

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 26	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - 2016 - * 010 Amendment No. (req. for Amendments *)
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Filing by The Depository Trust Company
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial * <input checked="" type="checkbox"/>	Amendment * <input type="checkbox"/>	Withdrawal <input type="checkbox"/>	Section 19(b)(2) * <input type="checkbox"/>	Section 19(b)(3)(A) * <input checked="" type="checkbox"/>	Section 19(b)(3)(B) * <input type="checkbox"/>
Pilot <input type="checkbox"/>			Rule		
Extension of Time Period for Commission Action * <input type="checkbox"/>			Date Expires * <input type="text"/>		
			<input type="checkbox"/> 19b-4(f)(1)	<input checked="" type="checkbox"/> 19b-4(f)(4)	
			<input type="checkbox"/> 19b-4(f)(2)	<input type="checkbox"/> 19b-4(f)(5)	
			<input type="checkbox"/> 19b-4(f)(3)	<input type="checkbox"/> 19b-4(f)(6)	

Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010	Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934
Section 806(e)(1) * <input type="checkbox"/>	Section 806(e)(2) * <input type="checkbox"/>
	Section 3C(b)(2) * <input type="checkbox"/>

Exhibit 2 Sent As Paper Document <input type="checkbox"/>	Exhibit 3 Sent As Paper Document <input type="checkbox"/>
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Description
Provide a brief description of the action (limit 250 characters, required when Initial is checked *).

Contact Information
Provide the name, telephone number, and e-mail address of the person on the staff of the self-regulatory organization prepared to respond to questions and comments on the action.

First Name * Last Name *
 Title *
 E-mail *
 Telephone * Fax

Signature
Pursuant to the requirements of the Securities Exchange Act of 1934,
has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.
(Title *)

Date By

(Name *)

NOTE: Clicking the button at right will digitally sign and lock this form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFF website.

Form 19b-4 Information *

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The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.

Exhibit 1 - Notice of Proposed Rule Change *

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The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 1A- Notice of Proposed Rule Change, Security-Based Swap Submission, or Advance Notice by Clearing Agencies *

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The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change, security-based swap submission, or advance notice being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 2 - Notices, Written Comments, Transcripts, Other Communications

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Exhibit Sent As Paper Document

Copies of notices, written comments, transcripts, other communications. If such documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G.

Exhibit 3 - Form, Report, or Questionnaire

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Exhibit Sent As Paper Document

Copies of any form, report, or questionnaire that the self-regulatory organization proposes to use to help implement or operate the proposed rule change, or that is referred to by the proposed rule change.

Exhibit 4 - Marked Copies

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The full text shall be marked, in any convenient manner, to indicate additions to and deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit the staff to identify immediately the changes made from the text of the rule with which it has been working.

Exhibit 5 - Proposed Rule Text

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The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item I and which may otherwise be more easily readable if provided separately from Form 19b-4. Exhibit 5 shall be considered part of the proposed rule change.

Partial Amendment

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If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission's permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.

1. Text of the Proposed Rule Change.

(a) The text of the proposed rule change is annexed hereto as Exhibit 5.¹ The proposed rule change would amend the Operational Arrangements for Securities to Become and Remain Eligible for DTC Services (“OA”)² of The Depository Trust Company (“DTC”) and the DTC Underwriting Service Guide (“Guide”)³ to allow DTC to automate the process by which Participants submit requests and related documents for Securities that are already issued and outstanding (“Older Issues”) to become eligible for Deposit and book-entry transfer services at DTC (“Older Issue Eligibility Requests”). Upon its implementation, the proposed rule change would enhance efficiencies for Participants and DTC by providing a secure, centralized environment for the submission of Older Issue Eligibility Requests.

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization.

The proposed rule change has been approved by the Businesses, Technology and Operations Committee of the Board of Directors of DTC at a meeting duly called and held on June 14, 2016.

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

(a) Purpose

The proposed rule change would change the method of submission of Older Issue Eligibility Requests by Participants from the current email method to instead utilize DTC’s Securities Origination, Underwriting and Reliable Corporate Action Environment (“UW SOURCE”) for this purpose.⁴

¹ Capitalized terms not otherwise defined herein have the respective meanings set forth in the DTC Rules, By-laws and Organization Certificate (“Rules”), available at <http://www.dtcc.com/legal/rules-and-procedures.aspx>.

² Available at <http://www.dtcc.com/~media/Files/Downloads/legal/issue-eligibility/eligibility/operational-arrangements.pdf>.

³ Available at <http://www.dtcc.com/~media/Files/Downloads/Settlement-Asset-Services/Underwriting/Underwriting-Service-Guide.pdf>.

