit pre-market trading immediately after a reverse stock split'' and open trading in such securities at 9:00 a.m. ET instead of 4:00 a.m. ET.[7] NYSE Arca further noted that imposing such a trading halt and deferring the opening of the security until 9:00 a.m. ET would ''allow the Exchange and market participants to better detect any errors or problems with orders for the security resulting from the reverse stock split before trading in the security begins and thereby avoid any material effect on the market.''[8] In approving the substantively identical proposal of another market, the Commission noted that the proposal was ''designed to promote fair and orderly trading on the Exchange by reducing the potential for order entry or other system-related errors associated with a reverse stock split in a security for which [the Exchange] is the Primary Listing Market.''[9]

In 2025, the Exchange added the Reverse Stock Split Halt to its own version of Rule 7.18.[10]

With the launch of 23/5 Trading later this year, the concerns that led the Exchange and NYSE Arca to adopt a regulatory halt framework for reverse stock splits will likewise arise with

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

[2] 15 U.S.C. 78a.

[3] 17 CFR 240.19b–4.

[4] *See* Securities Exchange Release No. 105862 (July 8, 2026), 91 FR 42999 (July 13, 2026) (SR–NYSEARCA–2026–71) (Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Amend Rule 7.18–E Regarding Regulatory Halts for Corporate Actions and Issuer-Related Events).

[5] *See* Securities Exchange Act Release No. 99863 (March 27, 2024), 89 FR 22757 (April 2, 2024) (SR–NYSEAMER–2024–22) (Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Amend Rule 7.18E) (''NYSE Arca Reverse Stock Split Proposal'').

[6] *Id.,* 89 FR at 22762.

[7] *Id.,* 89 FR at 22761.

[8] *Id.*

[9] *See* Securities Exchange Act Release No. 98878 (November 7, 2023), 88 FR 78081 (November 14, 2023) SR–NASDAQ–2023–036) (Notice of Filing of Amendment No. 1 and Order Granting Accelerated Approval of Proposed Change, as Modified by Amendment No. 1, Relating to Nasdaq Rules 4120 and 4753).

[10] *See* Securities Exchange Act Release No. 103039 (May 13, 2025), 90 FR 21369 (May 19, 2025) (SR–NYSETEX–2025–08).