

OMB APPROVAL

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SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 Form 19b-4

File No.* SR - 2020 - * 007

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 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

Section 806(e)(1) *

☐

Section 806(e)(2) *

☐

Security-Based Swap Submission pursuant
 to the Securities Exchange Act of 1934

Section 3C(b)(2) *

☐

Exhibit 2 Sent As Paper Document



Exhibit 3 Sent As Paper Document



Description

Provide a brief description of the action (limit 250 characters, required when Initial is checked *).

Revise the Clearing Agency Investment Policy

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 * Jacqueline Last Name * Chezar
 Title * Executive Director and Associate General Counsel
 E-mail * jfarinella@dtcc.com
 Telephone * (212) 855-3216 Fax

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934,

has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.

(Title *)

Date 03/26/2020

By Brandon Becker

(Name *)

Managing Director and Deputy General Counsel

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.

bbecker@dtcc.com

SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549	
For complete Form 19b-4 instructions please refer to the EFFT website.	
<div>Form 19b-4 Information *</div> <div><div>Add</div><div>Remove</div><div>View</div></div>	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.
<div>Exhibit 1 - Notice of Proposed Rule Change *</div> <div><div>Add</div><div>Remove</div><div>View</div></div>	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)
<div>Exhibit 1A- Notice of Proposed Rule Change, Security-Based Swap Submission, or Advance Notice by Clearing Agencies *</div> <div><div>Add</div><div>Remove</div><div>View</div></div>	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)
<div>Exhibit 2 - Notices, Written Comments, Transcripts, Other Communications</div> <div><div>Add</div><div>Remove</div><div>View</div></div> <div>Exhibit Sent As Paper Document <input type="checkbox"/></div>	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.
<div>Exhibit 3 - Form, Report, or Questionnaire</div> <div><div>Add</div><div>Remove</div><div>View</div></div> <div>Exhibit Sent As Paper Document <input type="checkbox"/></div>	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.
<div>Exhibit 4 - Marked Copies</div> <div><div>Add</div><div>Remove</div><div>View</div></div>	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.
<div>Exhibit 5 - Proposed Rule Text</div> <div><div>Add</div><div>Remove</div><div>View</div></div>	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.
<div>Partial Amendment</div> <div><div>Add</div><div>Remove</div><div>View</div></div>	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 would revise the Clearing Agency Investment Policy (“Investment Policy”) of The Depository Trust Company (“DTC”) and its affiliates, National Securities Clearing Corporation (“NSCC”) and Fixed Income Clearing Corporation (“FICC,” and together with DTC and NSCC, the “Clearing Agencies”) in order to (1) include the proceeds of the issuance of term debt by NSCC as part of the description of “Default Liquidity Funds” within the section for “Investable Funds”; (2) clarify the allowable investments for DTC’s Participants Fund;¹ and (3) enhance the description of collateral that may be posted in connection with investments in reverse repurchase agreements; as described in greater detail below.

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Clearing Agency

The proposed rule change was approved by the Boards of Directors of each of DTC, FICC and NSCC (collectively, the “Boards”) at meetings duly called and held on October 23, 2019.

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

(a) Purpose

The Clearing Agencies are proposing to revise the Investment Policy, which was adopted for each clearing agency in December 2016² and is maintained in compliance with Rule 17Ad-22(e)(16) under the Securities Exchange Act of 1934 (“Act”),³ in order to (1) include the proceeds of the issuance of term debt by NSCC as part of the description of “Default Liquidity

¹ The respective Clearing Funds of NSCC and FICC, and the DTC Participants Fund are described in the Rules & Procedures of NSCC (“NSCC Rules”), the DTC Rules, By-laws and Organization Certificate (“DTC Rules”), the Clearing Rules of the Mortgage-Backed Securities Division of FICC (“MBSD Rules”) and the Rulebook of the Government Securities Division of FICC (“GSD Rules”), respectively, available at <http://dtcc.com/legal/rules-and-procedures>. See Rule 4 (Clearing Fund) of the NSCC Rules, Rule 4 (Participants Fund and Participants Investment) of the DTC Rules, Rule 4 (Clearing Fund and Loss Allocation) of the GSD Rules and Rule 4 (Clearing Fund and Loss Allocation) of the MBSD Rules.