⁴ UW SOURCE is an existing Internet-based system currently used by Participants to submit eligibility requests for newly-issued Securities (“New Issues”). See OA, supra note 2, at 1. The process for submitting eligibility requests for New

In order for an Older Issue to be made eligible for Deposit and book-entry transfer services at DTC, a Participant must submit an Older Issue Eligibility Request to DTC⁵ that evidences that the Older Issue meets DTC's requirements for Securities to become and remain eligible for DTC services⁶ as set forth in the OA ("Eligibility Requirements").⁷ The Older Issue Eligibility Request must at a minimum include a questionnaire ("Older Eligibility Questionnaire"),⁸ a copy of the Security certificate for the Older Issue, an attestation form signed by the "Agent"⁹ for the issue ("Agent

Issues through UW SOURCE would not change as a result of the proposed rule change. See generally DTC UW Reengineering webpage, available at <http://dtcc.com/matching-settlement-and-asset-services/underwriting/uw-source-info> (providing background and links to additional information on UW SOURCE).

⁵ Only Participants can request that DTC make a Security eligible. See OA, supra note 2, at 1-2.

⁶ It is the responsibility of the Participant requesting eligibility for the Securities to provide evidence that the Securities satisfy the criteria set forth in DTC's OA. See id.

⁷ See OA, supra note 2, at 2-13 (for DTC's eligibility criteria).

⁸ The Older Issue Eligibility Questionnaire is a form that a Participant must complete with respect to the Older Issue to provide DTC with the issuer's name, issue description, CUSIP number, information relating to compliance with Eligibility Requirements, contact information, and other information required in order for DTC to process the issue. In addition, by signing the Older Eligibility Questionnaire, the Participant (i) represents and warrants (a) that the issuer complies with all applicable securities laws, rules and regulations, and banking regulations, (b) the registration or exemption status of the Older Issue under the Securities Act of 1933, and (c) that the information provided on the form is true, accurate and complete, (ii) agrees to indemnify DTC and its affiliates for any loss, damage, cost or expense, arising out of the eligibility request and the Deposit of the referenced Security, and (iii) certifies that it complies with the Rules regarding compliance with sanctions administered and enforced by the Office of Foreign Assets Control (OFAC) and that the Participant has implemented a risk-based OFAC compliance program. (See Rule 2, Section 8, supra note 1.).

⁹ "Agent" in the OA means an issuer's auction agent, custodian, depository, dividend reinvestment plan administrator, exchange agent, issuing and/or paying agent, redemption agent, remarketing agent, registrar, tender agent, transfer agent, trustee, trust company, and/or any other person or entity acting in an agency capacity on behalf of the issuer. See OA, supra note 2, at 1.

Attestation Form”)¹⁰ and the original offering documents prepared by the issuer of the Older Issue (collectively, “Eligibility Request Documents”).¹¹ Today, Participants submit Older Issue Eligibility Requests, including the Eligibility Request Documents, to DTC using e-mail.

Pursuant to the proposed rule change, in an effort to improve processing efficiencies and provide a centralized, secure method for the submission of Older Issue Eligibility Requests, Participants would be required to submit their Older Issue Eligibility Requests, including required Eligibility Request Documents, through UW SOURCE with the designation as an “Eligibility Only” request.¹² In other words, pursuant to the proposed rule change, rather than attaching the Eligibility Request Documents to an email message to be sent to a DTC email box as in the current method, Participants would instead transmit the Eligibility Request Documents to DTC via online transmission by uploading the documents into UW SOURCE.¹³

Implementation of the proposed rule change would provide several advantages to Participants and DTC in relation to the current email-based method used for Participants to transmit Older Issue Eligibility Requests to DTC. First, UW SOURCE would enhance security in transmission of Older Issue Eligibility Requests by using a secure online system instead of the current email method.¹⁴ Second, use of UW SOURCE for this purpose would enhance transparency for Participants with respect to the status of their Older Issue Eligibility Requests.¹⁵ Third, the migration of this function to UW SOURCE would enhance efficiencies associated with DTC’s processing of Older Issue Eligibility

¹⁰ By signing the Agent Attestation Form, the Agent for the issue represents that the Agent will comply with the requirements stated in the OA with respect to the issue upon acceptance of the issue as eligible for deposit at DTC.

¹¹ Further documents and information (e.g., legal opinions, indemnifications and other documentation) may be required as part of the eligibility review. See OA, supra note 2, at 2-13.

¹² Designating the submission as “Eligibility Only” in UW SOURCE signifies that the issue is not a New Issue and allows the Participant to deposit the Securities for the issue as soon as it has been made eligible by DTC.

