received no comment on this aspect of the proposed rule change.

The proposed rule change to exclude an associated person's activity conducted on behalf of a member pursuant to a contractual arrangement between the member and another entity is reasonably designed to enhance regulatory efficiency by excluding from duplicative obligations activity that already falls within the member's supervisory and compliance responsibilities under other FINRA rules (*e.g.,* FINRA Rule 3110). For these reasons, the proposed rule change is reasonably designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, and, in general, to protect investors and the public interest.

E. Recordkeeping

As stated above, proposed FINRA Rule 3290(e) would require a member to keep a record of its compliance with the obligations under proposed FINRA Rule 3290 and preserve this record in accordance with the time and accessibility requirements of Exchange Act Rule 17a–4(e)(1). The Commission received no comments on this aspect of the proposed rule change.

The proposed rule change requiring members to keep and preserve a record of its compliance with the obligations under proposed FINRA Rule 3290 is reasonably designed to facilitate oversight of a member's compliance with the proposed rule change. A key component of regulatory oversight is a member's retention of its business records. By expressly requiring compliance with applicable Commission recordkeeping rules, the proposed rule change makes clear members' obligation to maintain and make available records related to proposed FINRA Rule 3290. As such, the proposed rule change will help ensure that regulators can properly oversee members' compliance with proposed FINRA Rule 3290. For these reasons, the proposed rule change is reasonably designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, and, in general, to protect investors and the public interest.

F. General Exemptive Authority

As stated above, proposed FINRA Rule 3290(h) would authorize FINRA staff, for good cause shown after taking into consideration all relevant factors, to conditionally or unconditionally grant an exemption pursuant to the FINRA Rule 9600 Series from any provision of proposed FINRA Rule 3290 to the extent that such exemption is consistent with the purpose of the rule, the protection of investors, and the public interest. The proposal would also amend FINRA Rule 9610 to add Rule 3290 to the list of rules for which a member may seek exemptive relief. The Commission received no comment on this aspect of the proposed rule change.

The proposed rule change authorizing FINRA to grant exemptive relief from any provision of proposed FINRA Rule 3290 is reasonably designed to allow FINRA members to avail themselves of an existing procedural vehicle—FINRA's Rule 9600 Series—to apply for exemptive relief from any provision of the rule, on a case-by-case basis, to address unanticipated factual circumstances that may arise under the rule. Prior to granting an exemption, FINRA staff would be required to consider all relevant factors to determine if good cause is shown for the exemption, and that the exemption is consistent with the protection of investors and the public interest. For these reasons, the proposed rule change is reasonably designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, and, in general, to protect investors and the public interest.[240]

IV. Conclusion

For the reasons set forth above, the Commission finds that the proposed rule change is consistent with Section 15A(b)(6) of the Exchange Act, which requires, among other things, that FINRA rules be designed to prevent fraudulent and manipulative acts and practices, promote just and equitable principles of trade, and, in general, protect investors and the public interest.[241]

It is therefore ordered pursuant to Section 19(b)(2) of the Exchange Act[242] that the proposed rule change (SR–FINRA–2026–001) be, and hereby is, approved.

[240] A commenter recommended that FINRA establish an effective date for the proposed rule change that is at least 12 months after Commission approval, in order to provide members sufficient time to update their compliance systems that are currently designed for FINRA Rules 3270 and 3280. *See* ASA I at 6; ASA II at 6–7. In response, FINRA stated that if the proposed rule change is approved it would determine an effective date balancing sufficient time for implementation with its objective of reducing unnecessary burdens in a timely manner. *See* FINRA I at 17; FINRA II at 9. FINRA reasonably declined to establish an effective date for the proposed rule change at this time.

[241] 15 U.S.C. 78*o*–3(b)(6).

[242] 15 U.S.C. 78s(b)(2).

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[243]

Sherry R. Haywood,

Assistant Secretary.

[FR Doc. 2026–19126 Filed 9–17–26; 8:45 am]

BILLING CODE 8011–01–P

[243] 17 CFR 200.30–3(a)(12).