² See Securities Exchange Act Release No. 79528 (December 12, 2016), 81 FR 91232 (December 16, 2016) (SR-DTC-2016-007, SR-FICC-2016-005, SR-NSCC-2016-003).

³ 17 CFR 240.17Ad-22(e)(16). As discussed in this filing, the Investment Policy also addresses compliance with the requirements of Rule 17Ad-22(e)(3). 17 CFR 240.17Ad-22(e)(3).

Funds” within the section for “Investable Funds”; (2) clarify the allowable investments for DTC’s Participants Fund; and (3) enhance the description of collateral that may be posted in connection with investments in reverse repurchase agreements; as described in greater detail below.

Overview of the Investment Policy

The Investment Policy governs the management, custody and investment of cash deposited to the respective NSCC and FICC Clearing Funds, and the DTC Participants Fund, the proprietary liquid net assets (cash and cash equivalents) of the Clearing Agencies, and other funds held by the Clearing Agencies pursuant to their respective rules.

The Investment Policy identifies the guiding principles for investments and defines the roles and responsibilities of DTCC staff in administering the Investment Policy pursuant to those principles. The Investment Policy is co-owned by DTCC’s Treasury group (“Treasury”) ⁴ and the Counterparty Credit Risk team (“CCR”) within DTCC’s Group Chief Risk Office (“GCRO”).⁵ Treasury is responsible for identifying potential counterparties to investment transactions, establishing and managing investment relationships with approved investment counterparties, and making and monitoring all investment transactions with respect to the Clearing Agencies. CCR is responsible for conducting a credit review of any potential counterparty, updating those reviews on a quarterly basis, and establishing an investment limit for each counterparty.

The Investment Policy also identifies sources of funds that may be invested, and the permitted investments of those funds, including the authority required to make such investments and the parameters of, and limitations on, each type of investment. Allowable investments include bank deposits, reverse repurchase agreements, direct obligations of the U.S. government, money market mutual funds, high-grade corporate debt, and hedge transactions. Finally, the Investment Policy defines the approval authority required to exceed established investment limits.

Proposed Revisions to the Investment Policy

The Investment Policy is reviewed and approved by the Boards annually. In connection with the most recent annual review of the Investment Policy and in order to reflect recent changes to NSCC’s default liquidity funds, the Clearing Agencies have decided to propose certain revisions and updates. These proposed revisions, described in greater detail below, are

⁴ Treasury is a part of the DTCC Finance Department and is responsible for the safeguarding, investment and disbursement of funds on behalf of the Clearing Agencies and in accordance with the principles outlined in the Investment Policy.

⁵ Among other responsibilities, GCRO is generally responsible for the systems and processes designed to identify and manage credit, market and liquidity risks to the Clearing Agencies.

designed to update the Investment Policy and help ensure that it reflects the Clearing Agencies' practices related to investments of funds.

1. Include Additional NSCC Default Liquidity in Table of Investable Funds

First, the Clearing Agencies are proposing to amend the table of investable funds in Section 5 of the Investment Policy to include proceeds from the issuance of term debt by NSCC in the description of NSCC's default liquidity funds.

This table identifies the sources of investable funds that are invested by the Clearing Agencies, and groups these sources of funds into separate categories. One of the categories of investable funds is the default liquidity funds of NSCC, which is currently described as including the proceeds from the issuance of commercial paper and extendible notes. NSCC recently proposed to raise additional prefunded default liquidity through the periodic issuance and private placement of term debt.⁶ The investment of these funds would be governed by the Investment Policy.

The proposed change to the Investment Policy would include proceeds from the issuance of term debt in this category of "Investable Funds" to reflect the recent effectiveness of NSCC's proposal.⁷

2. Clarify Allowable Investments for DTC's Participants Fund

Second, the Clearing Agencies are proposing to make two revisions to the Investment Policy to clarify how DTC's Participants Fund may be invested. It has historically been DTC's practice to invest its Participants Fund in cash deposit accounts only, so that the funds are available for same-day access and settlement.