¹³ The forms of the Eligibility Request Documents as described above would not change.

¹⁴ UW SOURCE is a secure, centralized online system managed by DTC, whereas Participant security protocols for the transmission of e-mails may vary.

¹⁵ UW SOURCE provides Participants with the ability to view the status of their eligibility request online and directly obtain the contact information for the DTC staff person that is handling the request.

Requests by providing an automated and centralized means of receiving and managing Eligibility Request Documents rather than having to manually retrieve them from multiple emails as it does today.

Proposed Changes to the OA and Guide Text

Pursuant to the proposed rule change, DTC would amend the text of the OA to:

- i. state that Eligibility Request Documents must be submitted through UW SOURCE;
- ii. update an Internet link to an informational page on DTCC's website relating to UW SOURCE; and
- iii. update the copyright date of the OA.

In addition, DTC would amend the Guide to:

- i. delete text indicating that Older Issue Eligibility Requests are submitted either by providing DTC with copies of security certificates or a file on a diskette, and replacing it with text that would reflect the proposed UW SOURCE-based submission process;
- ii. conform relevant text relating to the Older Issue Eligibility Request process to the text of the OA, as amended by this proposed rule change;
- iii. provide the Internet address for the OA in order for Participants to reference additional information on the Eligibility Requirements and related documentation; and
- iv. delete an incorrect statement indicating that when a certificate is received in connection with an Older Issue Eligibility Request that does not have a CUSIP number assigned to it, DTC would facilitate the assignment of a CUSIP number.¹⁶

Implementation Date

DTC would announce the implementation date for the proposed rule change via a DTC Important Notice.

(b) Statutory Basis

Section 17A(b)(3)(F) of the Securities Exchange Act of 1934 ("Act")¹⁷ requires that the rules of the clearing agency be designed, inter alia, to promote the

¹⁶ DTC performs this function in regards to its Custody Service. See the DTC Custody Service Guide, at 4, available at <http://www.dtcc.com/~media/Files/Downloads/legal/service-guides/Custody.pdf>.

¹⁷ 15 U.S.C. 78q-1(b)(3)(F).

prompt and accurate clearance and settlement of securities transactions. DTC believes that the proposed rule change is consistent with this provision of the Act because it would (i) improve processing efficiencies and provide for a more secure transmission method for Older Issue Eligibility Requests by replacing an email-based method of submission with a secure online submission method, and (ii) provide greater transparency to Participants by providing them with a direct online view into the status of their Older Issue Eligibility Requests. As a result, the proposed rule change would facilitate processing of Participant requests to make Older Issues eligible for Deposit and book-entry transfer services at DTC, and therefore promote the prompt and accurate clearance and settlement of securities transactions through DTC, consistent with the Act, in particular Section 17A(b)(3)(F) cited above.

Rule 17Ad-22(d)(6) promulgated under the Act¹⁸ requires that each registered clearing agency shall establish, implement, maintain and enforce written policies and procedures reasonably designed to, as applicable, be cost-effective in meeting the requirements of participants while maintaining safe and secure operations. DTC believes that the proposed rule change is consistent with Rule 17Ad-22(d)(6) because (i) by enhancing the efficiency of the processing of Older Issue Eligibility Requests without increasing costs to Participants to access the service,¹⁹ the proposed rule change would be cost-effective in meeting requirements of Participants, and (ii) by processing Older Issue Eligibility Requests through UW SOURCE, a centralized and secure online application, DTC would maintain safe and secure operations with respect to transmission and processing of such requests.

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

DTC does not believe that the proposed rule change would have any adverse impact, or impose any burden, on competition because DTC does not charge a fee for access to UW SOURCE and therefore the proposal would not impose additional costs on Participants in this regard. In addition, the process for Participant's to register for UW SOURCE is transparent and available on DTCC's website²⁰ and identical to that used by Participants to register for DTC web-based services generally. Moreover, because the proposed rule change improves the efficiency of the Older Issue Eligibility Request process, the proposed rule change may have a positive effect on competition among DTC Participants.

¹⁸ 17 CFR 240.17Ad-22(d)(6).

¹⁹ DTC does not charge Participants a fee for access to UW SOURCE.

²⁰ See DTC's UW SOURCE Registration Information, available at <http://www.dtcc.com/matching-settlement-and-asset-services/underwriting/uw-source-registration-information>.

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

DTC has not solicited and does not intend to solicit, comments regarding the proposed rule change. DTC has not received any unsolicited written comments from interested parties. To the extent DTC receives written comments on the proposed rule change, DTC will forward such comments to the Commission. DTC has issued an Important Notice to provide notice and related information with regard to the implementation of the proposal.²¹

6. Extension of Time Period for Commission Action.

DTC does not consent to an extension of the time period specified in Section 19(b)(2) of the Act for Commission action.

7. Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated Effectiveness Pursuant to Section 19(b)(2) or Section 19(b)(7)(D).

- (a) This filing is made pursuant to Section 19(b)(3)(A) of the Act²² and subparagraph (f)(4) of Securities Exchange Act Rule 19b-4.²³
- (b) The proposed rule change effects a change in an existing service of a registered clearing agency that: (A) does not adversely affect the safeguarding of securities or funds in the custody or control of the clearing agency or for which it is responsible; and (B) does not significantly affect the respective rights or obligations of the clearing agency or persons using the service because the proposed rule change merely requires Participants to provide the information necessary to submit an Older Issue Eligibility Request through UW SOURCE, rather than by email. Therefore the proposed rule change does not adversely affect DTC's safeguarding of securities or funds, or significantly affect the rights or obligations of DTC or its Participants.
- (c) Not applicable.

²¹ Available at <http://www.dtcc.com/~media/Files/pdf/2016/8/10/3896-16.pdf>.

²² 15 U.S.C. 78s(b)(3)(A).

²³ 17 CFR 240.19b-4(f)(4).

(d) Not applicable.

8. Proposed Rule Change Based on Rules of Another Self-Regulatory Organization or of the Commission.

The proposed rule change is not based on the rules of another self-regulatory organization or the Commission.

9. Security-Based Swap Submissions Filed Pursuant to Section 3C of the Act.

Not applicable.

10. Advance Notices Filed Pursuant to Section 806(e) of the Payment, Clearing and Settlement Supervision Act.

Not applicable.

11. Exhibits.

Exhibit 1 – Not applicable

Exhibit 1A – Notice of proposed rule change for publication in the Federal Register

Exhibit 2 – Not applicable

Exhibit 3 – Not applicable

Exhibit 4 – Not applicable

Exhibit 5– Text of proposed rule change

EXHIBIT 1A

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-[_____]; File No. SR-DTC-2016-010)

[DATE]

Self-Regulatory Organizations; The Depository Trust Company; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Allow DTC to Automate the Process for Participants to Submit Eligibility Requests for Older Issues

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)¹ and Rule 19b-4,² notice is hereby given that on _____, 2016, The Depository Trust Company (“DTC”) 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 prepared by the clearing agency. DTC filed the proposed rule change pursuant to Section 19(b)(3)(A)³ of the Act and Rule 19b-4(f)(4)⁴ thereunder. The proposed rule change was effective upon filing with the Commission. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Clearing Agency’s Statement of the Terms of Substance of the Proposed Rule Change

The proposed rule change would amend the DTC Operational Arrangements for Securities to Become and Remain Eligible for DTC Services (“OA”)⁵ and the DTC

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)(4).

⁵ Available at <http://www.dtcc.com/~media/Files/Downloads/legal/issue-eligibility/eligibility/operational-arrangements.pdf>.

Underwriting Service Guide (“Guide”)⁶ to allow DTC to automate the process by which Participants submit requests and related documents for Securities that are already issued and outstanding (“Older Issues”) to become eligible for Deposit and book-entry transfer services at DTC (“Older Issue Eligibility Requests”).⁷ Upon its implementation, the proposed rule change would enhance efficiencies for Participants and DTC by providing a secure, centralized environment for the submission of Older Issue Eligibility Requests.

II. Clearing Agency’s Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, the clearing agency 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 clearing agency has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.

(A) Clearing Agency’s Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

1. Purpose

The proposed rule change would change the method of submission of Older Issue Eligibility Requests by Participants from the current email method to instead utilize

⁶ Available at <http://www.dtcc.com/~media/Files/Downloads/Settlement-Asset-Services/Underwriting/Underwriting-Service-Guide.pdf>.

⁷ Capitalized terms not otherwise defined herein have the respective meanings set forth in the DTC Rules, By-laws and Organization Certificate (“Rules”), available at <http://www.dtcc.com/legal/rules-and-procedures.aspx>.

DTC's Securities Origination, Underwriting and Reliable Corporate Action Environment ("UW SOURCE") for this purpose.⁸

In order for an Older Issue to be made eligible for Deposit and book-entry transfer services at DTC, a Participant must submit an Older Issue Eligibility Request to DTC⁹ that evidences that the Older Issue meets DTC's requirements for Securities to become and remain eligible for DTC services¹⁰ as set forth in the OA ("Eligibility Requirements").¹¹ The Older Issue Eligibility Request must at a minimum include a questionnaire ("Older Eligibility Questionnaire"),¹² a copy of the Security certificate for

⁸ UW SOURCE is an existing Internet-based system currently used by Participants to submit eligibility requests for newly-issued Securities ("New Issues"). See OA, supra note 5, at 1. The process for submitting eligibility requests for New Issues through UW SOURCE would not change as a result of the proposed rule change. See generally DTC UW Reengineering webpage, available at <http://dtcc.com/matching-settlement-and-asset-services/underwriting/uw-source-info> (providing background and links to additional information on UW SOURCE).

