

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 79	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - 2021 - * 002 Amendment No. (req. for Amendments *)
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Filing by National Securities Clearing Corporation
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

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

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

Amend the Supplemental Liquidity Deposit Requirements

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 03/05/2021 By Nikki Poulos (Name *)
 Managing Director and Deputy General Counsel
 npoulos@dtcc.com

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 EFFS website.

Form 19b-4 Information *

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

Exhibit 1 - Notice of Proposed Rule Change *

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

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

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

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

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Exhibit Sent As Paper Document

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

Exhibit 3 - Form, Report, or Questionnaire

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Exhibit Sent As Paper Document

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

Exhibit 4 - Marked Copies

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

Exhibit 5 - Proposed Rule Text

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

Partial Amendment

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

1. Text of the Proposed Rule Change

(a) The proposed rule change of National Securities Clearing Corporation (“NSCC”) is annexed hereto as Exhibit 5 and consists of modifications to Rule 4(A) (Supplemental Liquidity Deposits) of the NSCC’s Rules & Procedures (“Rules”) to (1) calculate and collect, when applicable, supplemental liquidity deposits to NSCC’s Clearing Fund (“Supplemental Liquidity Deposits,” or “SLD”) on a daily basis rather than only in advance of the monthly expiration of stock options (defined in Rule 4(A) as “Options Expiration Activity Period”); (2) establish an intraday SLD obligation that would apply in advance of Options Expiration Activity Periods and may also be applied on other days, as needed; (3) implement an alternative pro rata calculation of Members’ SLD obligations that may apply in certain circumstances; and (4) simplify and improve the transparency of the description of the calculation, collection and treatment of SLD in Rule 4(A) of the Rules, as described in greater detail below.¹

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

The proposal was approved by the Risk Committee of the Board of Directors of NSCC on May 21, 2020.

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

(a) Purpose

NSCC is proposing to enhance its management of the liquidity risks that arise in or are borne by it by calculating and collecting, when applicable, SLD on each Business Day rather than only in advance of Options Expiration Activity Periods. The proposed changes would establish an intraday SLD obligation that would apply in advance of Options Expiration Activity Periods and may be applicable on any Business Day, as needed. The proposal would also implement an alternative pro rata calculation of Members’ SLD obligations that may apply in certain circumstances. Finally, in connection with these proposed changes, NSCC would simplify and improve the description of the calculation, collection and treatment of SLD in Rule 4(A). These proposed rule changes are described in greater detail below.

(i) *Overview of the NSCC Liquidity Risk Management*

NSCC, along with its affiliates, The Depository Trust Company and Fixed Income Clearing Corporation, maintains a Clearing Agency Liquidity Risk Management Framework (“Framework”) that sets forth the manner in which NSCC measures, monitors and manages the

¹ Capitalized terms not defined herein are defined in the Rules, available at http://dtcc.com/~media/Files/Downloads/legal/rules/nscc_rules.pdf.

liquidity risks that arise in or are borne by it.² As a central counterparty, NSCC's liquidity needs are driven by the requirement to complete end-of-day money settlement, on an ongoing basis, in the event NSCC ceases to act for a Member (hereinafter referred to as a "default").³ If a Member defaults, NSCC needs to complete settlement of guaranteed transactions on the defaulted Member's behalf from the date of default through the remainder of the settlement cycle. As such, and as provided for in the Framework, NSCC measures the sufficiency of its qualifying liquid resources through daily liquidity studies across a range of scenarios, including amounts NSCC would need in the event the Member or Member family with the largest aggregate liquidity exposure defaults.⁴

As described in the Framework, NSCC seeks to maintain qualifying liquid resources in an amount sufficient to cover this risk. These resources currently include (1) cash deposits to the NSCC Clearing Fund;⁵ (2) the proceeds of the issuance and private placement of (a) short-term, unsecured notes in the form of commercial paper and extendable notes ("Commercial Paper Program"),⁶ and (b) term debt ("Term Debt Issuance");⁷ (3) cash that would be obtained by drawing on NSCC's committed 364-day credit facility with a consortium of banks ("Line of Credit");⁸ and (4) Supplemental Liquidity Deposits, collected pursuant to Rule 4(A), which are currently designed to cover the heightened liquidity exposure arising around Options Expiration

² See Securities Exchange Act Release No. 82377 (December 21, 2017), 82 FR 61617 (December 28, 2017) (File Nos. SR-DTC-2017-004; SR-FICC-2017-008; SR-NSCC-2017-005).