The Clearing Agencies are proposing to update the Investment Policy to more clearly reflect this practice. First, the Clearing Agencies are proposing to amend the table of allowable investments in Section 6.1 of the Investment Policy to include a separate column to identify the DTC Participants Fund, and show these funds as being available for investment only in bank deposits, including DTC's cash deposit account at the Federal Reserve Bank of New York. Currently, the DTC Participants Fund is included in the same column as the NSCC and FICC Clearing Funds, which may also be invested in other investment types. Therefore, as currently written, this table indicates that DTC's Participants Fund may also be invested in those other investment types. The proposed change to create a separate column for DTC's Participants Fund would more clearly identify the allowable investments of these funds.

Also, the Clearing Agencies are proposing to amend Section 6.2.1 of the Investment Policy, which describes the limits on investments in bank deposits, to explicitly state that DTC's Participants Fund may only be invested in demand deposit, savings or checking bank accounts

⁶ See Securities Exchange Act Release No. 88146 (February 7, 2020), 85 FR 8046 (February 12, 2020) (SR-NSCC-2019-802).

⁷ Id.

that provide same day access to funds. This proposed change would clearly identify the limits on investments of DTC's Participants Fund in certain types of bank deposits.

The proposed changes would improve the Investment Policy by more clearly identifying DTC's practice with respect to the investment of its Participants Fund deposits.

3. Enhance Description of Collateral Related to Reverse Repurchase Agreements

Finally, the Clearing Agencies are proposing to amend Section 6.2.2 of the Investment Policy, which describes investment limits on investments in reverse repurchase agreements. The proposed changes would include additional detail to more clearly describe the collateral that may be posted by a counterparty in connection with these investments and to identify the required haircuts on such collateral.

More specifically, in these arrangements, where the Clearing Agencies are the purchaser of securities, the counterparty to the transaction delivers to the custodian collateral (either securities or cash). Currently, the Investment Policy states that securities posted as collateral must have a market value equal to 102% or greater of the cash invested. The proposed changes to the Investment Policy would further state that U.S. Treasury securities, U.S. agency securities and agency mortgage-backed securities posted as collateral must have a two percent haircut; and cash posted as collateral shall have no haircut, because cash does not carry any associated market risk that could lead to a change in collateral value.

The proposed changes would improve the Investment Policy by more clearly describing the limits applicable to these types of investments.

(b) Statutory Basis

The Clearing Agencies believe that the proposed rule changes are 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 proposed modifications to the Investment Policy are consistent with Section 17A(b)(3)(F) of the Act⁸ and Rule 17Ad-22(e)(16) under the Act,⁹ for the reasons described below.

Section 17A(b)(3)(F) of the Act requires, in part, that the rules of each of the Clearing Agencies be designed to assure the safeguarding of securities and funds which are in the custody or control of each of the Clearing Agencies or for which they are responsible.¹⁰ The investment guidelines and governance procedures set forth in the Investment Policy are designed to safeguard funds which are in the custody or control of the Clearing Agencies or for which they are responsible. Such protections include, for example, following a prudent and conservative

⁸ 15 U.S.C. 78q-1(b)(3)(F).

⁹ 17 CFR 240.17Ad-22(e)(16).

¹⁰ 15 U.S.C. 78q-1(b)(3)(F).

investment philosophy that places the highest priority on maximizing liquidity and risk avoidance. The Clearing Agencies believe each of these proposed changes would help facilitate the effective execution of the Investment Policy pursuant to the guiding principles set forth therein. Therefore, the Clearing Agencies believe the proposed changes would allow the Clearing Agencies to continue to operate the Investment Policy pursuant to a prudent and conservative investment philosophy that assures the safeguarding of securities and funds which are in their custody and control, or for which they are responsible.

First, the proposed change to include proceeds from NSCC's issuance of term debt in the table of "Investable Funds" would make investments of these funds subject to the guidelines and restrictions set forth in the Investment Policy, and, therefore, would assure the safeguarding of these funds.