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–106380; File No. SR–NYSE–2026–43]

Self-Regulatory Organizations; New York Stock Exchange LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Amend Rule 7.12 Concerning the Resumption of Trading Following a Level 3 Market-Wide Circuit Breaker Halt in Connection With the Industry's Expansion of Trading Hours to 23 Hours per Day, 5 Days per Week

September 15, 2026.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (''Act'')[1] and Rule 19b–4 thereunder,[2] notice is hereby given that, on September 4, 2026, New York Stock Exchange LLC (''NYSE'' 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 7.12 (''Trading Halts Due to Extraordinary Market Volatility'') concerning the resumption of trading following a Level 3 market-wide circuit breaker halt in connection with the industry's expansion of trading hours to 23 hours per day, 5 days per week. 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,

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

[2] 17 CFR 240.19b–4.

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 Statutory Basis for, the Proposed Rule Change

1. Purpose

New York Stock Exchange LLC (''NYSE'' or the ''Exchange'') proposes to amend Rule 7.12 (''Trading Halts Due to Extraordinary Market Volatility'') concerning the resumption of trading following a Level 3 market-wide circuit breaker (''MWCB'') halt (''Level 3 Market Decline'') in connection with the industry's expansion of trading hours to 23 hours per day, 5 days per week (''23/5 Trading''). Some exchanges, including the Exchange's affiliate exchange, NYSE Arca, Inc. (''NYSE Arca''), are planning to offer overnight trading,[3] and as a result, the uniform Level 3 Market Decline rules of each exchange are being modified, as explained further below.

Background

The MWCB mechanism under Rule 7.12 provides an important, automatic mechanism that is invoked to promote stability and investor confidence during a period of significant stress when U.S. securities markets experience extreme broad-based declines. All U.S. equity exchanges and FINRA (collectively, the self-regulatory organizations or ''SROs'') adopted uniform rules relating to the MWCB mechanism in 2012, which are designed to slow the effects of extreme price movement through coordinated trading halts across U.S. securities markets when severe price declines reach levels that may exhaust market liquidity.[4] Such market-wide circuit breakers provide for trading halts in all U.S. cash equity and equities options markets during a severe market decline as measured by a single-day decline in the S&P 500 Index during regular trading hours.

Pursuant to Rule 7.12, a market-wide trading halt will be triggered if the S&P 500 Index declines in price by specified percentages from the prior day's closing price of that index. Currently, the triggers are set at three circuit breaker thresholds: 7% (Level 1), 13% (Level 2), and 20% (Level 3). A market decline that triggers a Level 1 or Level 2 halt after 9:30 a.m. ET and before 3:25 p.m. ET would halt market-wide trading for 15 minutes, while a similar market decline at or after 3:25 p.m. ET would not halt market-wide trading. If a Level 3 Market Decline occurs at any time during the trading day, trading in all stocks will halt on the Exchange for the remainder of the trading day, and will resume the following trading day at 7:00 a.m. ET for UTP Securities and after 9:30 a.m. ET for Exchange-listed securities.[5]

Proposal

The Exchange now proposes to amend Rule 7.12 to reflect extended trading hours under 23/5 Trading. On December 6, 2026, several exchanges, including NYSE Arca, intend to offer new overnight trading sessions that would be available from 9:00 p.m. ET to 4:00 a.m. ET, significantly increasing their hours of operation in response to customer demand.

As discussed, consistent with the uniform rules in place across all SROs, current Rule 7.12(b)(ii) provides that if a Level 3 Market Decline occurs at any time during the trading day, the Exchange shall halt trading in all stocks on the Exchange for the remainder of the trading day. Currently, that means that the earliest that any exchange would re-open trading after a Level 3 Market Decline is 4:00 a.m. ET the following day, since no SROs are open for trading before 4:00 a.m. ET.

Unless amended, when 23/5 Trading is launched, the current rule's reference to halting ''for the remainder of the trading day'' [6] would require SROs participating in 23/5 Trading to re-open trading at an earlier time, *i.e.,* 9:00 p.m. ET on the same calendar day, when those SROs' systems would generally become available for overnight trading. The Exchange does not believe that this is an expected or desired result and is therefore amending this rule in coordination with the other SROs such that trading on any SRO will not resume until 4:00 a.m. ET or later on the following trading day, consistent with current market practice. This proposed rule change is therefore not intended to make any substantive changes to the MWCB mechanism. Rather, the proposed rule change would preserve the current resumption time following a Level 3 Market Decline.

