

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 40	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4		File No.* SR - 2017 - * 014	Amendment No. (req. for Amendments *)
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 checked="" type="checkbox"/>	Section 19(b)(3)(A) * <input type="checkbox"/>
			Section 19(b)(3)(B) * <input type="checkbox"/>	
Pilot <input type="checkbox"/>	Extension of Time Period for Commission Action * <input type="checkbox"/>	Date Expires * <input type="text"/>	Rule <input type="checkbox"/> 19b-4(f)(1) <input 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"/>			
Description				
Provide a brief description of the action (limit 250 characters, required when Initial is checked *).				
<input type="text" value="To adopt the Clearing Agency Operational Risk Management Framework"/>				
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 *	<input type="text" value="Jacqueline"/>	Last Name *	<input type="text" value="Chezar"/>	
Title *	<input type="text" value="Executive Director and Associate General Counsel"/>			
E-mail *	<input type="text" value="jfarinella@dtcc.com"/>			
Telephone *	<input type="text" value="(212) 855-3216"/>	Fax	<input type="text"/>	
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	<input type="text" value="07/25/2017"/>	<input type="text" value="Managing Director and Deputy General Counsel"/>		
By	<input type="text" value="Nikki Poulos"/>	<input type="text"/>		
(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.				
<input type="button" value="npoulos@dtcc.com"/>				

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 proposed rule change would adopt the Clearing Agency Operational Risk Management Framework (“Framework”) of The Depository Trust Company (“DTC”) and its affiliates, Fixed Income Clearing Corporation (“FICC”) and National Securities Clearing Corporation (“NSCC,” and together with FICC and DTC, the “Clearing Agencies”), described below. The Framework would apply to both of FICC’s divisions, the Government Securities Division (“GSD”) and the Mortgage-Backed Securities Division (“MBSD”). The Framework would be maintained by the Clearing Agencies to support their compliance with Rule 17Ad-22(e)(17) under the Securities Exchange Act of 1934, as amended (“Act”), as described below.¹

Although the Clearing Agencies would consider the Framework to be a rule, the proposed rule change does not require any changes to the Rules, By-laws and Organization Certificate of DTC (“DTC Rules”), the Rulebook of GSD (“GSD Rules”), the Clearing Rules of MBSD (“MBSD Rules”), or the Rules & Procedures of NSCC (“NSCC Rules,” and together with the DTC Rules, GSD Rules and MBSD Rules, the “Clearing Agencies’ Rules”), as the Framework would be a standalone document.²

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

The proposed rule change was approved by the Risk Committee of the Board of Directors of each of DTC, FICC, and NSCC (collectively, “Boards”) at a meeting duly called and held on October 18, 2016.

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

(a) Purpose

The Clearing Agencies are proposing to adopt the Framework, which would describe the manner in which each of the Clearing Agencies manages operational risk, which is defined by the Clearing Agencies in the Framework as the risk of direct or indirect loss or reputational harm resulting from an event, internal or external, that is the result of inadequate or failed processes, people, and systems (“Operational Risk”). As described in more detail below, the Framework would set forth the manner in which the Clearing Agencies (1) generally manage Operational Risk; (2) more specifically manage their information technology risks; and (3) more specifically

¹ 17 CFR 240.17Ad-22(e)(17).

² Capitalized terms not defined herein are defined in the DTC Rules, GSD Rules, MBSD Rules, or NSCC Rules, as applicable, each available at <http://dtcc.com/legal/rules-and-procedures>.

manage their business continuity risks. The processes and systems described in the Framework, and any policies, procedures or other documents created to support those processes, support the Clearing Agencies' compliance with the requirements of Rule 17Ad-22(e)(17).³ The Framework would be maintained by the DTCC Operational Risk Management group ("ORM"), on behalf of the Clearing Agencies.⁴

Operational Risk Management

The Framework would describe how the Clearing Agencies generally manage their Operational Risks. The Framework would describe how ORM is specifically charged with establishing appropriate systems, policies, procedures, and controls to enable management to identify plausible sources of Operational Risk in order to mitigate their impact to the Clearing Agencies, including through the Risk Tolerance Statements and Risk Profiles, as described below.