Second, the proposed changes to clarify the allowable investments for DTC's Participants Fund and enhance the description of restrictions applicable to investments in reverse repurchase agreements would improve the clarity and accuracy of the Investment Policy. By creating clearer descriptions, the Clearing Agencies believe these proposed changes would make the Investment Policy more effective in governing the management, custody, and investment of funds of and held by the Clearing Agencies.

For the reasons described above, the Clearing Agencies believe the proposed changes would improve the effectiveness of the Investment Policy and allow the Investment Policy to continue to be administered in alignment with the investment guidelines and governance procedures set forth therein. Given that such guidelines and governance procedures are designed to safeguard funds which are in the custody or control of the Clearing Agencies or for which they are responsible, the Clearing Agencies believe the proposed changes are consistent with the requirements of Section 17A(b)(3)(F) of the Act.¹¹

Rule 17Ad-22(e)(16) under the Act requires the Clearing Agencies to establish, implement, maintain and enforce written policies and procedures reasonably designed to safeguard the Clearing Agencies' own and their participants' assets, minimize the risk of loss and delay in access to these assets, and invest such assets in instruments with minimal credit, market, and liquidity risks.¹²

The Clearing Agencies believe that the Investment Policy follows a prudent and conservative investment philosophy, placing the highest priority on maximizing liquidity and avoiding risk of loss, by requiring the segregation of funds of each Clearing Agency and of types

¹¹ Id.

¹² When the Investment Policy was implemented, the Clearing Agencies were subject to the requirements of subsection (d) of Rule 17Ad-22 under the Act, and the Investment Policy was designed to meet the requirements of Rule 17Ad-22(d)(3). See *supra* note 2; 17 CFR 240.17Ad-22(d). The Securities and Exchange Commission ("Commission") subsequently adopted Rule 17Ad-22(e) and amended Rule 17Ad-22(d) such that the Clearing Agencies became subject to the new requirements of Rule 17Ad-22(e) and are no longer subject to the requirements of Rule 17Ad-22(d). 17 CFR 240.17Ad-22(e).

of funds of each Clearing Agency, using external credit ratings in the evaluation of counterparties, and establishing investment limits by counterparty as well as investment type. As originally implemented, the Investment Policy was designed to meet the requirements of Rule 17Ad-22(e)(16) under the Act.¹³

For the reasons stated above, the Clearing Agencies believe that each of the proposed revisions would improve the clarity and comprehensiveness of the Investment Policy and, therefore, make the Investment Policy more effective in governing the management, custody, and investment of funds of and held by the Clearing Agencies. In this way, the proposed changes would better allow the Clearing Agencies to maintain this document in a way that is designed to meet the requirements of Rule 17Ad-22(e)(16). Therefore, the Clearing Agencies believe the proposed revisions would be consistent with the requirements of Rule 17Ad-22(e)(16) under the Act.¹⁴

4. Clearing Agency's Statement on Burden on Competition

Each of the Clearing Agencies believes that none of the proposed revisions to the Investment Policy would have any impact, or impose any burden, on competition. The Investment Policy applies equally to allowable investments of FICC and NSCC Clearing Funds and DTC Participants Fund deposits, as applicable, of each member of the Clearing Agencies, and establishes a uniform policy at the Clearing Agencies. The proposed changes to the Investment Policy would not affect any changes on the fundamental purpose or operation of this document and, as such, would also not have any impact, or impose any burden, on competition.

5. 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.

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 change is to take effect immediately pursuant to paragraph A of Section 19(b)(3) of the Act.¹⁵

¹³ Id.

¹⁴ 17 CFR 240.17Ad-22(e)(16).

¹⁵ 15 U.S.C. 78s(b)(3)(A).

(b) The proposed rule change (i) does not significantly affect the protection of investors or the public interest; (ii) does not impose any significant burden on competition; and (iii) by its terms, does not become operative for 30 days after the date of the filing, or such shorter time as the Commission may designate if consistent with the protection of investors and the public interest.¹⁶ As noted above, the proposed changes primarily update and clarify the Investment Policy in connection with its ongoing maintenance and, as such, would not affect any material changes on the operation of this document. Therefore, these proposed changes would not significantly affect the protection of investors or the public interest, nor would these changes impose any significant burden on competition, for the reasons also described above.

