

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * <input type="text" value="25"/>	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - <input type="text" value="2015"/> - * <input type="text" value="010"/>	Amendment No. (req. for Amendments *) <input type="text"/>
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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"/>
			Rule		
Pilot <input type="checkbox"/>	Extension of Time Period for Commission Action * <input type="checkbox"/>	Date Expires * <input type="text"/>	<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 checked="" 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 *).

To provide additional details regarding the requirement that Participants participate in annual testing of business continuity and disaster recovery plans.

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="Farinella"/>
Title * <input type="text" value="Vice President, Assistant 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="10/23/2015"/>	<input type="text" value="Managing Director and Deputy General Counsel"/>
By <input type="text" value="Lois J. Radisch"/>	<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.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

Form 19b-4 Information *

Add Remove View

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 *

Add Remove View

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 *

Add Remove View

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

Add Remove View

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

Add Remove View

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

Add Remove View

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

Add Remove View

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

Add Remove View

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 Proposed Rule Change

(a) The proposed rule change consists of a change to Rule 2 of the rules of The Depository Trust Company (“DTC”) to provide additional details regarding the requirement that Participants participate in annual testing of DTC’s business continuity and disaster recovery plans (“BCP Testing”).¹

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

(a) The proposed rule change was approved by DTC management pursuant to delegated authority from DTC’s Board of Directors.

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 DTC’s Rule 2 (Participants and Pledges) to provide additional details regarding the requirement that DTC Participants participate in DTC’s annual BCP Testing. Currently, pursuant to DTC’s Rule 2, an applicant for membership with DTC must demonstrate that it has “adequate personnel capable of handling transactions with the Corporation and adequate physical facilities, books and records and procedures to fulfill its anticipated commitments to, and to meet the operational requirements of, the Corporation, other Participants and Pledges with necessary promptness and accuracy and to conform to any condition and requirement which the Corporation reasonably deems necessary for its protection.”² Once a firm becomes a Participant of DTC, DTC Rule 2 provides that Participants may be required to fulfill certain operational testing requirements that may be imposed by DTC to test and monitor the continuing operational capability of the Participants.³

Recently, the Commission promulgated Regulation Systems Compliance and Integrity (“Reg. SCI”), which requires DTC to establish standards to designate members⁴ and requires

¹ Terms not otherwise defined herein have the meaning set forth in the rules of DTC, available at <http://www.dtcc.com/legal/rules-and-procedures.aspx>.

² DTC Rule 2, Section 1(b), supra, note 1.

³ DTC Rule 2, Section 1, supra, note 1.

⁴ 17 CFR 242.1004(a). In adopting Reg. SCI, the Commission determined not to require covered entities to notify the Commission of its designations or the standards that will be used in designating members, recognizing instead that each entity’s standards, designations, and updates, if applicable, would be part of its records and, therefore, available to the Commission and its staff upon request. See Securities and Exchange Act

participation by such designated members in scheduled BCP Testing with DTC on an annual basis.⁵ Although DTC already conducts annual BCP Testing with certain Participants,⁶ DTC is proposing to amend Rule 2 to further describe DTC's requirement with respect to BCP Testing.

The proposed amendments to Rule 2 would increase transparency regarding BCP Testing, and ensure DTC's practice with respect to such testing is consistent with Reg. SCI by setting forth DTC's rights to: (i) designate Participants required to participate in BCP Testing using established standards; (ii) determine the scope and reporting of such BCP Testing; and (iii) require Participants to comply with such BCP Testing within specified timeframes. In connection with these proposed amendments, DTC would refine the factors that it currently uses to designate Participants for BCP Testing. For example, while DTC would continue to rely on activity-based thresholds to mandate participation with annual BCP Testing, DTC would also take into account additional factors when designating firms for BCP Testing, including, but not limited to: (i) significant operational issues of the Participant during the past twelve months; and (ii) past performance of the Participant with respect to BCP Testing. Participants would be informed of the specific standards that would be used by DTC, along with any updates or changes to these standards, which would be applied on a prospective basis, through established methods of communication between DTC and its Participants. Likewise, Participants would be notified in advance that they have been designated to participate in BCP Testing for the upcoming year, and would be provided details concerning the nature of such testing as the particular test plans are determined.

DTC believes the proposed rule change would have no impact on DTC Participants relative to what Participants are currently required to do. As described above, DTC already requires certain Participants to participate in BCP Testing on an annual basis. The proposed rule change would provide further clarity with respect to these requirements for consistency with Reg. SCI.

(b) Statutory Basis

Section 17A(b)(3)(F) of the Securities Exchange Act of 1934, as amended, ("Act") requires, in part, that DTC's rules be designed to promote the prompt and accurate clearance and settlement of securities transactions and to protect investors and the public interest.⁷

Rule 17Ad-22(d)(2), promulgated under the Act, requires DTC to require that its Participants have robust operational capacity to meet obligations arising from participation in the clearing agency, to monitor that its participation requirements are met on an ongoing basis, and

Release No. 73639 (November 19, 2014), 79 FR 72252 (December 5, 2014) (File No. S7-01-13).