To effect this change, the Exchange proposes to delete the language in Rule 7.12(b)(ii) that provides that trading in all stocks will halt on the Exchange ''for the remainder of the trading day'' if a Level 3 Market Decline occurs at any time during the trading day, and replace it with new language that explicitly provides that trading in all stocks would halt on the Exchange until 4:00 a.m. ET or later on the following trading day.

2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,[7] in general, and furthers the objectives of Section 6(b)(5) of the Act,[8] in particular, in that it is designed to promote just and equitable principles of trade, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general to protect investors and the public interest.

The MWCB mechanism described in Rule 7.12 is an important, automatic mechanism that is invoked to promote stability and investor confidence during periods of significant stress when U.S. securities markets experience extreme broad-based declines. The proposed rule change, when applied uniformly by all SROs, would ensure that the current 4:00 a.m. ET resumption time following a Level 3 halt continues to apply under 23/5 Trading, notwithstanding current rule text implying that the resumption time would coincide with the start of overnight trading on SROs operating an overnight session.

Rather than leave the rule in place as is, which would result in an earlier resumption time than originally contemplated when the rule was adopted, the Exchange, the other U.S. equity exchanges, and FINRA met alongside industry representatives to determine the appropriate resumption time. Following those discussions, the collective decision was made to retain the 4:00 a.m. ET resumption time, notwithstanding the fact that an earlier resumption time would be possible with the introduction of 23/5 Trading. The proposed rule change codifies this decision into the Exchange's rules. The Exchange understands that the other SROs will also be filing similar proposed rule changes. As a result, the market as a whole, including on- and

[3] *See, e.g.*, Securities Exchange Act Release No. 105532 (May 21, 2026), 91 FR 31509 (May 27, 2026) (SR–NYSEARCA–2026–53) (''NYSE Arca 23/5 Trading Notice''). The Exchange does not intend to implement 23/5 Trading at this time.

[4] *See* Securities Exchange Act Release No. 67090 (May 31, 2012), 77 FR 33531 (June 6, 2012) (SR–BATS–2011–038; SR–BYX–2011–025; SR–BX–2011–068; SR–CBOE–2011–087; SR–C2–2011–024; SR–CHX–2011–30; SR–EDGA–2011–31; SR–EDGX–2011–30; SR–FINRA–2011–054; SR–ISE–2011–61; SR–NASDAQ–2011–131; SR–NSX–2011–11; SR–NYSE–2011–48; SR–NYSEAmex–2011–73; SR–NYSEArca–2011–68; SR–Phlx–2011–129) (''MWCB Approval Order'').

[5] *See* Rule 7.34(a) (''Trading Sessions'').

[6] *See* Rule 7.12(b)(ii).

[7] 15 U.S.C. 78f(b).

[8] 15 U.S.C. 78f(b)(5).

off-exchange, will continue to be subject to harmonized rules for the resumption of trading following a Level 3 Market Decline.

While the SROs had previously decided to tie the resumption time following a Level 3 halt to the earliest SRO opening time, the upcoming transition to 23/5 Trading raises various concerns that warrant a change from the current approach.

First, the Exchange notes that the MWCB mechanism was designed to provide a cooling-off period where market participants would be provided with additional time to evaluate the market events that led to the decline before determining how to position their trading activity for the next day. With the introduction of 23/5 Trading and the start of overnight trading on some SROs at 9:00 p.m. ET, however, this cooling-off period could be materially shortened, reducing one of the key benefits that the MWCB mechanism was designed to provide in the first place. Rather than shorten the cooling-off period and risk this benefit, the Exchange believes the market would be better served by a change to the length of the associated trading halt that mirrors current market practice. Under the proposed rule, as is the case today, after a Level 3 halt, all SROs would re-open trading at 4:00 a.m. ET or later, and no SRO would offer an overnight trading session starting on the day of a Level 3 halt.