The Clearing Agencies have given the Commission written notice of their 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.¹⁷

A proposed rule change filed pursuant to Rule 19b-4(f)(6) under the Act normally does not become operative prior to 30 days after the date of filing. Rule 19b-4(f)(6)(iii), however, permits the Commission to designate a shorter time if such action is consistent with the protection of investors and the public interest.¹⁸ The Clearing Agencies believe that it would be appropriate for the proposed changes to become operative on a shorter timeframe in order to allow the Clearing Agencies to maintain clear and accurate internal procedures, and avoid any errors in carrying out the important responsibilities described therein. As the Investment Policy is an internal facing document, the Clearing Agencies do not believe that allowing these proposed changes to become operative on a shorter timeframe would have any impact on the protection of investors or be inconsistent with the public interest. Therefore, the Clearing Agencies respectfully request the Commission waive the 30-day operative delay so that the Clearing Agencies may modify the Investment Policy without delay.

At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission will institute proceedings to determine whether the proposed rule should be approved or disapproved.

(c) Not applicable.

(d) Not applicable.

¹⁶ 17 CFR 240.19b-4(f)(6).

¹⁷ Id.

¹⁸ 17 CFR 240.19b-4(f)(6)(iii).

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

While the proposed rule changes are not based on the rules of another self-regulatory organization or of the Commission, the Investment Policy is applicable to each of the Clearing Agencies, and each of the Clearing Agencies has filed similar proposed revisions to this document 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 – Proposed changes to the Investment Policy. **Omitted and filed separately with the Commission. Confidential treatment of this Exhibit 5 pursuant to 17 CFR 240.24b-2 being requested.**

EXHIBIT 1A

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-[____]; File No. SR-DTC-2020-007)

[DATE]

Self-Regulatory Organizations; The Depository Trust Company; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Revise the Clearing Agency Investment Policy

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 March __, 2020, The Depository Trust Company (“DTC”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as described in Items I, II and III below, which Items have been prepared by the clearing agency. DTC filed the proposed rule change pursuant to Section 19(b)(3)(A) of the Act³ and Rule 19b-4(f)(6) thereunder.⁴ 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 revise the Clearing Agency Investment Policy (“Investment Policy”) of DTC and its affiliates, National Securities Clearing Corporation (“NSCC”) and Fixed Income Clearing Corporation (“FICC,” and together with DTC and NSCC, the “Clearing Agencies”) in order to (1) include the proceeds of the issuance of

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).

term debt by NSCC as part of the description of “Default Liquidity Funds” within the section for “Investable Funds”; (2) clarify the allowable investments for DTC’s Participants Fund;⁵ and (3) enhance the description of collateral that may be posted in connection with investments in reverse repurchase agreements; as described in greater detail below.

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.

⁵ The respective Clearing Funds of NSCC and FICC, and the DTC Participants Fund are described in the Rules & Procedures of NSCC (“NSCC Rules”), the DTC Rules, By-laws and Organization Certificate (“DTC Rules”), the Clearing Rules of the Mortgage-Backed Securities Division of FICC (“MBSD Rules”) and the Rulebook of the Government Securities Division of FICC (“GSD Rules”), respectively, available at <http://dtcc.com/legal/rules-and-procedures>. See Rule 4 (Clearing Fund) of the NSCC Rules, Rule 4 (Participants Fund and Participants Investment) of the DTC Rules, Rule 4 (Clearing Fund and Loss Allocation) of the GSD Rules and Rule 4 (Clearing Fund and Loss Allocation) of the MBSD Rules.

(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 revise the Investment Policy, which was adopted for each clearing agency in December 2016⁶ and is maintained in compliance with Rule 17Ad-22(e)(16) under the Act,⁷ in order to (1) include the proceeds of the issuance of term debt by NSCC as part of the description of “Default Liquidity Funds” within the section for “Investable Funds”; (2) clarify the allowable investments for DTC’s Participants Fund; and (3) enhance the description of collateral that may be posted in connection with investments in reverse repurchase agreements; as described in greater detail below.