⁵ 17 CFR 242.1004(a) and (b).

⁶ DTC Rule 2, Section 1, supra, note 1.

⁷ 15 U.S.C. 78q-1(b)(3)(F).

to have participation requirements that are objective and publicly disclosed.⁸ Rule 17Ad-22(d)(4), promulgated under the Act, requires DTC to identify sources of operational risk and minimize them through the development of appropriate systems, controls, and procedures, and have business continuity plans that allow for timely recovery of operations and fulfillment of the clearing agency's obligations.⁹

Rule 1004(a) and (b) of Reg. SCI requires DTC to establish standards for the designation of those Participants that DTC reasonably determines are, taken as a whole, the minimum necessary for the maintenance of fair and orderly markets in the event of the activation of its business continuity and disaster recovery plans, and to designate Participants pursuant to those standards and require participation by such designated Participants in scheduled BCP Testing annually.¹⁰

By facilitating the testing of how business continuity and disaster recovery plans function between DTC and its Participants during an emergency, the proposed rule change would facilitate the prompt and accurate clearance and settlement of securities transactions and protect investors and the public interest consistent with of the Act. The proposed rule change would provide additional details to DTC's rules regarding the requirement for Participants to take part in its BCP Testing annually, strengthening its compliance with Rule 17Ad-22(d)(2) and (4).¹¹ Further, the proposed rule change would foster the objectives of the Commission under Reg. SCI by helping to ensure resilient and available markets.¹²

As such, DTC believes that the proposed rule change is consistent with Section 17A(b)(3)(F) of the Act, Rule 17Ad-22(d)(2) and (d)(4), promulgated under the Act, and Rule 1004(a) and (b) of Reg. SCI, cited above.

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

DTC does not believe that the proposed rule change would impose any burden on competition because the proposed rule change would apply to all Participants and only provides additional details regarding an existing requirement.

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

Written comments were not and are not intended to be solicited with respect to the proposed rule change, and none have been received.

⁸ 17 CFR 240.17Ad-22(d)(2).

⁹ 17 CFR 240.17Ad-22(d)(4).

¹⁰ 17 CFR 242.1004(a) and (b).

¹¹ 17 CFR 240.17Ad-22(d)(2) and (4).

¹² 17 CFR 242.1004(a) and (b).

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.¹³

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

Pursuant to Section 19(b)(3)(A)¹⁴ and Rule 19b-4(f)(6),¹⁵ the proposed rule change is filed for immediate effectiveness because it does not (i) significantly affect the protection of investors or the public interest; (ii) impose any significant burden on competition; and (iii) by its terms would not become operative for 30 days after the date of filing, or such shorter time as the Commission may designate.

Additionally, DTC has given the Commission written notice of its intent to file the proposed rule change, along with a brief description and text of the proposed rule change, at least five business days prior to the date of filing of the proposed rule change, or such shorter time as designated by the Commission.

As described above, Participants currently participate in BCP Testing with DTC on an annual basis in order to demonstrate the continuing maintenance of their operational capabilities as required by Rule 2. The proposed change to Rule 2 would provide additional details regarding these requirements with respect to BCP Testing and would facilitate the testing of how business continuity and disaster recovery plans function between DTC and its Participants during an emergency. Furthermore, DTC believes that the proposed rule change is either consistent with, or generally mandated by, Reg. SCI.¹⁶

For the foregoing reasons, this proposed rule change qualifies as a “non-controversial” rule change under Rule 19b-4(f)(6), which renders the proposed rule change effective upon filing with the Commission.¹⁷ At any time within 60 days of the filing of this proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission will institute proceedings to determine whether the proposed rule change should be approved or disapproved. In addition, DTC respectfully requests that the Commission waive the 30 day operative delay period after which a proposed rule change under

¹³ 15 U.S.C. 78s(b)(2).

¹⁴ 15 U.S.C. 78s(b)(3)(A).

¹⁵ 17 CFR 240.19b-4(f)(6).

¹⁶ 17 CFR 242.1004(a) and (b).

¹⁷ 17 CFR 240.19b-4(f)(6).

Rule 19b-4(f)(6)¹⁸ becomes effective in order to allow operability of this filing prior to the November 3, 2015 compliance date of Reg. SCI.¹⁹

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

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 – Proposed Rule changes

¹⁸ 15 U.S.C. 78s(b)(2).

¹⁹ See Securities and Exchange Act Release No. 73639 (November 19, 2014), 79 FR 72252 (December 5, 2014) (File No. S7-01-13).