The Framework would describe how the Clearing Agencies identify key risks and set metrics to categorize such risks (from "no impact" to "severe impact") through "Risk Tolerance Statements." The Framework would describe how the Risk Tolerance Statements document the overall risk reduction or mitigation objectives for the Clearing Agencies with respect to identified risks to the Clearing Agencies. The Framework would also describe how the Risk Tolerance Statements document the risk controls and other measures used to manage such identified risks, including escalation requirements in the event of risk metric breaches. The Framework would state that each Risk Tolerance Statement is reviewed, revised, updated, and/or created, as necessary, by ORM on an annual basis.

The Framework would also describe how the Clearing Agencies monitor key risks, including Operational Risk, through "Risk Profiles," which document the assessment of risk for each of the Clearing Agencies' businesses and support areas (each a "Clearing Agency Business" and/or "Clearing Agency Support Area"). The risk assessment documented in these profiles includes (1) identification and assessment of inherent risk, which is risk without any mitigating controls; (2) identification of existing controls, and, as appropriate, any new additional controls, and evaluation of the same risk against the strength of such controls; and (3) identification of any residual risk and a determination to either further mitigate such risk or accept such risk by the applicable Clearing Agency Business or Clearing Agency Support Area.

The Framework would also provide a description of the responsibilities of ORM, which is a part of the second line of defense within the Clearing Agencies' Three Lines of Defense

³ 17 CFR 240.17Ad-22(e)(17).

⁴ The parent company of the Clearing Agencies is The Depository Trust & Clearing Corporation ("DTCC"). DTCC operates on a shared services model with respect to the Clearing Agencies. Most corporate functions are established and managed on an enterprise-wide basis pursuant to intercompany agreements under which it is generally DTCC that provides a relevant service to a Clearing Agency.

approach to risk management.⁵ The Framework would identify some of those responsibilities as including, for example, management of the Risk Tolerance Statements and working with the Clearing Agency Businesses and Clearing Agency Support Areas to create and monitor Risk Profiles.

Information Technology Risk

The Framework would describe how the Clearing Agencies address information technology risks. The Framework would state that the DTCC Technology Risk Management group (“TRM”), on behalf of the Clearing Agencies, is responsible for establishing appropriate programs, policies, procedures, and controls with respect to the Clearing Agencies’ information technology risks to help management ensure that systems have a high degree of security, resiliency, operational reliability, and adequate, scalable capacity. The Framework would identify some of the recognized information technology standards that may be used by TRM, as applicable, in support of executing its responsibilities.

The Framework would also identify some of TRM’s responsibilities, which include, for example, (1) performing risk assessments to, among other things, facilitate the determination of the Clearing Agencies’ investment and remediation priorities; (2) facilitating annual mandatory and periodic information security awareness, education, training, and communication to personnel of Clearing Agency Businesses and Clearing Agency Support Areas and relevant external parties; and (3) creating, implementing, and managing certain programs, including programs that (i) address information security throughout a system’s lifecycle, (ii) facilitate compliance with evolving and established regulatory rules and guidelines that govern protection of the information assets of the Clearing Agencies and their participants, (iii) identify, prioritize, and manage the level of cyber threats to the Clearing Agencies, and (iv) assure that access to Clearing Agency information assets is appropriately authorized and authenticated based on current business need.

The Framework would state that TRM’s risk strategy is closely aligned to the Clearing Agencies’ business drivers and future strategic direction, such that efforts to achieve information security threat mitigation objectives, resiliency of infrastructure supporting Clearing Agency critical business applications, and operational reliability are prioritized. The Framework would state this is also accomplished through TRM’s early and consistent involvement in initiatives to develop new products and systems. The Framework would state that, by involving TRM from

⁵ The Three Lines of Defense approach to risk management identifies the roles and responsibilities of different Clearing Agency Businesses or Clearing Agency Support Areas in identifying, assessing, measuring, monitoring, mitigating, and reporting certain key risks faced by the Clearing Agencies. The Three Lines of Defense approach is more fully described in a separate framework, the Clearing Agency Risk Management Framework, maintained by the DTCC General Counsel’s Office. See SR-DTC-2017-013, SR-FICC-2017-016, SR-NSCC-2017-012, which was filed with the Commission but has not yet been published in the Federal Register. A copy of these proposed rule change filings is available at <http://www.dtcc.com/legal/sec-rule-filings>.

the initial planning phase, through the design, build and operative phases of those initiatives, resiliency, operational effectiveness, reliability, and availability requirements are addressed and incorporated into design and execution from both a technology and cyber security perspective.