⁹ Only Participants can request that DTC make a Security eligible. See OA, supra note 5, at 1-2.

¹⁰ It is the responsibility of the Participant requesting eligibility for the Securities to provide evidence that the Securities satisfy the criteria set forth in DTC's OA. See id.

¹¹ See OA, supra note 5, at 2-13 (for DTC's eligibility criteria).

¹² The Older Issue Eligibility Questionnaire is a form that a Participant must complete with respect to the Older Issue to provide DTC with the issuer's name, issue description, CUSIP number, information relating to compliance with Eligibility Requirements, contact information, and other information required in order for DTC to process the issue. In addition, by signing the Older Eligibility Questionnaire, the Participant (i) represents and warrants (a) that the issuer complies with all applicable securities laws, rules and regulations, and banking regulations, (b) the registration or exemption status of the Older Issue under the Securities Act of 1933, and (c) that the information provided on the form is true, accurate and complete, (ii) agrees to indemnify DTC and its affiliates for any loss, damage, cost or expense, arising out of the eligibility request and the Deposit of

the Older Issue, an attestation form signed by the “Agent”¹³ for the issue (“Agent Attestation Form”)¹⁴ and the original offering documents prepared by the issuer of the Older Issue (collectively, “Eligibility Request Documents”).¹⁵ Today, Participants submit Older Issue Eligibility Requests, including the Eligibility Request Documents, to DTC using e-mail.

Pursuant to the proposed rule change, in an effort to improve processing efficiencies and provide a centralized, secure method for the submission of Older Issue Eligibility Requests, Participants would be required to submit their Older Issue Eligibility Requests, including required Eligibility Request Documents, through UW SOURCE with the designation as an “Eligibility Only” request.¹⁶ In other words, pursuant to the proposed rule change, rather than attaching the Eligibility Request Documents to an

the referenced Security, and (iii) certifies that it complies with the Rules regarding compliance with sanctions administered and enforced by the Office of Foreign Assets Control (OFAC) and that the Participant has implemented a risk-based OFAC compliance program. (See Rule 2, Section 8, supra note 7.).

¹³ “Agent” in the OA means an issuer’s auction agent, custodian, depository, dividend reinvestment plan administrator, exchange agent, issuing and/or paying agent, redemption agent, remarketing agent, registrar, tender agent, transfer agent, trustee, trust company, and/or any other person or entity acting in an agency capacity on behalf of the issuer. See OA, supra note 5, at 1.

¹⁴ By signing the Agent Attestation Form, the Agent for the issue represents that the Agent will comply with the requirements stated in the OA with respect to the issue upon acceptance of the issue as eligible for deposit at DTC.

¹⁵ Further documents and information (e.g., legal opinions, indemnifications and other documentation) may be required as part of the eligibility review. See OA, supra note 5, at 2-13.

¹⁶ Designating the submission as “Eligibility Only” in UW SOURCE signifies that the issue is not a New Issue and allows the Participant to deposit the Securities for the issue as soon as it has been made eligible by DTC.

email message to be sent to a DTC email box as in the current method, Participants would instead transmit the Eligibility Request Documents to DTC via online transmission by uploading the documents into UW SOURCE.¹⁷

Implementation of the proposed rule change would provide several advantages to Participants and DTC in relation to the current email-based method used for Participants to transmit Older Issue Eligibility Requests to DTC. First, UW SOURCE would enhance security in transmission of Older Issue Eligibility Requests by using a secure online system instead of the current email method.¹⁸ Second, use of UW SOURCE for this purpose would enhance transparency for Participants with respect to the status of their Older Issue Eligibility Requests.¹⁹ Third, the migration of this function to UW SOURCE would enhance efficiencies associated with DTC's processing of Older Issue Eligibility Requests by providing an automated and centralized means of receiving and managing Eligibility Request Documents rather than having to manually retrieve them from multiple emails as it does today.

Proposed Changes to the OA and Guide Text

Pursuant to the proposed rule change, DTC would amend the text of the OA to:

- i. state that Eligibility Request Documents must be submitted through UW SOURCE;

¹⁷ The forms of the Eligibility Request Documents as described above would not change.

¹⁸ UW SOURCE is a secure, centralized online system managed by DTC, whereas Participant security protocols for the transmission of e-mails may vary.