EXHIBIT 1A

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-[_____]; File No. SR-DTC-2015-___)

[DATE]

Self-Regulatory Organizations; The Depository Trust Company; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Provide Additional Details Regarding the Requirement that Participants Participate in Annual Testing of Business Continuity and Disaster Recovery Plans

Pursuant to Section 19(b)(1)¹ of the Securities Exchange Act of 1934 (“Act”) and Rule 19b-4² thereunder, notice is hereby given that on October __, 2015, 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 DTC. DTC filed the proposed rule change pursuant to Section 19(b)(3)(A)³ of the Act and Rule 19b-4(f)(6)⁴ thereunder. 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 consists of a change to DTC’s Rule 2 to provide additional details regarding the requirement that Participants participate in annual testing

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)(6).

of DTC's business continuity and disaster recovery plans ("BCP Testing"), as more fully described below.⁵

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

In its filing with the Commission, DTC 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. DTC 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 amend DTC's Rule 2 (Participants and Pledges) to provide additional details regarding the requirement that DTC Participants participate in DTC's annual BCP Testing. Currently, pursuant to DTC's Rule 2, an applicant for membership with DTC must demonstrate that it has "adequate personnel capable of handling transactions with the Corporation and adequate physical facilities, books and records and procedures to fulfill its anticipated commitments to, and to meet the operational requirements of, the Corporation, other Participants and Pledges with necessary promptness and accuracy and to conform to any condition and requirement which the Corporation reasonably deems necessary for its protection."⁶ Once a firm becomes a Participant of DTC, DTC Rule 2 provides that Participants may be required to

⁵ Terms not otherwise defined herein have the meaning set forth in DTC's rules, available at <http://www.dtcc.com/legal/rules-and-procedures.aspx>.

⁶ DTC Rule 2, Section 1(b), supra, note 5.

fulfill certain operational testing requirements that may be imposed by DTC to test and monitor the continuing operational capability of the Participants.⁷

Recently, the Commission promulgated Regulation Systems Compliance and Integrity (“Reg. SCI”), which requires DTC to establish standards to designate members⁸ and requires participation by such designated members in scheduled BCP Testing with DTC on an annual basis.⁹ Although DTC already conducts annual BCP Testing with certain Participants,¹⁰ DTC is proposing to amend Rule 2 to further describe DTC’s requirement with respect to BCP Testing.

The proposed amendments to Rule 2 would increase transparency regarding BCP Testing, and ensure DTC’s practice with respect to such testing is consistent with Reg. SCI by setting forth DTC’s rights to: (i) designate Participants required to participate in BCP Testing using established standards; (ii) determine the scope and reporting of such BCP Testing; and (iii) require Participants to comply with such BCP Testing within specified timeframes. In connection with these proposed amendments, DTC would refine the factors that it currently uses to designate Participants for BCP Testing. For example, while DTC would continue to rely on activity-based thresholds to mandate participation

⁷ DTC Rule 2, Section 1, supra, note 5.

⁸ 17 CFR 242.1004(a). In adopting Reg. SCI, the Commission determined not to require covered entities to notify the Commission of its designations or the standards that will be used in designating members, recognizing instead that each entity’s standards, designations, and updates, if applicable, would be part of its records and, therefore, available to the Commission and its staff upon request. See Securities and Exchange Act Release No. 73639 (November 19, 2014), 79 FR 72252 (December 5, 2014) (File No. S7-01-13).

⁹ 17 CFR 242.1004(a) and (b).

¹⁰ DTC Rule 2, Section 1, supra, note 5.

with annual BCP Testing, DTC would also take into account additional factors when designating firms for BCP Testing, including, but not limited to: (i) significant operational issues of the Participant during the past twelve months; and (ii) past performance of the Participant with respect to BCP Testing. Participants would be informed of the specific standards that would be used by DTC, along with any updates or changes to these standards, which would be applied on a prospective basis, through established methods of communication between DTC and its Participants. Likewise, Participants would be notified in advance that they have been designated to participate in BCP Testing for the upcoming year, and would be provided details concerning the nature of such testing as the particular test plans are determined.

DTC believes the proposed rule change would have no impact on DTC Participants relative to what Participants are currently required to do. As described above, DTC already requires certain Participants to participate in BCP Testing on an annual basis. The proposed rule change would provide further clarity with respect to these requirements for consistency with Reg. SCI.

2. Statutory Basis

Section 17A(b)(3)(F) of the Act requires, in part, that DTC's rules be designed to promote the prompt and accurate clearance and settlement of securities transactions and to protect investors and the public interest.¹¹

Rule 17Ad-22(d)(2), promulgated under the Act, requires DTC to require that its Participants have robust operational capacity to meet obligations arising from participation in the clearing agency, to monitor that its participation requirements are

¹¹ 15 U.S.C. 78q-1(b)(3)(F).

met on an ongoing basis, and to have participation requirements that are objective and publicly disclosed.¹² Rule 17Ad-22(d)(4), promulgated under the Act, requires DTC to identify sources of operational risk and minimize them through the development of appropriate systems, controls, and procedures, and have business continuity plans that allow for timely recovery of operations and fulfillment of the clearing agency's obligations.¹³

Rule 1004(a) and (b) of Reg. SCI requires DTC to establish standards for the designation of those Participants that DTC reasonably determines are, taken as a whole, the minimum necessary for the maintenance of fair and orderly markets in the event of the activation of its business continuity and disaster recovery plans, and to designate Participants pursuant to those standards and require participation by such designated Participants in scheduled BCP Testing annually.¹⁴

By facilitating the testing of how business continuity and disaster recovery plans function between DTC and its Participants during an emergency, the proposed rule change would facilitate the prompt and accurate clearance and settlement of securities transactions and protect investors and the public interest consistent with of the Act. The proposed rule change would provide additional details to DTC's rules regarding the requirement for Participants to take part in its BCP Testing annually, strengthening its compliance with Rule 17Ad-22(d)(2) and (4).¹⁵ Further, the proposed rule change would

¹² 17 CFR 240.17Ad-22(d)(2).