³ The Rules identify when NSCC may cease to act for a Member and the types of actions NSCC may take. For example, NSCC may suspend a firm's membership with NSCC or prohibit or limit a Member's access to NSCC's services in the event that Member defaults on a financial or other obligation to NSCC. See Rule 46 (Restrictions on Access to Services) of the Rules, supra note 1.

⁴ "Qualifying liquid resources" are defined in Rule 17Ad-22(a)(14) under the Securities Exchange Act of 1934 ("Act"). 17 CFR 240.17Ad-22(a)(14). The Framework also includes a definition of qualifying liquid resources that incorporates by reference Rule 17Ad-22(a)(14). See supra note 2.

⁵ See Rule 4 (Clearing Fund) and Procedure XV (Clearing Fund Formula and Other Matters) of the Rules, supra note 1.

⁶ See Securities Exchange Act Release Nos. 75730 (August 19, 2015), 80 FR 51638 (August 25, 2015) (File No. SR-NSCC-2015-802); 82676 (February 9, 2018), 83 FR 6912 (February 15, 2018) (File No. SR-NSCC-2017-807).

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

⁸ See Securities Exchange Act Release No. 80605 (May 5, 2017), 82 FR 21850 (May 10, 2017) (File Nos. SR-DTC-2017-802; SR-NSCC-2017-802).

Activity Periods, required from those Members whose activity would pose the largest liquidity exposure to NSCC.⁹

NSCC's liquidity risk management has evolved in order to adhere to regulatory requirements that were adopted after Rule 4(A) was implemented.¹⁰ As part of its efforts to maintain compliance with these requirements, NSCC has continued to strengthen its liquidity risk management strategy, including through growing and diversifying its qualifying liquid resources. In connection with these ongoing efforts, NSCC is proposing to calculate and collect, when applicable, SLD every Business Day rather than only in connection with Options Expiration Activity Periods. This proposed change would improve NSCC's ability to measure and monitor its daily liquidity exposures and allow it to collect additional qualifying liquid resources from Members whose activity poses the largest liquidity exposure to NSCC in connection with their daily settlement activity, and not only during Options Expiration Activity Periods. By measuring SLD against Members' actual daily settlement activity and NSCC's available qualifying liquid resources, the proposal would also help mitigate risks to NSCC that it is unable to secure adequate default liquidity from other sources in an amount necessary to meet its liquidity needs. For example, the proposal would help mitigate the risks that could arise if investor demand for the short-term notes issued under the Commercial Paper Program weakens, there is limited investor demand for term debt issued pursuant to a Term Debt Issuance, or NSCC is unable to renew its Line of Credit at the targeted amount.

NSCC is also proposing to establish an intraday SLD obligation that would apply on the first Business Day of the Options Expiration Activity Period to allow NSCC to continue to mitigate the additional liquidity exposures presented by options activity. The proposal would also permit NSCC to calculate and collect an intraday SLD on any Business Day when, for example, NSCC believes that it is necessary to collect an additional SLD from a Member whose activity presents relatively greater risks to the NSCC on an overnight basis.

NSCC is also proposing to implement an alternative calculation of Members' SLD requirements that would be their pro rata allocation of the largest SLD obligation calculated for that Business Day. This proposed change would provide NSCC with the discretion, in certain circumstances, to allocate its largest liquidity need on a Business Day among those Members that are required to pay SLD on that day rather than collect separate SLD from those Members, as described in greater detail below.

In connection with these proposed changes, NSCC would also simplify the description of the calculation of SLD in Rule 4(A) in order to improve the transparency of this Rule, as described in greater detail below.