Overview of the Investment Policy

The Investment Policy governs the management, custody and investment of cash deposited to the respective NSCC and FICC Clearing Funds, and the DTC Participants Fund, the proprietary liquid net assets (cash and cash equivalents) of the Clearing Agencies, and other funds held by the Clearing Agencies pursuant to their respective rules.

The Investment Policy identifies the guiding principles for investments and defines the roles and responsibilities of DTCC staff in administering the Investment

⁶ See Securities Exchange Act Release No. 79528 (December 12, 2016), 81 FR 91232 (December 16, 2016) (SR-DTC-2016-007, SR-FICC-2016-005, SR-NSCC-2016-003).

⁷ 17 CFR 240.17Ad-22(e)(16). As discussed in this filing, the Investment Policy also addresses compliance with the requirements of Rule 17Ad-22(e)(3). 17 CFR 240.17Ad-22(e)(3).

Policy pursuant to those principles. The Investment Policy is co-owned by DTCC's Treasury group ("Treasury")⁸ and the Counterparty Credit Risk team ("CCR") within DTCC's Group Chief Risk Office ("GCRO").⁹ Treasury is responsible for identifying potential counterparties to investment transactions, establishing and managing investment relationships with approved investment counterparties, and making and monitoring all investment transactions with respect to the Clearing Agencies. CCR is responsible for conducting a credit review of any potential counterparty, updating those reviews on a quarterly basis, and establishing an investment limit for each counterparty.

The Investment Policy also identifies sources of funds that may be invested, and the permitted investments of those funds, including the authority required to make such investments and the parameters of, and limitations on, each type of investment.

Allowable investments include bank deposits, reverse repurchase agreements, direct obligations of the U.S. government, money market mutual funds, high-grade corporate debt, and hedge transactions. Finally, the Investment Policy defines the approval authority required to exceed established investment limits.

Proposed Revisions to the Investment Policy

The Investment Policy is reviewed and approved by the Boards annually. In connection with the most recent annual review of the Investment Policy and in order to reflect recent changes to NSCC's default liquidity funds, the Clearing Agencies have

⁸ Treasury is a part of the DTCC Finance Department and is responsible for the safeguarding, investment and disbursement of funds on behalf of the Clearing Agencies and in accordance with the principles outlined in the Investment Policy.

⁹ Among other responsibilities, GCRO is generally responsible for the systems and processes designed to identify and manage credit, market and liquidity risks to the Clearing Agencies.

decided to propose certain revisions and updates. These proposed revisions, described in greater detail below, are designed to update the Investment Policy and help ensure that it reflects the Clearing Agencies' practices related to investments of funds.

1. *Include Additional NSCC Default Liquidity in Table of Investable Funds*

First, the Clearing Agencies are proposing to amend the table of investable funds in Section 5 of the Investment Policy to include proceeds from the issuance of term debt by NSCC in the description of NSCC's default liquidity funds.

This table identifies the sources of investable funds that are invested by the Clearing Agencies, and groups these sources of funds into separate categories. One of the categories of investable funds is the default liquidity funds of NSCC, which is currently described as including the proceeds from the issuance of commercial paper and extendible notes. NSCC recently proposed to raise additional prefunded default liquidity through the periodic issuance and private placement of term debt.¹⁰ The investment of these funds would be governed by the Investment Policy.

The proposed change to the Investment Policy would include proceeds from the issuance of term debt in this category of "Investable Funds" to reflect the recent effectiveness of NSCC's proposal.¹¹

2. *Clarify Allowable Investments for DTC's Participants Fund*

Second, the Clearing Agencies are proposing to make two revisions to the Investment Policy to clarify how DTC's Participants Fund may be invested. It has

¹⁰ See Securities Exchange Act Release No. 88146 (February 7, 2020), 85 FR 8046 (February 12, 2020) (SR-NSCC-2019-802).