¹⁹ UW SOURCE provides Participants with the ability to view the status of their eligibility request online and directly obtain the contact information for the DTC staff person that is handling the request.

- ii. update an Internet link to an informational page on DTCC's website relating to UW SOURCE; and
- iii. update the copyright date of the OA.

In addition, DTC would amend the Guide to:

- i. delete text indicating that Older Issue Eligibility Requests are submitted either by providing DTC with copies of security certificates or a file on a diskette, and replacing it with text that would reflect the proposed UW SOURCE-based submission process;
- ii. conform relevant text relating to the Older Issue Eligibility Request process to the text of the OA, as amended by this proposed rule change;
- iii. provide the Internet address for the OA in order for Participants to reference additional information on the Eligibility Requirements and related documentation; and
- iv. delete an incorrect statement indicating that when a certificate is received in connection with an Older Issue Eligibility Request that does not have a CUSIP number assigned to it, DTC would facilitate the assignment of a CUSIP number.²⁰

Implementation Date

²⁰ DTC performs this function in regards to its Custody Service. See the DTC Custody Service Guide, at 4, available at <http://www.dtcc.com/~media/Files/Downloads/legal/service-guides/Custody.pdf>.

DTC would announce the implementation date for the proposed rule change via a DTC Important Notice.

2. Statutory Basis

Section 17A(b)(3)(F) of the Act²¹ requires that the rules of the clearing agency be designed, *inter alia*, to promote the prompt and accurate clearance and settlement of securities transactions. DTC believes that the proposed rule change is consistent with this provision of the Act because it would (i) improve processing efficiencies and provide for a more secure transmission method for Older Issue Eligibility Requests by replacing an email-based method of submission with a secure online submission method, and (ii) provide greater transparency to Participants by providing them with a direct online view into the status of their Older Issue Eligibility Requests. As a result, the proposed rule change would facilitate processing of Participant requests to make Older Issues eligible for Deposit and book-entry transfer services at DTC, and therefore promote the prompt and accurate clearance and settlement of securities transactions through DTC, consistent with the Act, in particular Section 17A(b)(3)(F) cited above.

Rule 17Ad-22(d)(6) promulgated under the Act²² requires that each registered clearing agency shall establish, implement, maintain and enforce written policies and procedures reasonably designed to, as applicable, be cost-effective in meeting the requirements of participants while maintaining safe and secure operations. DTC believes that the proposed rule change is consistent with Rule 17Ad-22(d)(6) because (i) by enhancing the efficiency of the processing of Older Issue Eligibility Requests without

²¹ 15 U.S.C. 78q-1(b)(3)(F).

²² 17 CFR 240.17Ad-22(d)(6).

increasing costs to Participants to access the service,²³ the proposed rule change would be cost-effective in meeting requirements of Participants, and (ii) by processing Older Issue Eligibility Requests through UW SOURCE, a centralized and secure online application, DTC would maintain safe and secure operations with respect to transmission and processing of such requests.

(B) Clearing Agency's Statement on Burden on Competition

DTC does not believe that the proposed rule change would have any adverse impact, or impose any burden, on competition because DTC does not charge a fee for access to UW SOURCE and therefore the proposal would not impose additional costs on Participants in this regard. In addition, the process for Participant's to register for UW SOURCE is transparent and available on DTCC's website²⁴ and identical to that used by Participants to register for DTC web-based services generally. Moreover, because the proposed rule change improves the efficiency of the Older Issue Eligibility Request process, the proposed rule change may have a positive effect on competition among DTC Participants.

(C) Clearing Agency's Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others

DTC has not solicited and does not intend to solicit, comments regarding the proposed rule change. DTC has not received any unsolicited written comments from interested parties. To the extent DTC receives written comments on the proposed rule change, DTC will forward such comments to the Commission. DTC has issued an

²³ DTC does not charge Participants a fee for access to UW SOURCE.

²⁴ See DTC's UW SOURCE Registration Information, available at <http://www.dtcc.com/matching-settlement-and-asset-services/underwriting/uw-source-registration-information>.

Important Notice to provide notice and related information with regard to the implementation of the proposal.²⁵

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)²⁶ of the Act and paragraph (f) of Rule 19b-4²⁷ thereunder. At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act.

IV. Solicitation of Comments

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

Electronic Comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File Number SR-DTC-2016-010 on the subject line.

²⁵ Available at <http://www.dtcc.com/~media/Files/pdf/2016/8/10/3896-16.pdf>.

²⁶ 15 U.S.C. 78s(b)(3)(A).

²⁷ 17 CFR 240.19b-4(f).

