Required fields are shown with yellow backgrounds and asterisks.

OMB Number: 3235-0045
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hours per response...........38

Page 1 of * 19		EXCHANGE COM STON, D.C. 20549 orm 19b-4)	File No.*	SR - 2019 - * 005 Amendments *)
Filing by National Securities Cle					
Pursuant to Rule 19b-4 under the	Securities Exchange	Act of 1934			
Initial * Amendment * ☑ □	Withdrawal	Section 19(b)(2)	* Section	on 19(b)(3)(A) *	Section 19(b)(3)(B) *
Pilot Extension of Time Period for Commission Action *	Date Expires *		☐ 19b-4(f ☐ 19b-4(f ☐ 19b-4(f)(2)	
Notice of proposed change pursuar Section 806(e)(1) *	st to the Payment, Clear Section 806(e)(2) *	ring, and Settlemen	t Act of 2010	Security-Based Swa to the Securities Exc Section 3C(b)(2	_
Exhibit 2 Sent As Paper Document Exhibit 3 Sent As Paper Document Exhibit 3 Sent As Paper Document					
Provide a brief description of the action (limit 250 characters, required when Initial is checked *). Extend the Implementation Timeframe for an Approved Rule Change to Amend Procedure VII with Respect to the Receipt of CNS Securities and Make Other Changes					
Contact Information Provide the name, telephone number prepared to respond to questions at the second seco		Last Name * Cha		lf-regulatory organizat	ion
01					
Signature Pursuant to the requirements of the Securities Exchange Act of 1934, has duly caused this filling to be signed on its behalf by the undersigned thereunto duly authorized. (Title *)					
Date 12/11/2019 By Nikki Poulos (Name *) NOTE: Clicking the button at right will dig this form. A digital signature is as legally	itally sign and lock binding as a physical	Managing Director			
signature, and once signed, this form can					

SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 For complete Form 19b-4 instructions please refer to the EFFS website. The self-regulatory organization must provide all required information, presented in a Form 19b-4 Information * clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal Add Remove is consistent with the Act and applicable rules and regulations under the Act. The Notice section of this Form 19b-4 must comply with the guidelines for publication Exhibit 1 - Notice of Proposed Rule Change * 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 quidance on Federal Register publication requirements in the Federal Register Add Remove View 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 quidelines 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) The Notice section of this Form 19b-4 must comply with the guidelines for publication **Exhibit 1A- Notice of Proposed Rule** in the Federal Register as well as any requirements for electronic filing as published Change, Security-Based Swap Submission, by the Commission (if applicable). The Office of the Federal Register (OFR) offers or Advance Notice by Clearing Agencies * 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, Copies of notices, written comments, transcripts, other communications. If such Transcripts, Other Communications documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G. View Add Remove Exhibit Sent As Paper Document Exhibit 3 - Form, Report, or Questionnaire 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 Add Remove View referred to by the proposed rule change. Exhibit Sent As Paper Document **Exhibit 4 - Marked Copies** 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 Add View Remove the staff to identify immediately the changes made from the text of the rule with which it has been working. The self-regulatory organization may choose to attach as Exhibit 5 proposed changes **Exhibit 5 - Proposed Rule Text** 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 Add Remove View of the proposed rule change. If the self-regulatory organization is amending only part of the text of a lengthy **Partial Amendment** 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 Proposed Rule Change

- (a) The proposed rule change of National Securities Clearing Corporation ("NSCC") is attached hereto as Exhibit 5.¹ The proposed rule change would amend the Rules to extend the implementation timeframe for a rule change ("Approved Rule Change") that became effective pursuant to rule filing SR-NSCC-2019-002, as amended ("Original Rule Filing")² upon approval by the Securities and Exchange Commission ("Commission").³ In this regard, pursuant to the proposed rule change, the Rules would be amended to state that the Approved Rule Change will be implemented by March 6, 2020, rather than being implemented by December 6, 2019, as stated in the Rules, as discussed below.
 - (b) Not applicable.
 - (c) Not applicable.