The Framework would also describe the Clearing Agencies' security strategy and defense, and would state that the Clearing Agencies' network security framework and preventive controls are designed to support a reliable and robust tiered security strategy and defense. These controls include modern and technically advanced security firewalls, intrusion detection, system and data monitoring, and data protection tools. The Framework would describe the Clearing Agencies' enhanced security features and the standards they use to assess vulnerabilities and potential threats.

Business Continuity Risk

Finally, the Framework would describe how the Clearing Agencies have established and maintain business continuity plans to address events that may pose a significant risk of disrupting their operations. The Framework would describe how the business continuity process for each Clearing Agency Business and Clearing Agency Support Area is ranked within a range of tiers, from 0 to 5, based on criticality to each applicable Clearing Agency's operations (each a "Tier"), where Tier 0 equates to critical operations or support of such operations for which virtually no downtime is permitted under applicable regulatory standards, and Tier 5 equates to non-essential operations or support of such operations for which recovery times of greater than five days is permitted.

The Framework would state that, on an annual basis, each Clearing Agency Business and Clearing Agency Support Area updates its own business continuity plan and reviews and ratifies its business impact analysis. These analyses are used by the DTCC Business Continuity Management department ("BCM"), on behalf of the Clearing Agencies, to validate that business' or area's current Tier ranking. The Framework would identify the key elements of these business impact analyses, which include (1) an assessment of the criticality of the applicable Clearing Agency Business or Clearing Agency Support Area, based on potential impact to the Clearing Agency; (2) an estimation of the maximum allowable downtime for the applicable Clearing Agency Business or Clearing Agency Support Area; and (3) the identification of dependencies, and ranking such dependencies to align with the process criticality for recovery, of the applicable Clearing Agency Business or Clearing Agency Support Area.

The Framework would describe the Clearing Agencies' multiple data centers, and the emergency monitoring and back up systems available at each site. The Framework would describe the capacity of the various data centers. The Framework would also describe the Clearing Agencies' operating centers, and would describe how each Clearing Agency Business and Clearing Agency Support Area creates and deploys its own work area recovery strategy to mitigate the loss of primary workspace and/or associated desktop technology, as well as for purposes of social distancing among personnel. The Framework would describe how each of these work area recovery strategies is developed and executed, based on the applicable Clearing Agency Business' and Clearing Agency Support Area's current Tier ranking, as described above.

The Framework would describe the responsibilities of BCM in managing a disruptive business event, which includes coordination with a team of representatives from each Clearing Agency Business and Clearing Agency Support Area. Finally, the Framework would describe how the Clearing Agencies conduct regular exercises used to simulate loss of Clearing Agency locations, and would describe some of the preventive measures the Clearing Agencies take with respect to business continuity risk management.

(b) Statutory Basis

The Clearing Agencies believe that the proposed rule change is consistent with the requirements of the Act and the rules and regulations thereunder applicable to a registered clearing agency. In particular, the Clearing Agencies believe that the Framework is consistent with Section 17A(b)(3)(F) of the Act⁶ and the subsections cited below of Rule 17Ad-22(e)(17),⁷ promulgated under the Act, for the reasons described below.

Section 17A(b)(3)(F) of the Act requires, in part, that the rules of a registered clearing agency be designed to promote the prompt and accurate clearance and settlement of securities transactions, and to assure the safeguarding of securities and funds which are in the custody or control of the clearing agency or for which it is responsible.⁸ As described above, the Framework would describe how the Clearing Agencies manage their Operational Risk, technology and information security risks, and their business continuity risks. The processes, systems, and controls used by the Clearing Agencies to identify, manage, and mitigate these risks, as described in the Framework, and the policies and procedures that support these activities, assist the Clearing Agencies to continue the prompt and accurate clearance and settlement of securities transactions and continue to assure the safeguarding of securities and funds which are in their custody or control or for which they are responsible notwithstanding the realization of these risks. Therefore, the Clearing Agencies believe the Framework is consistent with the requirements of Section 17A(b)(3)(F) of the Act.⁹

The Clearing Agencies believe that the Framework is consistent with the requirements of each of the subsections of Rule 17Ad-22(e)(17),¹⁰ cited below, for the reasons described below.