Second, overnight trading may be subject to different liquidity and participation considerations than the current pre-market sessions that start at or after 4:00 a.m. ET. Notably, while retail investors have expressed interest in overnight trading, the Exchange expects that institutional investors will take more time to transition to a round-the-clock model. However, such institutional participation may be of heightened importance following a Level 3 halt, as these investors are likely to have views on the underlying market events that led to the Level 3 Market Decline in the first place. The Exchange is concerned that opening during hours that such participants do not normally trade may impact the quality of price discovery at a time of significant market volatility. Waiting until 4:00 a.m. ET to resume trading would facilitate broader participation and therefore price discovery.

Finally, the Exchange notes that the Commission recently approved an amendment to the Plan to Address Extraordinary Market Volatility (''LULD Plan'') that would establish new price protections from 9:00 p.m. ET to 4:00 a.m. ET.[9] While these price bands would help to assure a fair and orderly market during normal market conditions, it is possible that they would instead prevent normal price discovery following a Level 3 Market Decline. Rather than allowing trading to resume with such price bands in effect, which would represent a change from the current trading reopening following a Level 3 Market Decline, the Exchange believes that requiring SROs to wait until 4:00 a.m. ET or later to resume trading would ensure that price discovery can occur unimpeded during pre-market trading, as it does today, which may further inform prices going into the opening auction and regular market hours trading following a Level 3 halt.

Given the factors discussed above, the Exchange believes that trading in all securities on the Exchange should not resume before 4:00 a.m. ET on the trading day after a Level 3 halt. This decision, which the Exchange understands will also be reflected in the rules of the other SROs, would promote a fair and orderly market at a time of significant market volatility, and thereby protect investors and the public interest. In addition, while the actual Level 3 resumption time would not be changing in practice—as proposed, the current resumption time and future resumption time would both be 4:00 a.m. ET at the earliest—the Exchange believes that it is appropriate to amend its rules to ensure that its rules reflect the upcoming changes due to 23/5 Trading. Without this change, market participants may mistakenly believe that the Exchange intends for trading to re-open on overnight trading exchanges at 9:00 p.m. ET following a Level 3 halt. The proposed rule change would therefore facilitate operational transparency while providing for a fair and orderly market.

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 not necessary or appropriate in furtherance of the purposes of the Act because the proposal would ensure the continued, uninterrupted operation of a consistent mechanism to halt trading across U.S. securities markets. Further, the Exchange understands that the other SROs intend to file proposed rule changes to ensure a consistent resumption time at 4:00 a.m. or later ET across markets. Thus, the proposed rule change will help to ensure consistency across market centers without implicating any competitive issues.

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

Because the foregoing proposed rule change does not: (i) significantly affect the protection of investors or the public interest; (ii) impose any significant burden on competition; and (iii) become operative for 30 days from the date on which it was filed, or such shorter time as the Commission may designate, it has become effective pursuant to Section 19(b)(3)(A)(iii) of the Act[10] and subparagraph (f)(6) of Rule 19b–4 thereunder.[11]

At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. 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 (*https://www.sec.gov/rules/sro.shtml*); or

• Send an email to *rule-comments@sec.gov.* Please include file number SR–NYSE–2026–43 on the subject line.

[9] *See* Securities Exchange Act Release No. 106042 (August 5, 2026), 91 FR 51515 (August 10, 2026) (Order Granting Approval of the Twenty-Seventh Amendment to the National Market System Plan to Address Extraordinary Market Volatility to Establish Temporary Price Band Protections in Overnight Trading).

[10] 15 U.S.C. 78s(b)(3)(A)(iii).

[11] 17 CFR 240.19b–4(f)(6). In addition, Rule 19b–4(f)(6) requires a self-regulatory organization to give the Commission written notice of its intent to file 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 satisfied this requirement.

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–2026–43. 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–NYSE–2026–43 and should be submitted on or before October 9, 2026.

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

Sherry R. Haywood,

Assistant Secretary.