2. Procedures of the Self-Regulatory Organization

The proposed rule change was approved by the Deputy General Counsel of NSCC on December 6, 2019.

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 amend the Rules to extend the implementation timeframe for the Approved Rule Change. In this regard, pursuant to the proposed rule change, the Rules would be amended to state that the Approved Rule Change will be implemented by March 6, 2020, rather than being implemented by December 6, 2019, as stated in the Rules, as discussed below.

Background

Pursuant to the Approved Rule Change, NSCC (i) amended Procedure VII (CNS Accounting Operation) in the Rules with respect to the receipt of securities from NSCC's Continuous Net Settlement ("CNS") System in order to reflect a change in the allocation algorithm used during the night cycle and (ii) made certain other technical changes to the Rules.

Capitalized terms not defined herein are defined in the NSCC Rules& Procedures ("Rules"), available at http://www.dtcc.com/~/media/Files/Downloads/legal/rules/nscc_rules.pdf.

Available at http://www.dtcc.com/legal/sec-rule-filings?subsidiary=NSCC&pgs=1.

See Securities Exchange Act Release No. 87023 (September 19, 2019), 84 FR 50532 (September 25, 2019) (SR-NSCC-2019-002).

Pursuant to the Rules, the changes set forth in the Approved Rule Change are to take effect by December 6, 2019. NSCC proposes to extend the implementation timeframe for the Approved Rule Change to allow additional time to facilitate finalization of operational testing of NSCC system changes related to the implementation of the Approved Rule Change.

In this regard, pursuant to the proposed rule change, NSCC proposes to amend the Rules with respect to the implementation timeframe setting forth the date by which the Approved Rule Change will become effective, as described below.

Proposed Rule Change

Procedure VII of the Rules contains the following legend ("Original Procedure VII Legend")⁴ regarding the implementation timeframe for the Approved Rule Change.

[Changes to this Procedure VII, as amended by File No. SR-NSCC-2019-002, are available at dtcc.com/legal/sec-rule-filings?subsidiary=NSCC. These changes have been approved by the Securities and Exchange Commission but have not yet been implemented. By December 6, 2019, these changes will be implemented, and this legend will automatically be removed from this Procedure VII.]

Pursuant to the proposed rule change, the Original Procedure VII Legend would be deleted and replaced with the following revised legend ("Revised Procedure VII Legend").

[Changes to this Procedure VII, as amended by File No. SR-NSCC-2019-002, are available at dtcc.com/legal/sec-rule-filings?subsidiary=NSCC. These changes have been approved by the Securities and Exchange Commission but have not yet been implemented. By March 6, 2020, these changes will be implemented, and this legend will automatically be removed from this Procedure VII.]

Addendum G of the Rules contains the following legend ("Original Addendum G Legend")⁵ regarding the implementation timeframe for the Approved Rule Change.

[Changes to this Addendum G, as amended by File No. SR-NSCC-2019-002, are available at dtcc.com/legal/sec-rule-filings?subsidiary=NSCC. These changes have been approved by the Securities and Exchange Commission but have not yet been implemented. By December 6, 2019, these changes will be implemented, and this legend will automatically be removed from this Addendum G.]

Pursuant to the proposed rule change, the Original Addendum G Legend would be deleted and replaced with the following revised legend ("Revised Addendum G Legend").

⁴ See Rules, supra note 1 at 248.

⁵ <u>See Rules, supra note 1 at 349.</u>

[Changes to this Addendum G, as amended by File No. SR-NSCC-2019-002, are available at dtcc.com/legal/sec-rule-filings?subsidiary=NSCC. These changes have been approved by the Securities and Exchange Commission but have not yet been implemented. By March 6, 2020, these changes will be implemented, and this legend will automatically be removed from this Addendum G.]