¹³ 17 CFR 240.17Ad-22(d)(4).

¹⁴ 17 CFR 242.1004(a) and (b).

¹⁵ 17 CFR 240.17Ad-22(d)(2) and (4).

foster the objectives of the Commission under Reg. SCI by helping to ensure resilient and available markets.¹⁶

As such, DTC believes that the proposed rule change is consistent with Section 17A(b)(3)(F) of the Act, Rule 17Ad-22(d)(2) and (d)(4), promulgated under the Act, and Rule 1004(a) and (b) of Reg. SCI, cited above.

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

DTC does not believe that the proposed rule change would impose any burden on competition because the proposed rule change would apply to all Participants and only provides additional details regarding an existing requirement.

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

Written comments were not and are not intended to be solicited with respect to the proposed rule change, and none have been received.

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

Because the foregoing proposed rule change does not:

- (i) significantly affect the protection of investors or the public interest;
- (ii) impose any significant burden on competition; and
- (iii) become operative for 30 days from the date on which it was filed, or such shorter time as the Commission may designate, it has become

¹⁶ 17 CFR 242.1004(a) and (b).

effective pursuant to Section 19(b)(3)(A)¹⁷ of the Act and Rule 19b-4(f)(6) thereunder.¹⁸

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-2015-___ on the subject line.

Paper Comments:

- Send paper comments in triplicate to Brent J. Fields, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number SR-DTC-2015-___. 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

¹⁷ 15 U.S.C. 78s(b)(3)(A).

¹⁸ 17 CFR 240.19b-4(f)(6).

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 am and 3:00 pm. 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-2015-____ 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

Brent J. Fields
Secretary

¹⁹ 17 CFR 200.30-3(a)(12).

EXHIBIT 5

Bold underlined text indicates proposed additions
[Bold Bracketed] text indicates proposed deletions

RULE 2

PARTICIPANTS AND PLEDGEEES

Section 1. The Corporation shall make its services, or certain of its services, available to partnerships, corporations or other organizations or entities which (i) apply to the Corporation for the use of such services, (ii) meet the qualifications specified in Rule 3, (iii) are approved by the Corporation and (iv) if required, make a Required Participants Fund Deposit pursuant to Section 1 of Rule 4 and Required Preferred Stock Investment pursuant to Section 2 of Rule 4. The Corporation shall approve applications only upon a determination by the Corporation that the applicant meets the standards of financial condition, operational capability and character defined below:

(a) the applicant has demonstrated that it has sufficient financial ability to make any Required Participants Fund Deposit and Required Preferred Stock Investment and meet all of its anticipated obligations to the Corporation;

(b) the applicant has demonstrated that it has adequate personnel capable of handling transactions with the Corporation and adequate physical facilities, books and records and procedures to fulfill its anticipated commitments to, and to meet the operational requirements of, the Corporation, other Participants and Pledgees with necessary promptness and accuracy and to conform to any condition and requirement which the Corporation reasonably deems necessary for its protection;

(c) the Corporation has received no substantial information which would reasonably and adversely reflect on the applicant or its Controlling Management to such extent that access of the applicant to the Corporation should be denied; and any such applicant may be deemed not to meet the qualifications set forth in this paragraph if:

(i) the Corporation shall have reasonable grounds to believe that the applicant or its Controlling Management to be responsible for (A) making a misstatement of a material fact or omitting to state a material fact to the Corporation in connection with its application to become a Participant or there-after or (B) fraudulent acts or the violation of the Securities Act, the Exchange Act, the Investment Company Act, the Investment Advisers Act or any rule or regulation thereunder;

(ii) the applicant or its Controlling Management has been convicted within the ten years preceding the filing of its application to become a Participant or at any time thereafter of any crime, felony or misdemeanor which involves the purchase, sale or transfer of any security or the breach of fiduciary duty, or arose out of conduct

of the business of a broker, dealer, investment company, investment adviser, underwriter, bank, trust company, fiduciary, insurance company or other financial institution; or involves robbery, larceny, embezzlement, fraudulent conversion, forgery or misappropriation of funds, securities or other property; or involves any violation of Section 1341, 1342 or 1343 of Title 18 of the United States Code;

(iii) the applicant or its Controlling Management is permanently or temporarily enjoined by order, judgment or decree of any court or other governmental authority of competent jurisdiction from acting as a broker, dealer, investment company, investment adviser, underwriter, bank, trust company, fiduciary, insurance company or other financial institution or from engaging in or continuing any conduct or practice in connection with any such activity, or in connection with the purchase, sale or Delivery of any security, and the enforcement of such injunction or prohibition has not been stayed;

(iv) the applicant or its Controlling Management has been expelled or suspended, or had its participation terminated from a national securities association or exchange registered under the Exchange Act, a self-regulatory organization as defined in Section 3(a)(26) of the Exchange Act, or a corporation which engages in clearance and settlement activities or a securities depository or has been barred or suspended from being associated with any member of such an exchange, association, corporation or securities depository;

(v) the applicant is subject to statutory disqualification as defined in Section 3(a)(39) of the Securities Exchange Act of 1934, or an order of similar effect issued by a Federal or State banking authority, or other examining authority or regulator, including a non-U.S. examining authority or regulator.