¹¹ Id.

historically been DTC's practice to invest its Participants Fund in cash deposit accounts only, so that the funds are available for same-day access and settlement.

The Clearing Agencies are proposing to update the Investment Policy to more clearly reflect this practice. First, the Clearing Agencies are proposing to amend the table of allowable investments in Section 6.1 of the Investment Policy to include a separate column to identify the DTC Participants Fund, and show these funds as being available for investment only in bank deposits, including DTC's cash deposit account at the Federal Reserve Bank of New York. Currently, the DTC Participants Fund is included in the same column as the NSCC and FICC Clearing Funds, which may also be invested in other investment types. Therefore, as currently written, this table indicates that DTC's Participants Fund may also be invested in those other investment types. The proposed change to create a separate column for DTC's Participants Fund would more clearly identify the allowable investments of these funds.

Also, the Clearing Agencies are proposing to amend Section 6.2.1 of the Investment Policy, which describes the limits on investments in bank deposits, to explicitly state that DTC's Participants Fund may only be invested in demand deposit, savings or checking bank accounts that provide same day access to funds. This proposed change would clearly identify the limits on investments of DTC's Participants Fund in certain types of bank deposits.

The proposed changes would improve the Investment Policy by more clearly identifying DTC's practice with respect to the investment of its Participants Fund deposits.

3. Enhance Description of Collateral Related to Reverse Repurchase Agreements

Finally, the Clearing Agencies are proposing to amend Section 6.2.2 of the Investment Policy, which describes investment limits on investments in reverse repurchase agreements. The proposed changes would include additional detail to more clearly describe the collateral that may be posted by a counterparty in connection with these investments and to identify the required haircuts on such collateral.

More specifically, in these arrangements, where the Clearing Agencies are the purchaser of securities, the counterparty to the transaction delivers to the custodian collateral (either securities or cash). Currently, the Investment Policy states that securities posted as collateral must have a market value equal to 102% or greater of the cash invested. The proposed changes to the Investment Policy would further state that U.S. Treasury securities, U.S. agency securities and agency mortgage-backed securities posted as collateral must have a two percent haircut; and cash posted as collateral shall have no haircut, because cash does not carry any associated market risk that could lead to a change in collateral value.

The proposed changes would improve the Investment Policy by more clearly describing the limits applicable to these types of investments.

2. Statutory Basis

The Clearing Agencies believe that the proposed rule changes are 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 proposed

modifications to the Investment Policy are consistent with Section 17A(b)(3)(F) of the Act¹² and Rule 17Ad-22(e)(16) under the Act,¹³ for the reasons described below.

Section 17A(b)(3)(F) of the Act requires, in part, that the rules of each of the Clearing Agencies be designed to assure the safeguarding of securities and funds which are in the custody or control of each of the Clearing Agencies or for which they are responsible.¹⁴ The investment guidelines and governance procedures set forth in the Investment Policy are designed to safeguard funds which are in the custody or control of the Clearing Agencies or for which they are responsible. Such protections include, for example, following a prudent and conservative investment philosophy that places the highest priority on maximizing liquidity and risk avoidance. The Clearing Agencies believe each of these proposed changes would help facilitate the effective execution of the Investment Policy pursuant to the guiding principles set forth therein. Therefore, the Clearing Agencies believe the proposed changes would allow the Clearing Agencies to continue to operate the Investment Policy pursuant to a prudent and conservative investment philosophy that assures the safeguarding of securities and funds which are in their custody and control, or for which they are responsible.

First, the proposed change to include proceeds from NSCC's issuance of term debt in the table of "Investable Funds" would make investments of these funds subject to the guidelines and restrictions set forth in the Investment Policy, and, therefore, would assure the safeguarding of these funds.

¹² 15 U.S.C. 78q-1(b)(3)(F).

¹³ 17 CFR 240.17Ad-22(e)(16).

¹⁴ 15 U.S.C. 78q-1(b)(3)(F).