Implementation Timeframe

The proposed rule change would become effective upon filing with the Commission such that the text of the Rules would be revised to delete the Original Procedure VII Legend and Original Addendum G Legend and replace them with the Revised Procedure VII Legend and Revised Addendum G Legend, respectively, as discussed above.

(b) Statutory Basis

NSCC believes this proposal is consistent with the requirements of the Securities Exchange Act of 1934 (the "Act") and the rules and regulations thereunder applicable to a registered clearing agency. Specifically, NSCC believes this proposal is consistent with Section 17A(b)(3)(F) of the Act⁶ for the reason described below.

Section 17A(b)(3)(F) of the Act requires, in part, that the Rules be designed to promote the prompt and accurate clearance and settlement of securities transactions. NSCC believes that by allowing additional time to finalize operational testing of NSCC system changes related to the implementation of the Approved Rule Change, the proposed rule change would facilitate the ability of NSCC to implement the Approved Rule Change in a manner that minimizes the possibility of disruptions to NSCC systems, including the CNS System. Therefore, NSCC believes that the proposed rule change to extend the implementation timeframe, which would allow additional time for NSCC to complete operational testing relating to the Approved Rule Change, would promote the prompt and accurate clearance and settlement of securities transactions, consistent with Section 17A(b)(3)(F) of the Act.

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

NSCC does not believe the proposed rule change will have any impact on competition. The proposed rule change would extend the implementation timeframe for the Approved Rule Change and not affect existing processing of securities transactions at NSCC.

^{6 15} U.S.C. 78q-1(b)(3)(F).

⁷ Id.

The CNS System and its operation are described in Rule 11 (CNS System) and Procedure VII (CNS Accounting Operation) of the Rules, <u>supra</u> note 1.

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

Written comments relating to this proposed rule change have not been solicited or received. NSCC will notify the Commission of any written comments received by NSCC.

6. Extension of Time Period for Commission Action

Not applicable.

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

- (a) The proposed rule changes are to take effect immediately upon filing pursuant to paragraph A of Section 19(b)(3)⁹ of the Act.
- (b) The proposal also effects changes to existing services of NSCC that (i) do not adversely affect the safeguarding of securities or funds in the custody or control of NSCC or for which NSCC is responsible and (ii) do not significantly affect the respective rights or obligations of NSCC or Members using the services, because the proposal consists only of an extension of the implementation timeframe for the Approved Rule Change, as discussed above, and does not change any of the existing business practices of NSCC or affect the rights or obligations of NSCC or Members. ¹⁰
- (c) Not applicable.
- (d) Not applicable.

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

Not applicable.

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 of 2010

Not applicable.

⁹ 15 U.S.C 78s(b)(3)(A).

¹⁰ 17 CFR 240.19b-4(f)(4).

11. Exhibits

Exhibit 1 - Not applicable.

Exhibit 1A – Notice of proposed rule change for publication in the <u>Federal Register</u>.

Exhibit 2 – Not applicable.

Exhibit 3 – Not applicable.

Exhibit 4 – Not applicable.

Exhibit 5 – Proposed changes to the Rules.

SECURITIES AND EX	CHANGE COMMISSION
(Release No. 34-[]; File No. SR-NSCC-2019-005)
[DATE]	

Self-Regulatory Organizations; National Securities Clearing Corporation; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Extend the Implementation Timeframe for an Approved Rule Change to Amend Procedure VII with Respect to the Receipt of CNS Securities and Make Other Changes

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act")¹ and Rule 19b-4 thereunder,² notice is hereby given that on December ___, 2019, National Securities Clearing Corporation ("NSCC") 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. NSCC filed the proposed rule change pursuant to Section 19(b)(3)(A) of the Act³ and Rule 19b-4(f)(4) thereunder.⁴ The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

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).

I. <u>Clearing Agency's Statement of the Terms of Substance of the Proposed Rule Change</u>

The proposed rule change would amend NSCC Rules & Procedures ("Rules")⁵ to extend the implementation timeframe for a rule change ("Approved Rule Change") that became effective pursuant to rule filing SR-NSCC-2019-002, as amended ("Original Rule Filing")⁶ upon approval by the Commission. In this regard, pursuant to the proposed rule change, the Rules would be amended to state that the Approved Rule Change will be implemented by March 6, 2020, rather than being implemented by December 6, 2019, as stated in the Rules, as discussed below.