(d) with regard to any applicant that shall be an FFI Participant, such applicant must be FATCA Compliant.

In addition to items (a) through (c) above, the Corporation shall retain the right to deny membership to an applicant if the Corporation becomes aware of any factor or circumstance about the applicant or its Controlling Management which may impact the suitability of that particular applicant as a Participant of the Corporation. Further, applicants are required to inform the Corporation as to any member of its Controlling Management that is or becomes subject to statutory disqualification (as defined in Section 3(a)(39) of the Exchange Act).

The Corporation may approve the application of any applicant, either unconditionally or on an appropriate temporary or other conditional basis, if the Corporation determines that any standard specified in this Section, as applied to such applicant or its Controlling Management, is unduly or disproportionately severe or that the conduct of such applicant or its Controlling Management has been such as not to make it against the interest of the Corporation, other Participants or Pledgees or the public to approve such application.

Notwithstanding the foregoing, the Corporation may decline to accept the application of any applicant upon a determination by the Corporation that the Corporation does not have adequate personnel, space, data processing capacity or other operational capability at that time to perform its services for additional Participants without impairing the ability of the Corporation to provide services for its existing Participants, to assure the prompt, accurate and orderly processing and settlement of Securities transactions, to safeguard the funds and Securities held by or for the Corporation for Participants or Pledgees or otherwise to carry out its functions; provided, however, that applicants whose applications are denied pursuant to this paragraph shall be approved as promptly as the capabilities of the Corporation permit in the order in which their applications were filed with the Corporation.

The Corporation may, from time to time, determine those Participants that shall be required to fulfill, within the time frames established by the Corporation, certain operational testing requirements (the scope of such testing to be determined by the Corporation in its sole discretion) and related reporting requirements (such as reporting the test results to the Corporation in a manner specified by the Corporation) that may be imposed by the Corporation to test and monitor the continuing operational capability of the Participant. Such Participants shall, as so required, comply with the subject operational testing requirement within specified time frames. The Corporation may assess a fine on any Participant that fails to comply with operational testing and related reporting requirements within the specified time frame.

The Corporation has established standards for designating those Participants who shall be required to participate in annual business continuity and disaster recovery testing that the Corporation reasonably determines are, taken as a whole, the minimum necessary for the maintenance of fair and orderly markets in the event that business continuity and disaster recovery plans are required to be activated. The standards shall take into account factors such as: (1) activity-based thresholds; (2) significant operational issues of the Participant during the twelve months prior to the designation; and (3) past performance of the Participant with respect to operational testing. The specific standards adopted by the Corporation and any updates or modifications thereto shall be published to Participants and applied on a prospective basis.

Upon notification that the Participant has been designated to participate in the annual business continuity and disaster recovery testing, as described above, Participants shall be required to fulfill, within the timeframes established by the Corporation, certain testing requirements (the scope of such testing to be determined by the Corporation in its sole discretion) and related reporting requirements (such as reporting the test results to the Corporation in a manner specified by the Corporation) that may be imposed by the Corporation.

The Corporation shall apply the foregoing requirements on a nondiscriminatory basis. Any applicant aggrieved by action taken by the Corporation in applying such qualifications shall be entitled to a right of appeal in accordance with Rule 22.

The entities which have made a Required Participants Fund Deposit pursuant to Section 1 of Rule 4 and Required Preferred Stock Investment pursuant to Section 2 of Rule 4 and to which the

Corporation makes all of its services available shall be known as Participants. The entities which, if required, have made a Required Participants Fund Deposit pursuant to Section 1 of Rule 4 and Required Preferred Stock Investment pursuant to Section 2 of Rule 4 and to which the Corporation makes only certain of its services available shall be known as Limited Participants. For purposes of these Rules, the term "Participant" shall include the term "Limited Participant" unless the (i) context otherwise requires or (ii) the Procedures otherwise provide.