Rule 17Ad-22(e)(17)(i) under the Act requires, in part, that each covered clearing agency establish, implement, maintain and enforce written policies and procedures reasonably designed to manage the covered clearing agency's operational risks by identifying the plausible sources of operational risk, both internal and external, and mitigating their impact through the use of

⁶ 15 U.S.C. 78q-1(b)(3)(F).

⁷ 17 CFR 240.17Ad-22(e)(17).

⁸ 15 U.S.C. 78q-1(b)(3)(F).

⁹ Id.

¹⁰ 17 CFR 240.17Ad-22(e)(17).

appropriate systems, policies, procedures, and controls.¹¹ The Framework would describe how the Risk Tolerance Statements and the Risk Profiles both assist the Clearing Agencies to identify the plausible sources of Operational Risk, both internal and external. As described above, the Risk Tolerance Statements identify both internal and external Clearing Agency risks, categorize the respective Clearing Agencies' tolerance for those risks, and then identify governance process applicable to any breach of those tolerances. In this way, the Risk Tolerance Statements allow the Clearing Agencies to identify and manage the risks they face. As described above, the Risk Profiles serve a similar function, by serving as a tool for identifying and assessing inherent risks, and evaluating the controls around those risks. The Framework also describes the role of ORM, which includes oversight of the Risk Tolerance Statements and Risk Profiles. By describing the functions of the Risk Tolerance Statements and Risk Profiles, which, together, assist the Clearing Agencies in effectively managing their operational risks by identifying the plausible sources of operational risk, both internal and external, and by assisting the Clearing Agencies in mitigating the impact of those risks, and by describing the role of ORM in facilitating these tools, the Clearing Agencies believe the Framework is consistent with the requirements of Rule 17Ad-22(e)(17)(i).¹²

Rule 17Ad-22(e)(17)(ii) under the Act requires, in part, that each covered clearing agency establish, implement, maintain and enforce written policies and procedures reasonably designed to manage the covered clearing agency's operational risks by ensuring that systems have a high degree of security, resiliency, operational reliability, and adequate, scalable capacity.¹³ The Framework would describe the role, and some of the responsibilities, of TRM, in managing the Clearing Agencies' information technology risks and in helping the Clearing Agencies maintain systems with a high degree of security, resiliency, operational reliability, and adequate, scalable capacity. The Framework would also describe the programs, systems, and controls used by TRM in performing this function, and would identify some of the standards on information technology risk management that may be used by TRM in support of its responsibilities. The Framework would also describe TRM's role in product and project initiatives to address security issues through the lifecycle of an initiative. Therefore, by describing the role and responsibilities of TRM in managing the Clearing Agencies' information technology risks and in helping the Clearing Agencies maintain systems with a high degree of security, resiliency, operational reliability, and adequate, scalable capacity, the Clearing Agencies believe the Framework is consistent with the requirements of Rule 17Ad-22(e)(17)(ii).¹⁴

Rule 17Ad-22(e)(17)(iii) under the Act requires, in part, that each covered clearing agency establish, implement, maintain and enforce written policies and procedures reasonably designed to manage the covered clearing agency's operational risks by establishing and

¹¹ 17 CFR 240.17Ad-22(e)(17)(i).

¹² Id.

¹³ 17 CFR 240.17Ad-22(e)(17)(ii).

¹⁴ Id.

maintaining a business continuity plan that addresses events posing a significant risk of disrupting operations.¹⁵ The Framework would describe how the Clearing Agencies have established and maintain business continuity plans, and would describe the critical features of those plans to demonstrate how such plans address events posing a significant risk of disrupting the Clearing Agencies' operations. The Framework would also describe how each Clearing Agency Business and Clearing Agency Support Area reviews and ratifies its respective plan and its business impact analysis, relative to its assigned Tier. Therefore, through this description of the establishment, management and maintenance of the business continuity plans of the Clearing Agencies, the Clearing Agencies believe the Framework is consistent with the requirements of Rule 17Ad-22(e)(17)(iii).¹⁶

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

None of the Clearing Agencies believe that the Framework would have any impact, or impose any burden, on competition because the proposed rule change reflects some of the existing methods by which the Clearing Agencies manage Operational Risk, including their management of information technology and business continuity risks, and would not effectuate any changes to the Clearing Agencies' processes described therein as they currently apply to their respective participants.

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

The Clearing Agencies have not solicited or received any written comments relating to this proposal. The Clearing Agencies will notify the Commission of any written comments received by the Clearing Agencies.

6. Extension of Time Period for Commission Action

The Clearing Agencies do 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) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Not applicable.