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-DTC-2016-010. 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 website (<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 website viewing and printing in the Commission's Public Reference Room, 100 F Street, NE, Washington, DC 20549 on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of the filing also will be available for inspection and copying at the principal office of DTC and on DTCC's website (<http://dtcc.com/legal/sec-rule-filings.aspx>). 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-DTC-2016-010 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.²⁸

Secretary

²⁸ 17 CFR 200.30-3(a)(12).

Bold, Underlined text indicates additions.

~~Bold, Strikethrough~~ text indicates deletions.

The Depository Trust Company,
a subsidiary of The Depository Trust & Clearing Corporation

OPERATIONAL ARRANGEMENTS

(Necessary for Securities to Become
and Remain Eligible for DTC Services)

~~January 2012~~ October 2016

IMPORTANT LEGAL INFORMATION

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I. Eligibility Requirements

The Depository Trust Company (“DTC”), a subsidiary of The Depository Trust & Clearing Corporation (“DTCC”), through its Underwriting Department (“Underwriting”), serves the financial industry by making securities eligible for depository services. DTC Participants (“Participants”)¹ have the ability to distribute new and secondary offerings quickly and economically by electronic book-entry delivery and settlement through DTC. Securities² may be made eligible for either DTC’s full range of depository services (“full service”) or the limited custody service offered by DTC³. This document addresses full book-entry service eligibility.

All issuers of securities deposited at DTC (“Issuers”), Agents⁴ and underwriters⁵ are required to adhere to the requirements stated in these Operational Arrangements (“OA”). A transfer/paying agent must be appointed by the Issuer, prior to a security issued by such Issuer becoming eligible for DTC services. This Agent must have on file with DTC a completed Operational Arrangements Agent Letter (the “Agent Letter”) pursuant to which the Agent agrees to be bound by the terms and conditions of the OA in respect of the Agent’s obligations to DTC for a Security to become and remain eligible at DTC. In circumstances where these requirements cannot be met, DTC can choose to deny eligibility.

A. Standards

1. Submission of an Eligibility Request to DTC

Only Participants can request that DTC make a security eligible. It is therefore incumbent on an Issuer to have a relationship with an underwriter or other financial institution that is a Participant or is directly associated with a Participant that is willing to sponsor the eligibility process for the Issuer’s securities. A Participant may submit an eligibility request through the underwriting services of DTC at the time a security is initially being offered and distributed to the marketplace or at a later time for already issued and outstanding securities. (New securities that result from reorganizations of already held and Eligible Securities⁶ are also reviewed for continuing eligibility.)

¹ Participant as used in this document refers to a DTC Participant as defined in the rules and procedures of DTC (the “DTC Rules”).

² The term “Securities” as used in this document has the meaning provided in the DTC Rules.

³ Custody services are limited. Typically, securities that are custody-only are, for example, subject to transfer restrictions and not part of a fungible bulk and are not, therefore, eligible for nominee registration or for book-entry services. Additional information about DTC’s Custody Service may be obtained from DTCC’s website at www.dtcc.com/products/assets/services/custody.php

⁴ “Agent” in these Operational Arrangements means an Issuer’s auction agent, custodian, depository, dividend reinvestment plan administrator, exchange agent, issuing and/or paying agent, redemption agent, remarketing agent, registrar, tender agent, transfer agent, trustee, trust company, and/or any other person or entity acting in an agency capacity on behalf of Issuer.

⁵ The term “underwriter” as used in this document is more than the definition used under the securities laws and includes without limitation the roles of a placement agent, manager or initial purchaser, as appropriate.

⁶ Eligible Securities, as used in this document, has the meaning provided in the DTC Rules.

Participants⁷ are required to provide an eligibility request for specified securities to Underwriting by the submission of all required Issuer and securities data and all related offering documents, at a minimum, through the online Securities Origination, Underwriting and Reliable Corporate Action Environment (“UW SOURCE”) system to be considered for full service eligibility at DTC. (See DTCC’s website for more information on UW SOURCE at:

~~<http://www.dtcc.com/leadership/issues/reengineering/underwriting/registration.php>~~
<http://dtcc.com/matching-settlement-and-asset-services/underwriting/uw-source-info>).

In the case of an eligibility request for already issued and outstanding securities (an “Older Issue Eligibility Request”), the Participant also must present to DTC the appropriately completed “Older Eligibility Questionnaire” together with a copy of the physical certificate or certificates representing the securities and an Agent Attestation form through UW SOURCE as an Eligibility Only request. Further documents and information, many of which are addressed later in this document, may be required as part of the eligibility review. (Note that all eligibility requests, whether for an underwritten distribution through DTC or for older securities already outstanding in the secondary market, require a copy of the offering documentation be provided to DTC for review.)