II. <u>Clearing Agency's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change</u>

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.

Capitalized terms not defined herein are defined in the Rules, <u>available at http://www.dtcc.com/~/media/Files/Downloads/legal/rules/nscc_rules.pdf.</u>

Available at http://www.dtcc.com/legal/sec-rule-filings?subsidiary=NSCC&pgs=1.

(A) <u>Clearing Agency's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change</u>

1. <u>Purpose</u>

The proposed rule change would amend the Rules to extend the implementation timeframe for the Approved Rule Change. In this regard, pursuant to the proposed rule change, the Rules would be amended to state that the Approved Rule Change will be implemented by March 6, 2020, rather than being implemented by December 6, 2019, as stated in the Rules, as discussed below.

(i) BACKGROUND

Pursuant to the Approved Rule Change, NSCC (i) amended Procedure VII (CNS Accounting Operation) in the Rules with respect to the receipt of securities from NSCC's Continuous Net Settlement ("CNS") System in order to reflect a change in the allocation algorithm used during the night cycle and (ii) made certain other technical changes to the Rules. Pursuant to the Rules, the changes set forth in the Approved Rule Change are to take effect by December 6, 2019. NSCC proposes to extend the implementation timeframe for the Approved Rule Change to allow additional time to facilitate finalization of operational testing of NSCC system changes related to the implementation of the Approved Rule Change.

In this regard, pursuant to the proposed rule change, NSCC proposes to amend the Rules with respect to the implementation timeframe setting forth the date by which the Approved Rule Change will become effective, as described below.

(ii) PROPOSED RULE CHANGE

Procedure VII of the Rules contains the following legend ("Original Procedure VII Legend")⁷ regarding the implementation timeframe for the Approved Rule Change.

[Changes to this Procedure VII, as amended by File No. SR-NSCC-2019-002, are available at dtcc.com/legal/sec-rule-filings?subsidiary=NSCC. These changes have been approved by the Securities and Exchange Commission but have not yet been implemented. By December 6, 2019, these changes will be implemented, and this legend will automatically be removed from this Procedure VII.]

Pursuant to the proposed rule change, the Original Procedure VII Legend would be deleted and replaced with the following revised legend ("Revised Procedure VII Legend").

[Changes to this Procedure VII, as amended by File No. SR-NSCC-2019-002, are available at dtcc.com/legal/sec-rule-filings?subsidiary=NSCC. These changes have been approved by the Securities and Exchange Commission but have not yet been implemented. By March 6, 2020, these changes will be implemented, and this legend will automatically be removed from this Procedure VII.]

Addendum G of the Rules contains the following legend ("Original Addendum G Legend")⁸ regarding the implementation timeframe for the Approved Rule Change.

⁷ See Rules, supra note 5 at 248.

⁸ See Rules, supra note 5 at 349.

[Changes to this Addendum G, as amended by File No. SR-NSCC-2019-002, are available at dtcc.com/legal/sec-rule-filings?subsidiary=NSCC. These changes have been approved by the Securities and Exchange Commission but have not yet been implemented. By December 6, 2019, these changes will be implemented, and this legend will automatically be removed from this Addendum G.]

Pursuant to the proposed rule change, the Original Addendum G Legend would be deleted and replaced with the following revised legend ("Revised Addendum G Legend").

[Changes to this Addendum G, as amended by File No. SR-NSCC-2019-002, are available at dtcc.com/legal/sec-rule-filings?subsidiary=NSCC. These changes have been approved by the Securities and Exchange Commission but have not yet been implemented. By March 6, 2020, these changes will be implemented, and this legend will automatically be removed from this Addendum G.]