⁹ See Rule 4(A) (Supplemental Liquidity Deposits) of the Rules, supra note 1. See also Securities Exchange Act Release Nos. 70999 (December 5, 2013), 78 FR 75413 (December 11, 2013) (File No. SR-NSCC-2013-02); 71000 (December 5, 2013), 78 FR 75400 (December 11, 2013) (File No. SR-NSCC-2013-802).

¹⁰ See 17 CFR 240.17Ad-22(e)(7). See also supra note 2.

(ii) Current Rule 4(A) and Supplemental Liquidity Deposits

Under the current Rule 4(A), NSCC collects SLD from the unaffiliated Members and families of affiliated Members (each defined as an “Affiliated Family”) that incur the largest gross settlement debits over the settlement cycle during times of increased trading activity that arise around Options Expiration Activity Periods.¹¹

Under the current Rule 4(A), NSCC performs calculations on a monthly basis, no later than the fifth day prior to an Options Expiration Activity Period, using activity observed over a 24-month lookback period (defined in the current Rule 4(A) as the “Special Activity Lookback Period”).¹² These calculations determine (1) NSCC’s largest liquidity need that exceeded its liquidity resources (defined in Rule 4(A) as “Special Activity Peak Liquidity Need”); and (2) the 30 (or fewer) unaffiliated Members or Affiliated Families (defined in Rule 4(A) as “Special Activity Liquidity Providers”) that presented the largest liquidity exposures to NSCC (defined in Rule 4(A) as “Special Activity Peak Liquidity Exposures”).¹³ To determine the SLD obligations of each Special Activity Liquidity Provider, the calculated Special Activity Peak Liquidity Need of NSCC is allocated to these Special Activity Liquidity Providers in proportion to the Special Activity Peak Liquidity Exposures they presented to NSCC during the Special Activity Lookback Period. Special Activity Liquidity Providers are required to fund their SLD obligations by the close of business on the second day prior to the applicable Options Expiration Activity Period.¹⁴ SLD may be returned to Special Activity Liquidity Providers seven Business Days after the end of the applicable Options Expiration Activity Period.¹⁵

On any Business Day between calculation dates, if NSCC observes an increase in its liquidity needs that exceeds a predetermined threshold amount, it may call for an additional deposit from the Member whose increase in activity levels caused (or was the primary cause of) such increased liquidity need (defined in Rule 4(A) as “Special Activity Liquidity Call”).¹⁶ NSCC may hold deposits made pursuant to a Special Activity Liquidity Call for up to 90 days after the deposit is made.¹⁷ Members are also permitted to submit a cash deposit to the Clearing Fund as a “Special Activity Prefund Deposit” no later than the first Business Day of an Options

¹¹ See Section 2 of Rule 4(A) (Supplemental Liquidity Deposits) of the Rules, supra note 1.

¹² See id.

¹³ See Section 3 of Rule 4(A) (Supplemental Liquidity Deposits) of the Rules, id.

¹⁴ See Section 4 of Rule 4(A) (Supplemental Liquidity Deposits) of the Rules, id.

¹⁵ See Section 9 of Rule 4(A) (Supplemental Liquidity Deposits) of the Rules, id.

¹⁶ See Section 7 of Rule 4(A) (Supplemental Liquidity Deposits) of the Rules, id.

¹⁷ See Section 10 of Rule 4(A) (Supplemental Liquidity Deposits) of the Rules, id.

Expiration Activity Period.¹⁸ NSCC understands that a Member would generally make a Special Activity Prefund Deposit when it anticipates that its Special Activity Peak Liquidity Exposure during that period may be greater than the amount calculated by NSCC pursuant to Rule 4(A) based on activity in the Special Activity Lookback Period.¹⁹

The current Rule 4(A) also addresses how SLD are treated generally.²⁰ Specifically, while SLD are part of a Member's actual deposit to the Clearing Fund, they are made in addition to a Member's Required Fund Deposit and any other deposit of any such Member to the Clearing Fund.²¹ Rule 4(A) also provides that SLD may be invested and may be used to satisfy a loss or liability as provided for in Sections 3 or 13 of Rule 4, and addresses NSCC's obligation to provide Members with certain information that would help them anticipate their potential SLD requirements.²²