[FR Doc. 2026–19125 Filed 9–17–26; 8:45 am]

BILLING CODE 8011–01–P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–106387; File No. SR–MRX–2026–35]

Self-Regulatory Organizations; Nasdaq MRX, LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Amend Options 2, Section 3, Appointment of Market Makers

September 15, 2026.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (''Act''),[1] and Rule 19b–4 thereunder,[2] notice is hereby given that on September 2, 2026, Nasdaq MRX, LLC (''MRX'' or ''Exchange'') filed with the Securities and Exchange Commission (''SEC'' or ''Commission'') the proposed rule change as described in Items I, II, and III, below, which Items have been prepared by the Exchange. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

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

The Exchange proposes to amend Options 2, Section 3, Appointment of Market Makers.

The text of the proposed rule change is available on the Exchange's website at *https://listingcenter.nasdaq.com/rulebook/mrx/rulefilings,* 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 Exchange included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.

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

1. Purpose

The Exchange proposes to amend Options 2, Section 3, Appointment of Market Makers, at paragraph (b) to change the current requirement that a Primary Market Maker (''PMM'') [3] shall be appointed to each options class traded on the Exchange. The Exchange proposes instead to state that a PMM *may* be appointed to each options class traded on the Exchange. The proposed amendment would replace a mandatory requirement to appoint a PMM to every options class with a permissive standard, affording the Exchange the flexibility to determine, based on prevailing market conditions and the availability of qualified applicants, whether a PMM appointment is appropriate for a particular options class.

Today, there are a number of Competitive Market Makers (''CMMs'') [4] on MRX that would continue to provide liquidity in the absence of a PMM appointment under this proposal. CMMs are subject to continuous quoting and other market making obligations set forth in Options 2, Section 4 (Obligations of Market Makers), and are required to provide two-sided quotations in 60% of the series in each of the option classes to which they are appointed pursuant to the quoting requirements of Options 2, Section 5 (Market Maker Quotations). CMMs are also not capped in number and may actively quote in a broad range of option classes.

The proposed amendment aligns MRX's rule with Nasdaq Phlx LLC (''Phlx'') Options 2, Section 12(a) [5] which expressly permits, but does not require, Phlx to designate a Lead Market Maker for a particular options series. In addition, until July 2026, The Nasdaq Options Market LLC (''NOM'') did not adopt rules for a class of market maker similar to a PMM. NOM operated its markets for nearly twenty years without such a category of market maker. The Exchange believes that the current mandatory standard is not necessary to protect investors or to ensure a fair and orderly market on MRX. Options classes traded on the Exchange vary widely in their liquidity profiles, order flow, and level of market maker interest. Circumstances may arise in which no eligible Member seeks or is well-suited for a PMM appointment in a particular options class, or in which appointing a PMM is not economically viable for any prospective applicant. The Exchange will monitor instances in which a PMM is not fulfilling its obligations or is not in good standing and will seek to replace it with another qualified PMM. In those cases, the mandatory standard in the current rule provides no operable path forward. A permissive standard would enable the Exchange to determine, on a class-by-class basis, whether a PMM appointment serves the interests of the market and the investing public.

The proposed change is not intended to, and would not, alter the substantive obligations or privileges of a PMM once appointed. A PMM appointed to an options class would remain subject to the full set of obligations set forth in MRX Options 2, Sections 3, 4, and 5, including the Valid Width Quote requirement during the Options Opening Process in Options 3, Section 8, and the 90% two-sided quoting obligation on an intra-day basis. The Exchange further notes that CMMs are

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[12] 17 CFR 200.30–3(a)(12).

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

[2] 17 CFR 240.19b–4.

[3] The term ''Primary Market Maker'' means a Member that is approved to exercise trading privileges associated with PMM Rights. *See* Options 1, Section 1(b)(36).

[4] The term ''Competitive Market Maker'' means a Member that is approved to exercise trading privileges associated with CMM Rights. *See* Options 1, Section 1(b)(13).

[5] Phlx Options 2, Section 12(a) provides that a Lead Market Maker is not required to be assigned to an options series. A Lead Market Maker on Phlx is analogous to a Primary Market Maker on MRX.