(iii) IMPLEMENTATION TIMEFRAME

The proposed rule change would become effective upon filing with the Commission such that the text of the Rules would be revised to delete the Original Procedure VII Legend and Original Addendum G Legend and replace them with the Revised Procedure VII Legend and Revised Addendum G Legend, respectively, as discussed above.

2. Statutory Basis

NSCC believes this proposal is consistent with the requirements of the Act and the rules and regulations thereunder applicable to a registered clearing agency.

Specifically, NSCC believes this proposal is consistent with Section 17A(b)(3)(F) of the Act⁹ for the reason described below.

Section 17A(b)(3)(F) of the Act requires, in part, that the Rules be designed to promote the prompt and accurate clearance and settlement of securities transactions. NSCC believes that by allowing additional time to finalize operational testing of NSCC system changes related to the implementation of the Approved Rule Change, the proposed rule change would facilitate the ability of NSCC to implement the Approved Rule Change in a manner that minimizes the possibility of disruptions to NSCC systems, including the CNS System. Therefore, NSCC believes that the proposed rule change to extend the implementation timeframe, which would allow additional time for NSCC to complete operational testing relating to the Approved Rule Change, would promote the prompt and accurate clearance and settlement of securities transactions, consistent with Section 17A(b)(3)(F) of the Act.

(B) <u>Clearing Agency's Statement on Burden on Competition</u>

NSCC does not believe the proposed rule change will have any impact on competition. The proposed rule change would extend the implementation timeframe for the Approved Rule Change and not affect existing processing of securities transactions at NSCC.

⁹ 15 U.S.C. 78q-1(b)(3)(F).

^{10 &}lt;u>Id.</u>

The CNS System and its operation are described in Rule 11 (CNS System) and Procedure VII (CNS Accounting Operation) of the Rules, <u>supra</u> note 5.

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

Written comments relating to this proposed rule change have not been solicited or received. NSCC will notify the Commission of any written comments received by NSCC.

III. <u>Date of Effectiveness of the Proposed Rule Change, and Timing for Commission Action</u>

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A) of the Act¹² and paragraph (f) of Rule 19b-4 thereunder.¹³ 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

¹² 15 U.S.C. 78s(b)(3)(A).

¹³ 17 CFR 240.19b-4(f).

 Send an e-mail to rule-comments@sec.gov. Please include File Number SR-NSCC-2019-005 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-NSCC-2019-005. 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 NSCC and on DTCC's website (http://dtcc.com/legal/sec-rulefilings.aspx). All comments received will be posted without change. Persons submitting comments are cautioned that we do not redact or edit personal identifying information from comment submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-NSCC-2019-005 and Page 16 of 19

should be submitted on or before [insert date 21 days from publication in the <u>Federal</u> <u>Register</u>].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹⁴

Secretary

¹⁴ 17 CFR 200.30-3(a)(12).



NATIONAL SECURITIES CLEARING CORPORATION

RULES & PROCEDURES

TEXT OF PROPOSED RULE CHANGE

Bold and underlined text indicates proposed added language.

Bold and strikethrough text indicates proposed deleted language.

[Changes to this Procedure VII, as amended by File No. SR-NSCC-2019-002, are available at dtcc.com/legal/sec-rule-filings?subsidiary=NSCC. These changes have been approved by the Securities and Exchange Commission but have not yet been implemented. By **December 6, 2019 March 6, 2020**, these changes will be implemented and this legend will automatically be removed from this Procedure VII.]

PROCEDURE VII. CNS ACCOUNTING OPERATION

A. Introduction

[Changes to this Addendum G, as amended by File No. SR-NSCC-2019-002, are available at dtcc.com/legal/sec-rule-filings?subsidiary=NSCC. These changes have been approved by the Securities and Exchange Commission but have not yet been implemented. By **December 6, 2019 March 6, 2020**, these changes will be implemented and this legend will automatically be removed from this Addendum G.]

ADDENDUM G

FULLY-PAID-FOR ACCOUNT