¹⁵ 17 CFR 240.17Ad-22(e)(17)(iii).

¹⁶ Id.

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

While the proposed rule change is not based on the rules of another self-regulatory organization or the Commission, the Framework is applicable to each of the Clearing Agencies, and each of the Clearing Agencies has filed similar proposed rule changes concurrently with this filing.

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 – Clearing Agency Operational Risk Management Framework. **Omitted and filed separately with the Commission. Confidential treatment of this Exhibit 5 being requested pursuant to 17 CFR 240.24b-2.**

EXHIBIT 1A

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-[_____]; File No. SR-DTC-2017-014)

[DATE]

Self-Regulatory Organizations; The Depository Trust Company; Notice of Filing of a Proposed Rule Change to Adopt the Clearing Agency Operational Risk Management Framework

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934, as amended (“Act”)¹ and Rule 19b-4 thereunder,² notice is hereby given that on July __, 2017, 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. 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 adopt the Clearing Agency Operational Risk Management Framework (“Framework”) of DTC and its affiliates, Fixed Income Clearing Corporation (“FICC”) and National Securities Clearing Corporation (“NSCC,” and together with FICC and DTC, the “Clearing Agencies”), described below. The Framework would apply to both of FICC’s divisions, the Government Securities Division (“GSD”) and the Mortgage-Backed Securities Division (“MBSD”). The Framework

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

would be maintained by the Clearing Agencies to support their compliance with Rules 17Ad-22(e)(17) under the Act, as described below.³

Although the Clearing Agencies would consider the Framework to be a rule, the proposed rule change does not require any changes to the Rules, By-laws and Organization Certificate of DTC (“DTC Rules”), the Rulebook of GSD (“GSD Rules”), the Clearing Rules of MBSD (“MBSD Rules”), or the Rules & Procedures of NSCC (“NSCC Rules”), as the Framework would be a standalone document.⁴

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 Clearing Agencies are proposing to adopt the Framework, which would describe the manner in which each of the Clearing Agencies manages operational risk, which is defined by the Clearing Agencies in the Framework as the risk of direct or

³ 17 CFR 240.17Ad-22(e)(17).

⁴ Capitalized terms not defined herein are defined in the DTC Rules, GSD Rules, MBSD Rules, or NSCC Rules, as applicable, each available at <http://dtcc.com/legal/rules-and-procedures>.

indirect loss or reputational harm resulting from an event, internal or external, that is the result of inadequate or failed processes, people, and systems (“Operational Risk”). As described in more detail below, the Framework would set forth the manner in which the Clearing Agencies (1) generally manage Operational Risk; (2) more specifically manage their information technology risks; and (3) more specifically manage their business continuity risks. The processes and systems described in the Framework, and any policies, procedures or other documents created to support those processes, support the Clearing Agencies’ compliance with the requirements of Rule 17Ad-22(e)(17).⁵ The Framework would be maintained by the DTCC Operational Risk Management group (“ORM”), on behalf of the Clearing Agencies.⁶

Operational Risk Management

The Framework would describe how the Clearing Agencies generally manage their Operational Risks. The Framework would describe how ORM is specifically charged with establishing appropriate systems, policies, procedures, and controls to enable management to identify plausible sources of Operational Risk in order to mitigate their impact to the Clearing Agencies, including through the Risk Tolerance Statements and Risk Profiles, as described below.

The Framework would describe how the Clearing Agencies identify key risks and set metrics to categorize such risks (from “no impact” to “severe impact”) through “Risk

⁵ 17 CFR 240.17Ad-22(e)(17).

⁶ The parent company of the Clearing Agencies is The Depository Trust & Clearing Corporation (“DTCC”). DTCC operates on a shared services model with respect to the Clearing Agencies. Most corporate functions are established and managed on an enterprise-wide basis pursuant to intercompany agreements under which it is generally DTCC that provides a relevant service to a Clearing Agency.

Tolerance Statements.” The Framework would describe how the Risk Tolerance Statements document the overall risk reduction or mitigation objectives for the Clearing Agencies with respect to identified risks to the Clearing Agencies. The Framework would also describe how the Risk Tolerance Statements document the risk controls and other measures used to manage such identified risks, including escalation requirements in the event of risk metric breaches. The Framework would state that each Risk Tolerance Statement is reviewed, revised, updated, and/or created, as necessary, by ORM on an annual basis.