The Corporation may at any time cease either temporarily or definitively to make its services available to a Participant in accordance with these Rules and the Participant shall, upon receipt of notice thereof given by the Corporation as provided in these Rules cease to be a Participant; provided, however, that if the Corporation notifies a Participant that it has ceased to act for it only with respect to a particular transaction or transactions, the Participant shall continue to be a Participant. A Participant may terminate its business with the Corporation by notifying the Corporation as provided in Sections 7 or 8 of Rule 4 or, if for a reason other than those specified in said Sections 7 and 8, by notifying the Corporation thereof; the Participant shall, upon receipt of such notice by the Corporation, cease to be a Participant. In the event that a Participant shall cease to be a Participant, the Corporation shall thereupon cease to make its services available to the Participant, except that the Corporation may perform services on behalf of the Participant or its successor in interest necessary to terminate the business of the Participant or its successor with the Corporation, and the Participant or its successor shall pay to the Corporation the fees and charges provided by these Rules with respect to services performed by the Corporation subsequent to the time when the Participant ceases to be a Participant. The Corporation shall immediately notify the SEC if it temporarily or definitively ceases to make its services available to a Participant in accordance with these Rules.

Upon the request of the Corporation, a Participant shall furnish to the Corporation information sufficient to demonstrate its satisfactory financial condition and operational capability; provided, however, that the furnishing of any such financial or operational information to the Corporation shall be subject to any applicable laws or rules and regulations of regulatory bodies having jurisdiction over the Participant which relate to the confidentiality of records.

An entity whose application to become a Participant has been approved by the Corporation (i) shall, if required, make its original Required Participants Fund Deposit to the Participants Fund, determined in accordance with the provisions of Section 1 of Rule 4, and Required Preferred Stock Investment, determined in accordance with the provisions of Section 2 of Rule 4, (ii) shall, if it qualifies as an FFI Participant, complete and deliver to the Corporation a FATCA Certification and (iii) shall, in every case, sign and deliver to the Corporation an instrument in writing whereby such applicant shall agree that:

(a) The Participant shall abide by the By-Laws and Rules of the Corporation and shall be bound by all of the provisions thereof including the provisions prescribing the rights and remedies which the Corporation shall have with respect to Securities held by or for the Corporation for the Participant's account, and the Corporation shall have all of the rights and remedies contemplated by the By-Laws and Rules of the Corporation. Notwithstanding that the Participant may have ceased to be a Participant, the Participant shall continue to be bound

by the By-Laws and Rules of the Corporation as to all matters and transactions occurring while the Participant was a Participant.

(b) The By-Laws and Rules of the Corporation shall be a part of the terms and conditions of every contract or transaction which the Participant may make or have with the Corporation.

(c) The Participant shall pay to the Corporation the compensation due it for services rendered to the Participant based on the Corporation's fee schedules, and such fines as may be imposed or deposits as may be required in accordance with the By-Laws and Rules of the Corporation for the failure to comply therewith.

(d) The Participant shall pay to the Corporation any amounts which, pursuant to the provisions of Rule 4, shall become payable by the Participant to the Corporation.

(e) The Participant's books and records, to the extent only that they relate to services rendered to the Participant by the Corporation, shall at all times during the regular business hours of the Participant (and at such other times as may be acceptable to the Participant) be open to the inspection of the duly authorized employees or agents of the Corporation, and the Corporation shall be furnished with all such information with respect to such services rendered to the Participant as it may require; provided, however, that (i) the Corporation's right to inspect the books and records of the Participant and to be furnished with information as provided herein shall extend only to books, records and information relating to the Participant's relationship with the Corporation or to contracts or transactions which the Participant has made or had with the Corporation and shall not extend to books, records and information relating to the Participant's relationship with Persons upon whose behalf it may obtain the services of the Corporation nor to books, records and information relating to such persons, their accounts or market activity and (ii) the Corporation's right to inspect the books and records of the Participant and to be furnished with information as provided herein shall be subject to any applicable laws or rules and regulations of regulatory bodies having jurisdiction over the Participant which relate to the confidentiality of records.

(f) The Corporation is authorized to provide to the issuer of any Security at any time credited to the Account of the Participant the name of the Participant and the amount of the issuer's Securities so credited, and the Corporation is authorized to provide similar information to any appropriate governmental authority.

(g) The determination of the Corporation by its Board of Directors shall be final and conclusive on all questions relating to (i) any charge against the Participant, (ii) any application of, or other action taken with respect to, the Actual Participants Fund Deposit of the Participant or (iii) any Pledge or sale of, or other action taken with respect to, the Actual Preferred Stock Investment of the Participant.

(h) The Participant appoints the Corporation its agent and attorney-in-fact (i) to enter into a custody agreement with any bank, trust company or other appropriate entity (a "Custodian") chosen by it, such agreement to be in such form and containing such terms and

provisions as the Corporation may, in its sole discretion, approve, and the Participant hereby ratifies and confirms any and all action heretofore taken by the Corporation in this connection, and (ii) to instruct each Custodian as to the delivery of any and all Securities held by any such Custodian pursuant to any such agreement.

(i) The Participant shall, except as otherwise permitted by the Corporation, give all instructions by it concerning any Securities held by the Corporation for the Participant's account, or by any Custodian subject to the instructions of the Corporation, through the Corporation and not otherwise.

(j) Each Custodian shall be entitled to act and rely in all respects upon, and as regards such Custodian the Participant shall be bound by, the instructions of the Corporation with respect to any Securities held by or for the Corporation for the Participant's account or by any such Custodian subject to the instructions of the Corporation.