(iii) Amended Rule 4(A) and Proposed Daily Calculation of Supplemental Liquidity Deposits

In order to better address the liquidity risks presented by Members' daily activity, NSCC is proposing to amend Rule 4(A) to calculate and collect, when applicable, SLD every Business Day rather than only in connection with the monthly expiration of stock options. While the monthly expiration of stock options does present larger liquidity exposures to NSCC, NSCC may also face large liquidity exposures from Members' daily activity, particularly during volatile market conditions. By allowing NSCC to calculate and collect SLD daily, NSCC would be able to identify these exposures based on Members' daily activity rather than estimate its upcoming liquidity exposures based on activity observed over a lookback period. The proposal would help NSCC mitigate its liquidity risks through the daily collection of SLD from those Members' whose daily activity would, in the event of the Member's default, create a potential liquidity need that is in excess of NSCC's available qualifying liquid resources. The proposal would also permit NSCC to return SLD to Members on the Business Day following the day those deposits are collected and would remove the current requirement that SLD be held for up to 90 days.

In order to implement this proposed change to the timing of the SLD, NSCC would make a number of changes to Rule 4(A), described below. The proposed changes to Rule 4(A) would implement a daily calculation and collection of SLD, simplify and clarify the calculations done in connection with the SLD requirements, and enhance the disclosures of the SLD requirements.

¹⁸ See definition of "Special Activity Prefund Deposit" in Section 2 of Rule 4(A) (Supplemental Liquidity Deposits) of the Rules, id.

¹⁹ See id.

²⁰ See Section 13 of Rule 4(A) (Supplemental Liquidity Deposits) of the Rules, id.

²¹ See Section 13(b) of Rule 4(A) (Supplemental Liquidity Deposits) of the Rules, id.

²² See Section 13(c) and Section 14 of Rule 4(A) (Supplemental Liquidity Deposits) of the Rules, id.

Despite these proposed changes, the structure of Rule 4(A) and the fundamental mechanics of the SLD requirements would be unchanged.

Proposed Daily Calculation of Supplemental Liquidity Deposits

Supplemental Liquidity Providers. Under the proposed Rule 4(A), each Business Day NSCC would determine the 30 (or fewer) Members (each such Member a “Supplemental Liquidity Provider”) that had the “Peak Liquidity Need,” which would be defined as the largest Daily Liquidity Need that NSCC would have for that Member or Affiliated Family in a “Lookback Period.”²³ For purposes of this calculation, Daily Liquidity Need would be defined as the amount of liquid resources needed to effect the settlement of NSCC’s payment obligations as a central counterparty over a three day settlement cycle, assuming the default of that Member on that day.

As described above, Supplemental Liquidity Providers are currently identified by reviewing Members’ Special Activity Peak Liquidity Exposures over the Lookback Period. Under the proposed approach, NSCC would base this determination on Members’ Peak Liquidity Need, which would continue to identify those Members whose activity posed the largest liquidity risks to NSCC during the Lookback Period. The proposed approach would no longer require a calculation using NSCC’s available liquid resources on each day in the Lookback Period but would use a simpler approach by looking only at liquidity need. The proposed approach to use a simpler calculation would reduce the risk of error and would clarify the description of how NSCC would identify Supplemental Liquidity Providers in the proposed Rule 4(A), making it more predictable to Members.

Supplemental Liquidity Obligation. After NSCC determines the Supplemental Liquidity Providers, NSCC would then determine if any of the Supplemental Liquidity Providers would be required to pay an SLD on that Business Day. The proposed Rule 4(A) would use a simplified calculation by determining if the Daily Liquidity Need for each Supplemental Liquidity Provider on that Business Day exceeds the sum of NSCC’s qualifying liquid resources available to NSCC on that day, assuming stressed market conditions (described below) (defined in the proposed Rule 4(A) as “Qualifying Liquid Resources”). The result of that calculation would be a Supplemental Liquidity Provider’s SLD requirement (defined in the proposed Rule 4(A) as a “Supplemental Liquidity Obligation”) for that day. If the Daily Liquidity Need of a Supplemental Liquidity Provider does not exceed NSCC’s Qualifying Liquid Resources on that day, then it would not have a Supplemental Liquidity Obligation.