The Framework would also describe how the Clearing Agencies monitor key risks, including Operational Risk, through “Risk Profiles,” which document the assessment of risk for each of the Clearing Agencies’ businesses and support areas (each a “Clearing Agency Business” and/or “Clearing Agency Support Area”). The risk assessment documented in these profiles includes (1) identification and assessment of inherent risk, which is risk without any mitigating controls; (2) identification of existing controls, and, as appropriate, any new additional controls, and evaluation of the same risk against the strength of such controls; and (3) identification of any residual risk and a determination to either further mitigate such risk or accept such risk by the applicable Clearing Agency Business or Clearing Agency Support Area.

The Framework would also provide a description of the responsibilities of ORM, which is a part of the second line of defense within the Clearing Agencies’ Three Lines of Defense approach to risk management.⁷ The Framework would identify some of those

⁷ The Three Lines of Defense approach to risk management identifies the roles and responsibilities of different Clearing Agency Businesses or Clearing Agency Support Areas in identifying, assessing, measuring, monitoring, mitigating, and

responsibilities as including, for example, management of the Risk Tolerance Statements and working with the Clearing Agency Businesses and Clearing Agency Support Areas to create and monitor Risk Profiles.

Information Technology Risk

The Framework would describe how the Clearing Agencies address information technology risks. The Framework would state that the DTCC Technology Risk Management group (“TRM”), on behalf of the Clearing Agencies, is responsible for establishing appropriate programs, policies, procedures, and controls with respect to the Clearing Agencies’ information technology risks to help management ensure that systems have a high degree of security, resiliency, operational reliability, and adequate, scalable capacity. The Framework would identify some of the recognized information technology standards that may be used by TRM, as applicable, in support of executing its responsibilities.

The Framework would also identify some of TRM’s responsibilities, which include, for example, (1) performing risk assessments to, among other things, facilitate the determination of the Clearing Agencies’ investment and remediation priorities; (2) facilitating annual mandatory and periodic information security awareness, education, training, and communication to personnel of Clearing Agency Businesses and Clearing Agency Support Areas and relevant external parties; and (3) creating, implementing, and

reporting certain key risks faced by the Clearing Agencies. The Three Lines of Defense approach is more fully described in a separate framework, the Clearing Agency Risk Management Framework, maintained by the DTCC General Counsel’s Office. See SR-DTC-2017-013, SR-FICC-2017-016, SR-NSCC-2017-012, which was filed with the Commission but has not yet been published in the Federal Register. A copy of these proposed rule change filings is available at <http://www.dtcc.com/legal/sec-rule-filings>.

managing certain programs, including programs that (i) address information security throughout a system's lifecycle, (ii) facilitate compliance with evolving and established regulatory rules and guidelines that govern protection of the information assets of the Clearing Agencies and their participants, (iii) identify, prioritize, and manage the level of cyber threats to the Clearing Agencies, and (iv) assure that access to Clearing Agency information assets is appropriately authorized and authenticated based on current business need.

The Framework would state that TRM's risk strategy is closely aligned to the Clearing Agencies' business drivers and future strategic direction, such that efforts to achieve information security threat mitigation objectives, resiliency of infrastructure supporting Clearing Agency critical business applications, and operational reliability are prioritized. The Framework would state this is also accomplished through TRM's early and consistent involvement in initiatives to develop new products and systems. The Framework would state that, by involving TRM from the initial planning phase, through the design, build and operative phases of those initiatives, resiliency, operational effectiveness, reliability, and availability requirements are addressed and incorporated into design and execution from both a technology and cyber security perspective.

The Framework would also describe the Clearing Agencies' security strategy and defense, and would state that the Clearing Agencies' network security framework and preventive controls are designed to support a reliable and robust tiered security strategy and defense. These controls include modern and technically advanced security firewalls, intrusion detection, system and data monitoring, and data protection tools. The

Framework would describe the Clearing Agencies' enhanced security features and the standards they use to assess vulnerabilities and potential threats.

Business Continuity Risk

Finally, the Framework would describe how the Clearing Agencies have established and maintain business continuity plans to address events that may pose a significant risk of disrupting their operations. The Framework would describe how the business continuity process for each Clearing Agency Business and Clearing Agency Support Area is ranked within a range of tiers, from 0 to 5, based on criticality to each applicable Clearing Agency's operations (each a "Tier"), where Tier 0 equates to critical operations or support of such operations for which virtually no downtime is permitted under applicable regulatory standards, and Tier 5 equates to non-essential operations or support of such operations for which recovery times of greater than five days is permitted.