Second, the proposed changes to clarify the allowable investments for DTC's Participants Fund and enhance the description of restrictions applicable to investments in reverse repurchase agreements would improve the clarity and accuracy of the Investment Policy. By creating clearer descriptions, the Clearing Agencies believe these proposed changes would make the Investment Policy more effective in governing the management, custody, and investment of funds of and held by the Clearing Agencies.

For the reasons described above, the Clearing Agencies believe the proposed changes would improve the effectiveness of the Investment Policy and allow the Investment Policy to continue to be administered in alignment with the investment guidelines and governance procedures set forth therein. Given that such guidelines and governance procedures are designed to safeguard funds which are in the custody or control of the Clearing Agencies or for which they are responsible, the Clearing Agencies believe the proposed changes are consistent with the requirements of Section 17A(b)(3)(F) of the Act.¹⁵

Rule 17Ad-22(e)(16) under the Act requires the Clearing Agencies to establish, implement, maintain and enforce written policies and procedures reasonably designed to safeguard the Clearing Agencies' own and their participants' assets, minimize the risk of loss and delay in access to these assets, and invest such assets in instruments with minimal credit, market, and liquidity risks.¹⁶

¹⁵ Id.

¹⁶ When the Investment Policy was implemented, the Clearing Agencies were subject to the requirements of subsection (d) of Rule 17Ad-22 under the Act, and the Investment Policy was designed to meet the requirements of Rule 17Ad-22(d)(3). See supra note 6; 17 CFR 240.17Ad-22(d). The Commission subsequently adopted Rule 17Ad-22(e) and amended Rule 17Ad-22(d) such that the Clearing Agencies became subject to the new requirements of Rule 17Ad-

The Clearing Agencies believe that the Investment Policy follows a prudent and conservative investment philosophy, placing the highest priority on maximizing liquidity and avoiding risk of loss, by requiring the segregation of funds of each Clearing Agency and of types of funds of each Clearing Agency, using external credit ratings in the evaluation of counterparties, and establishing investment limits by counterparty as well as investment type. As originally implemented, the Investment Policy was designed to meet the requirements of Rule 17Ad-22(e)(16) under the Act.¹⁷

For the reasons stated above, the Clearing Agencies believe that each of the proposed revisions would improve the clarity and comprehensiveness of the Investment Policy and, therefore, make the Investment Policy more effective in governing the management, custody, and investment of funds of and held by the Clearing Agencies. In this way, the proposed changes would better allow the Clearing Agencies to maintain this document in a way that is designed to meet the requirements of Rule 17Ad-22(e)(16). Therefore, the Clearing Agencies believe the proposed revisions would be consistent with the requirements of Rule 17Ad-22(e)(16) under the Act.¹⁸

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

Each of the Clearing Agencies believes that none of the proposed revisions to the Investment Policy would have any impact, or impose any burden, on competition. The Investment Policy applies equally to allowable investments of FICC and NSCC Clearing

22(e) and are no longer subject to the requirements of Rule 17Ad-22(d). 17 CFR 240.17Ad-22(e).

¹⁷ Id.

¹⁸ 17 CFR 240.17Ad-22(e)(16).

Funds and DTC Participants Fund deposits, as applicable, of each member of the Clearing Agencies, and establishes a uniform policy at the Clearing Agencies. The proposed changes to the Investment Policy would not affect any changes on the fundamental purpose or operation of this document and, as such, would also not have any impact, or impose any burden, on competition.

(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

Because the foregoing proposed rule change does not:

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

shorter time as the Commission may designate, it has become effective pursuant to Section 19(b)(3)(A) of the Act¹⁹ and Rule 19b-4(f)(6) thereunder.²⁰

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.

¹⁹ 15 U.S.C. 78s(b)(3)(A).

²⁰ 17 CFR 240.19b-4(f)(6).

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-2020-007 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-2020-007. 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. 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-DTC-2020-007 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.²¹

Secretary

²¹ 17 CFR 200.30-3(a)(12).

EXHIBIT 5

Clearing Agency Investment Policy

TEXT OF PROPOSED RULE CHANGE

Bold and underlined text indicates proposed added language.

~~Bold and strikethrough~~ text indicates proposed deleted language.

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