Because this calculation would be done at the start of each Business Day (as discussed further below), it would be based on the Qualifying Liquid Resources, including Required Fund Deposits to the Clearing Fund, available to NSCC as of the end of the prior Business Day.

²³ The “Lookback Period” would continue to be defined as 24 months, or a longer period as determined by NSCC in its discretion. NSCC may adjust the Lookback Period if, for example, unusual activity observed in the Lookback Period is not an appropriate indicator of future settlement activity and causes a Member to be a Supplemental Liquidity Provider. See Section 2 (Defined Terms) of Rule 4(A), id.

Additionally, in order to anticipate market conditions that could cause Qualifying Liquid Resources to be unavailable on that day, NSCC would apply stress scenarios in determining its total Qualifying Liquid Resources for purposes of Rule 4(A). Currently, NSCC applies stress scenarios in determining the Special Activity Daily Liquidity Need and, in practice, they are currently applied to the Other Qualifying Liquid Resources in this calculation under the current Rule 4(A).²⁴ The proposed change would allow NSCC to continue to assume stressed markets in its SLD calculations, which protects it against unexpected market events.²⁵ The proposed changes to Rule 4(A) would make it clearer how these stress scenarios are applied.

Under this proposed calculation, NSCC would no longer need to estimate the potential liquidity need a Member's activity could pose to NSCC based on activity that settled in the Lookback Period. Instead, the Supplemental Liquidity Obligation of a Member would be calculated based on the actual liquidity exposure that its daily activity would pose to NSCC on that particular day in the event of that Member's default. The proposed change provides both NSCC and Members with a more reliable measure of the liquidity risks posed to NSCC by its Members' daily settlement activity in calculating SLD requirements.

Each Supplemental Liquidity Provider that has a Supplemental Liquidity Obligation on a Business Day would receive a notice from NSCC of the amount of its Supplemental Liquidity Obligation and would be required to make a deposit in that amount to the Clearing Fund within one hour of such notice. The proposed timing of funding a Supplemental Liquidity Obligation would mirror the current requirement that is applied to Members' Required Fund Deposits, which is also calculated and collected daily, and must be funded within one hour of demand.²⁶ Specifically, NSCC expects to deliver notification of Supplemental Liquidity Obligations to Supplemental Liquidity Providers by around 8:30 AM ET each Business Day, with deposits required by no later than 9:30 AM ET.

Proposed Pro Rata Calculation of Supplemental Liquidity Obligations. As an alternative to the calculation of Supplemental Liquidity Obligations described above, proposed Rule 4(A) would also state that, in the event two or more Supplemental Liquidity Providers have a Supplemental Liquidity Obligation of more than \$2 billion on a Business Day, calculated pursuant to the calculation described above, NSCC may determine the Supplemental Liquidity

²⁴ Current Rule 4(A) uses the defined term "Other Qualifying Liquid Resources" to refer to NSCC's qualifying liquid resources other than the Clearing Fund and the Line of Credit. See Section 2 of Rule 4(A) (Supplemental Liquidity Deposits) of the Rules, *id.*

²⁵ NSCC would apply the same stress scenarios that it currently applies, which include the market shocks of 1987, and removing the largest commitment to the Line of Credit, excess deposits to the Clearing Fund on deposit and proceeds from issued commercial paper that is maturing within five Business Days from NSCC's Qualifying Liquid Resource. Any changes to these stress scenarios would be announced by an Important Notice posted to NSCC's website.

²⁶ See Section II(B) of Procedure XV (Clearing Fund Formula and Other Matters) of the Rules, *supra* note 1.