The Framework would state that, on an annual basis, each Clearing Agency Business and Clearing Agency Support Area updates its own business continuity plan and reviews and ratifies its business impact analysis. These analyses are used by the DTCC Business Continuity Management department ("BCM"), on behalf of the Clearing Agencies, to validate that business' or area's current Tier ranking. The Framework would identify the key elements of these business impact analyses, which include (1) an assessment of the criticality of the applicable Clearing Agency Business or Clearing Agency Support Area, based on potential impact to the Clearing Agency; (2) an estimation of the maximum allowable downtime for the applicable Clearing Agency Business or Clearing Agency Support Area; and (3) the identification of dependencies,

and ranking such dependencies to align with the process criticality for recovery, of the applicable Clearing Agency Business or Clearing Agency Support Area.

The Framework would describe the Clearing Agencies' multiple data centers, and the emergency monitoring and back up systems available at each site. The Framework would describe the capacity of the various data centers. The Framework would also describe the Clearing Agencies' operating centers, and would describe how each Clearing Agency Business and Clearing Agency Support Area creates and deploys its own work area recovery strategy to mitigate the loss of primary workspace and/or associated desktop technology, as well as for purposes of social distancing among personnel. The Framework would describe how each of these work area recovery strategies is developed and executed, based on the applicable Clearing Agency Business' and Clearing Agency Support Area's current Tier ranking, as described above.

The Framework would describe the responsibilities of BCM in managing a disruptive business event, which includes coordination with a team of representatives from each Clearing Agency Business and Clearing Agency Support Area. Finally, the Framework would describe how the Clearing Agencies conduct regular exercises used to simulate loss of Clearing Agency locations, and would describe some of the preventive measures the Clearing Agencies take with respect to business continuity risk management.

2. Statutory Basis

The Clearing Agencies believe that the proposed rule change is consistent with the requirements of the Act and the rules and regulations thereunder applicable to a registered clearing agency. In particular, the Clearing Agencies believe that the

Framework is consistent with Section 17A(b)(3)(F) of the Act⁸ and the subsections cited below of Rule 17Ad-22(e)(17),⁹ promulgated under the Act, for the reasons described below.

Section 17A(b)(3)(F) of the Act requires, in part, that the rules of a registered clearing agency be designed to promote the prompt and accurate clearance and settlement of securities transactions, and to assure the safeguarding of securities and funds which are in the custody or control of the clearing agency or for which it is responsible.¹⁰ As described above, the Framework would describe how the Clearing Agencies manage their Operational Risk, technology and information security risks, and their business continuity risks. The processes, systems, and controls used by the Clearing Agencies to identify, manage, and mitigate these risks, as described in the Framework, and the policies and procedures that support these activities, assist the Clearing Agencies to continue the prompt and accurate clearance and settlement of securities transactions and continue to assure the safeguarding of securities and funds which are in their custody or control or for which they are responsible notwithstanding the realization of these risks. Therefore, the Clearing Agencies believe the Framework is consistent with the requirements of Section 17A(b)(3)(F) of the Act.¹¹

⁸ 15 U.S.C. 78q-1(b)(3)(F).

⁹ 17 CFR 240.17Ad-22(e)(17).

¹⁰ 15 U.S.C. 78q-1(b)(3)(F).

¹¹ Id.

The Clearing Agencies believe that the Framework is consistent with the requirements of each of the subsections of Rule 17Ad-22(e)(17),¹² cited below, for the reasons described below.

Rule 17Ad-22(e)(17)(i) under the Act requires, in part, that each covered clearing agency establish, implement, maintain and enforce written policies and procedures reasonably designed to manage the covered clearing agency's operational risks by identifying the plausible sources of operational risk, both internal and external, and mitigating their impact through the use of appropriate systems, policies, procedures, and controls.¹³ The Framework would describe how the Risk Tolerance Statements and the Risk Profiles both assist the Clearing Agencies to identify the plausible sources of Operational Risk, both internal and external. As described above, the Risk Tolerance Statements identify both internal and external Clearing Agency risks, categorize the respective Clearing Agencies' tolerance for those risks, and then identify governance process applicable to any breach of those tolerances. In this way, the Risk Tolerance Statements allow the Clearing Agencies to identify and manage the risks they face. As described above, the Risk Profiles serve a similar function, by serving as a tool for identifying and assessing inherent risks, and evaluating the controls around those risks. The Framework also describes the role of ORM, which includes oversight of the Risk Tolerance Statements and Risk Profiles. By describing the functions of the Risk Tolerance Statements and Risk Profiles, which, together, assist the Clearing Agencies in effectively managing their operational risks by identifying the plausible sources of

¹² 17 CFR 240.17Ad-22(e)(17).