(k) Each Security delivered for the Participant's account to the Corporation for Deposit with the Corporation may be transferred into the name of any nominee designated by the Corporation or by such Custodian as the Corporation may select, if it is Delivered to such Custodian, and retained by the Corporation or Delivered to such Custodian as the Corporation may select, and the Participant shall indemnify the Corporation, and any nominee of the Corporation in the name of which Securities credited to the Participant's Account are registered, against all loss, liability and expense which they may sustain, without fault on the Corporation's part, as a result of Securities credited to the Participant's Account being registered in the name of any such nominee, including (i) assessments, (ii) losses, liabilities and expenses arising from claims of third parties and from taxes and other governmental charges, and (iii) related expenses with respect to any such Securities.

(l) The Participant shall be bound by any amendment to the By-Laws or Rules of the Corporation with respect to any transaction occurring subsequent to the time such amendment takes effect as fully as though such amendment were now a part of the By-Laws and Rules of the Corporation; provided, however, that (i) no such amendment shall affect the Participant's right to cease to be a Participant, and (ii) unless the Participant is given ten Business Days notice thereof and the opportunity to give written notice to the Corporation of its election to terminate its business with the Corporation, no such amendment shall change (A) the provisions of Section 1 of Rule 4 or the formula in accordance with which the Required Participants Fund Deposit of the Participant is determined or (B) the provisions of Section 2 of Rule 4 or the formula in accordance with which the Required Preferred Stock Investment of the Participant is determined.

(m) The Participant's agreement with the Corporation shall inure to the benefit of and be binding upon the parties thereto and their respective successors and assigns.

A Participant shall use its best efforts to provide to the Corporation, at the request of the Corporation, during the regular business hours of the Participant, current market prices and/or bid and asked quotations for any Eligible Security.

Section 2. A Participant which utilizes the services of the Corporation for a Person which is not a Participant shall, so far as the rights of the Corporation, other Participants and Pledges are concerned, be liable as principal.

Section 3. Subject to the By-Laws and these Rules, the services of the Corporation shall be available to banks, trust companies and other persons approved by the Corporation which have entered into an agreement with the Corporation satisfactory to it for the purpose of facilitating loans to Participants and effecting the Pledge of Securities held by or for the Corporation for a Participant's account. Such banks, trust companies and other persons as are approved by the Corporation and have entered into such an agreement shall be known as Pledges. A Pledgee may but need not be a Participant. Only a Pledgee which is a Participant may receive a Pledge Versus Payment.

Section 4. Any notice from the Corporation to a Participant or Pledgee under these Rules or under any agreement between the Corporation and a Participant or Pledgee shall be sufficiently served on such Participant or Pledgee if the notice is in writing and electronically made available or transmitted to the Participant or Pledgee by any means normally employed by the Corporation for the delivery of electronic communications to such Participant or Pledgee. Alternatively, any non electronic notice shall be sufficiently served on a Participant or Pledgee if it is in writing and delivered or mailed to the Participant's or Pledgee's office address as provided below. Any notice from a Participant or Pledgee to the Corporation, including any notice under any agreement between the Corporation and a Participant or Pledgee, shall be sufficiently served on the Corporation if the notice is in writing and delivered or mailed to the Corporation at 55 Water Street, New York, New York 10041, Attention: Secretary. Any such notice to a Participant or Pledgee, if made available or transmitted electronically, shall be deemed to have been given, respectively, at the time of availability or transmission. Any such notice to a Participant or Pledgee, if delivered or mailed, shall be deemed to have been given, respectively, at the time of delivery or when deposited in the United States Postal Service, with postage thereon prepaid, directed to the Participant or Pledgee at the Participant's or Pledgee's office address to the attention of such Person as the Participant or Pledgee shall have designated in writing or, if the Participant or Pledgee shall have filed with the Corporation a written request that notice, if made by delivery or mail, be delivered at some other address, then to such other address. Any such notice to the Corporation, if mailed, shall be deemed to have been given when received by the Corporation at the address specified above.

Section 5. These Rules and the Procedures and the terms and conditions of every agreement and transaction by and among Participants or Pledges and the Corporation in connection therewith and pursuant thereto are not intended to confer upon any persons other than such Participants or Pledges any rights or remedies against the Corporation.

Section 6. The Corporation is authorized, under conditions established by the Corporation in its sole discretion, to provide information throughout each Business Day relating to a Participant's Aggregate Actual Deposit and Investment (and each Component thereof), Collateral, Net Credit Balance and Net Debit Balance (i) to any other clearing agency that is registered with the SEC of which the Participant is a member, (ii) to any clearing organization that is affiliated with or has been designated by a futures contract market under the oversight of the Commodities Futures Trading Commission of which the Participant is a member and (iii) upon the request of the Participant, to such other entities, including information service providers, as the Participant may designate. This

authorization shall in no manner be deemed to limit the Corporation's authority to provide such information to other self-regulatory organizations registered with the SEC and to regulators of the Corporation or as required by valid legal process served upon the Corporation.