It is the responsibility of the Participant requesting eligibility for the securities to provide evidence that the securities satisfy the criteria set forth in DTC’s OA. Once DTC has reviewed the information provided by the sponsoring Participant, DTC will advise the Participant whether an opinion of counsel to the Issuer is also required to substantiate the legal basis for eligibility. DTC expects, among other things, any such opinion to be provided by an experienced securities practitioner, is licensed to practice law in the relevant jurisdiction and in good standing in any bar to which such practitioner is admitted. Such counsel must be engaged in an independent private practice (i.e., not in-house counsel) and may not have a beneficial ownership interest in the security for which the opinion is being provided or be an officer, director or employee of the Issuer. DTC reserves the absolute discretion to approve or reject the counsel issuing the opinion which is being delivered to DTC.

⁷ Underwriters with an approved correspondent relationship with a Participant may also request DTC eligibility for a new security being offered and distributed.

Underwriting Service Guide

Older Issue Eligibility

About the Product

~~The Older Issue Eligibility area~~ **The DTC Underwriting Department** reviews eligibility requests (**"Older Issue Eligibility Requests"**) from ~~DTC participants~~ **Participants and other industry sources** for **equity**, corporate and municipal securities previously distributed outside ~~the depository~~ **DTC ("Older Issues")**. ~~The area also supports DTC's Custody Service.~~

How the Product Works

For Older Issue Eligibility Requests, the Participant must present to DTC the appropriately completed "Older Eligibility Questionnaire"¹ together with a copy of the physical certificate or certificates representing the securities and an agent attestation form ("Agent Attestation Form")² through DTC's Securities Origination, Underwriting and Reliable Corporate Action Environment (UW SOURCE) system as an Eligibility Only request. Further documents and information may be required as part of the eligibility review. (Note that all eligibility requests, whether for an underwritten distribution through DTC or for older securities already

¹ **The Older Eligibility Questionnaire is a form that a Participant must complete with respect to the Older Issue to provide DTC with the issuer's name, issue description, CUSIP number, information relating to compliance with Eligibility Requirements, contact information, and other information required in order for DTC to process the issue. In addition, by signing the Older Eligibility Questionnaire the Participant (i) represents and warrants (a) that the issuer complies with all applicable securities laws, rules and regulations, and banking regulations, (b) the registration or exemption status of the Older Issue under the Securities Act of 1933, and (c) that the information provided on the form is true, accurate and complete, (ii) agrees to indemnify DTC and its affiliates for any loss, damage, cost or expense, arising out of the eligibility request and the Deposit of the referenced Security, and (iii) certifies that it complies with the Rules regarding compliance with sanctions administered and enforced by the Office of Foreign Assets Control (OFAC) and that the Participant has implemented a risk-based OFAC compliance program.**

² **By signing the Agent Attestation Form, the Agent for the issue represents that the Agent will comply with the requirements stated in the DTC Operational Arrangements with respect to the issue upon acceptance of the issue as eligible for deposit at DTC ("OA"). The OA is available at <http://www.dtcc.com/~media/Files/Downloads/legal/issue-eligibility/eligibility/operational-arrangements.pdf>.**

outstanding in the secondary market, require a copy of the offering documentation be provided to DTC for review.) Participants should see the OA³ for DTC's eligibility criteria and information on required documentation for eligibility requests.

~~You can submit requests for eligibility by submitting either copies of certificates (when your inventory is fewer than 1,000 certificates) or a PC file on diskette (when your inventory is greater than 1,000 certificates).~~

~~Certificate Copies~~

~~Certificate copies are examined to determine whether the issue meets DTC eligibility requirements as outlined in the Operational Arrangements and can be made eligible for full DTC services,~~

~~including deposits, withdrawals, and delivery of securities through DTC's book-entry system. The review process includes:~~

- ~~• Validating the CUSIP number according to the Standard and Poor's (S&P) database~~
- ~~• Contacting the transfer agent to verify~~
- ~~• Transferability of the issue~~
- ~~• Payment information~~
- ~~• Fees, if applicable.~~

~~When a certificate is received that does not have a CUSIP number assigned to it, the issue is sent to S&P for assignment of an industry standard CUSIP number.~~

~~File Diskettes~~

~~Requests submitted with a diskette are compared with DTC's security master file to determine if the CUSIP numbers are depository eligible. A report is distributed to you indicating whether the issues are fully eligible, inactive, or not eligible on DTC's security master file. Issues that are not eligible or that do not contain a valid CUSIP number can be made eligible by submitting to DTC a copy of the certificate for review and assignment of CUSIP number.~~

³ Supra note 2.