¹³ 17 CFR 240.17Ad-22(e)(17)(i).

operational risk, both internal and external, and by assisting the Clearing Agencies in mitigating the impact of those risks, and by describing the role of ORM in facilitating these tools, the Clearing Agencies believe the Framework is consistent with the requirements of Rule 17Ad-22(e)(17)(i).¹⁴

Rule 17Ad-22(e)(17)(ii) under the Act requires, in part, that each covered clearing agency establish, implement, maintain and enforce written policies and procedures reasonably designed to manage the covered clearing agency's operational risks by ensuring that systems have a high degree of security, resiliency, operational reliability, and adequate, scalable capacity.¹⁵ The Framework would describe the role, and some of the responsibilities, of TRM, in managing the Clearing Agencies' information technology risks and in helping the Clearing Agencies maintain systems with a high degree of security, resiliency, operational reliability, and adequate, scalable capacity. The Framework would also describe the programs, systems, and controls used by TRM in performing this function, and would identify some of the standards on information technology risk management that may be used by TRM in support of its responsibilities. The Framework would also describe TRM's role in product and project initiatives to address security issues through the lifecycle of an initiative. Therefore, by describing the role and responsibilities of TRM in managing the Clearing Agencies' information technology risks and in helping the Clearing Agencies maintain systems with a high degree of security, resiliency, operational reliability, and adequate, scalable capacity, the

¹⁴ Id.

¹⁵ 17 CFR 240.17Ad-22(e)(17)(ii).

Clearing Agencies believe the Framework is consistent with the requirements of Rule 17Ad-22(e)(17)(ii).¹⁶

Rule 17Ad-22(e)(17)(iii) under the Act requires, in part, that each covered clearing agency establish, implement, maintain and enforce written policies and procedures reasonably designed to manage the covered clearing agency's operational risks by establishing and maintaining a business continuity plan that addresses events posing a significant risk of disrupting operations.¹⁷ The Framework would describe how the Clearing Agencies have established and maintain business continuity plans, and would describe the critical features of those plans to demonstrate how such plans address events posing a significant risk of disrupting the Clearing Agencies' operations. The Framework would also describe how each Clearing Agency Business and Clearing Agency Support Area reviews and ratifies its respective plan and its business impact analysis, relative to its assigned Tier. Therefore, through this description of the establishment, management and maintenance of the business continuity plans of the Clearing Agencies, the Clearing Agencies believe the Framework is consistent with the requirements of Rule 17Ad-22(e)(17)(iii).¹⁸

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

None of the Clearing Agencies believe that the Framework would have any impact, or impose any burden, on competition because the proposed rule change reflects some of the existing methods by which the Clearing Agencies manage Operational Risk,

¹⁶ Id.

¹⁷ 17 CFR 240.17Ad-22(e)(17)(iii).

¹⁸ Id.

including their management of information technology and business continuity risks, and would not effectuate any changes to the Clearing Agencies' processes described therein as they currently apply to their respective participants.

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

The Clearing Agencies have not solicited or received any written comments relating to this proposal. The Clearing Agencies will notify the Commission of any written comments received by the Clearing Agencies.

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

Within 45 days of the date of publication of this notice in the Federal Register or within such longer period up to 90 days (i) as the Commission may designate if it finds such longer period to be appropriate and publishes its reasons for so finding or (ii) as to which the clearing agency consents, the Commission will:

- (A) by order approve or disapprove such proposed rule change, or
- (B) institute proceedings to determine whether the proposed rule change

should be disapproved.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views and arguments concerning the foregoing, including whether the proposed rule change 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-2017-014 on the subject line.

Paper Comments:

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

All submissions should refer to File Number SR-DTC-2017-014. 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-2017-014 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.¹⁹

Secretary

¹⁹ 17 CFR 200.30-3(a)(12).

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