Section 7. Notwithstanding any affiliation between the Corporation and any other entity, including another clearing agency, except as otherwise expressly provided by written agreement between the Corporation and such other entity:

(a) the Corporation shall not be liable for any obligations of such other entity nor shall the Participants Fund or other assets of the Corporation be available to such other entity (or any person claiming through such other entity) for any purpose, and no participant or member of such entity shall assert against the Corporation any claim based upon any obligations of such other entity to such participant or member; and

(b) such other entity shall not be liable for any obligations of the Corporation, nor shall the Clearing Fund or any other assets of such other entity be available to the Corporation (or any person claiming through the Corporation) for any purpose, and no Participant or Member shall assert against such other entity any claim based upon any obligations of the Corporation to such participant or member.

Section 8. In connection with their use of the Corporation's services, Participants and Pledges must comply with all applicable laws, including all applicable laws relating to securities, taxation, and money laundering, as well as sanctions administered and enforced by the Office of Foreign Assets Control ("OFAC"). As part of their compliance with OFAC sanctions regulations, all Participants and Pledges must agree not to conduct any transaction or activity through DTC that it knows violates sanctions administered and enforced by OFAC.

Participants and Pledges subject to the jurisdiction of the United States are required to periodically confirm that the Participant or Pledgee has implemented a risk-based program reasonably designed to comply with applicable OFAC sanctions regulations.

Section 9. (a)

Beginning on the FATCA Compliance Date, an FFI Participant shall not conduct any transaction or activity through the Corporation if such FFI Participant is not FATCA Compliant, unless such requirement has been explicitly waived in writing by the Corporation with respect to the specific FFI Participant, provided, however, that no such waiver will be issued if it shall cause the Corporation to withhold under FATCA on gross proceeds from the sale or other disposition of any property.

Each FFI Participant is required, as applicable under FATCA, to certify periodically to the Corporation that it is FATCA Compliant by providing to the Corporation a FATCA Certification. Failure to do so in the manner and timeframes set forth by the Corporation from time to time will result in a fine, unless such requirement has been explicitly waived in writing by the Corporation with respect to the FFI Participant, provided, however, that no such waiver will be issued if it shall

cause the Corporation to withhold under FATCA on gross proceeds from the sale or other disposition of any property.

Beginning on the FATCA Compliance Date, each FFI Participant shall promptly inform the Corporation, both orally and in writing, if it (i) undergoes a change in circumstance that would affect its FATCA Certification or (ii) otherwise knows or has reason to know that it is not, or will not be, FATCA Compliant, in each case, within two days of knowledge thereof.

Participants that violate the provisions of this Section 9 are subject to disciplinary sanction or other applicable actions by the Corporation in accordance with these Rules, including, but not limited to, a fine, as well as restrictions of services to the Participant and/or ceasing to act for the Participant in accordance with Rule 10.

An FFI Participant shall indemnify the Corporation for any loss, liability or expense sustained by the Corporation as a result of such FFI Participant failing to be FATCA Compliant.

(b)

For purposes of these Rules the term:

(i) “FATCA” means (i) the provisions of sections 1471 through 1474 of the Internal Revenue Code of 1986, as amended, (the “Code”) that were implemented as part of The Foreign Account Tax Compliance Act, and Treasury Regulations or other official interpretations thereof, as in effect from time to time, and (ii) the provisions of any intergovernmental agreement to implement The Foreign Account Tax Compliance Act as in effect from time to time between the United States and the jurisdiction of the FFI Participant’s residency or the residency an applicant to become a Participant pursuant to Rule 2;

(ii) “FATCA Certification” means an executed copy of the relevant tax form required by the Internal Revenue Service under FATCA, as in effect from time to time, that each Participant (or an applicant to become a Participant pursuant to Rule 2) shall provide from time to time to the Corporation as set forth in these Rules;

(iii) “FATCA Compliance Date” shall mean, as applicable, either (i) January 1, 2014, with respect to any FFI Participant approved for membership by the Corporation on January 1, 2014 or thereafter (or, if the commencement of all FATCA withholding with respect to such FFI Participants is delayed beyond January 1, 2014 under FATCA, two calendar months plus one day before such delayed effective date, or (ii) May 15, 2014, with respect to any FFI Participant approved for membership by the Corporation at any time prior to January 1, 2014 (or, if the commencement of all FATCA withholding with respect to such FFI Participants is delayed beyond July 1, 2014 under FATCA, two calendar months plus one day before such delayed effective date);

(iv) “FATCA Compliant” or “FATCA Compliance” means, with respect to an FFI Participant, that such FFI Participant has qualified under such procedures promulgated by the

Internal Revenue Service as are in effect from time to time to establish exemption from withholding under FATCA such that the Corporation will not be required to withhold from a payment to such FFI Participant, under FATCA, any amount with respect to “gross proceeds from the sale or other disposition of any property of a type which can produce interest or dividends from sources within the United States” within the meaning of Code section 1473(1)(A)(ii); and

(v) “FFI Participant” means any Participant that is treated as a non-U.S. entity for U.S. federal income tax purposes.