Obligation of all Supplemental Liquidity Providers on that day would be their pro rata share of the largest Supplemental Liquidity Obligation calculated on that Business Day.²⁷

This proposed alternative calculation of the Supplemental Liquidity Obligations would provide NSCC with the option of collecting only the largest SLD calculated on a Business Day, allocated among each of the Supplemental Liquidity Providers. The purpose of this proposed provision is to provide NSCC with the option of collecting enough funds to meet its regulatory requirements in circumstances when the aggregate Supplemental Liquidity Obligations on a particular day would significantly exceed that amount. Therefore, NSCC has structured this provision to be available only if two or more Supplemental Liquidity Providers owe SLD of more than \$2 billion. NSCC has never had two more Supplemental Liquidity Providers owe more than \$2 billion in SLD on a calculation date since Rule 4(A) was adopted. Therefore, NSCC believes this alternative calculation would only be available in very limited circumstances. Furthermore, NSCC believes the threshold of \$2 billion is appropriate as it would only permit this alternative calculation in circumstances when it would have a material impact on the allocation of Supplemental Liquidity Obligations among the Supplemental Liquidity Providers.

In such circumstances, when multiple Members have relatively large Supplemental Liquidity Obligations of more than \$2 billion, NSCC would have the option to determine if it is appropriate to collect the largest SLD calculated for that Business Day, divided pro rata among the Supplemental Liquidity Providers rather than collect the each of the Supplemental Liquidity Obligations of those firms. NSCC may determine, for example, that, in certain market conditions, this approach would be appropriate to alleviate liquidity pressures on Supplemental Liquidity Providers. This alternative calculation would allow NSCC to collect sufficient qualifying liquid resources to meet its regulatory obligations with respect to liquidity risk management without requiring all of the Supplemental Liquidity Providers to fund the total amount of their calculated Supplemental Liquidity Obligation on that Business Day.²⁸

²⁷ As an example, the Supplemental Liquidity Obligations for three Supplemental Liquidity Providers on a Business Day are – Member A: \$6 billion, Member B: \$2 billion and Member C: \$1 billion. If NSCC determines, in its sole discretion, to calculate their Supplemental Liquidity Obligations on a pro-rata basis, then their Supplemental Liquidity Obligations would be – Member A: \$4 billion (or 6/9 of the largest Supplemental Liquidity Obligation of \$6 billion), Member B: \$1.3 billion (or 2/9 of the \$6 billion) and Member C: \$700 million (or 1/9 of the \$6 billion). The notice provided to each Supplemental Liquidity Provider on that Business Day would inform those Members that this pro-rata calculation was applied.

²⁸ Rule 17Ad-22(e)(7)(i) under the Act requires, in part, that NSCC maintain sufficient liquid resources at the minimum to effect same-day settlement of payment obligations with a high degree of confidence under a wide range of foreseeable stress scenarios, including the default of the participant family that would generate the largest aggregate payment obligation for the covered clearing agency in extreme but plausible market conditions. 17 CFR 240.17Ad-22(e)(7)(i).

Intraday Supplemental Liquidity Calls. The proposed Rule 4(A) would also establish Intraday Supplemental Liquidity Calls that would replace the current Special Activity Liquidity Calls. The existing Special Activity Liquidity Calls are designed to address increases in NSCC's liquidity need between calculation dates. The proposed Intraday Supplemental Liquidity Calls would serve a similar function, allowing NSCC to calculate and collect additional SLD on an intraday basis if a Supplemental Liquidity Provider's increased activity levels or projected settlement activity causes NSCC's Daily Liquidity Need to exceed NSCC's Qualifying Liquid Resources. This proposed provision would assist NSCC in mitigating increased liquidity exposures in specified circumstances.

First, proposed Rule 4(A) would establish a monthly Intraday Supplemental Liquidity Call that is calculated and collected, when applicable, on the first Business Day of an Options Expiration Activity Period, which is typically a Friday.²⁹ This Intraday Supplemental Liquidity Call would be calculated as the difference between (1) NSCC's Daily Liquidity Need, recalculated to account for both actual settlement activity submitted to NSCC over the course of Business Day and projected activity in stock options that is expected to be submitted to NSCC³⁰ and (2) NSCC's Qualifying Liquid Resources. Settlement activity may net with (and offset) the activity that NSCC uses in re-calculating the Daily Liquidity Need. In order to account for any potential offsetting settling activity, NSCC would adjust the re-calculated Daily Liquidity Need using an estimated netting percentage that is based on each Supplemental Liquidity Provider's average percentage of netting observed over the prior 24 months. Under this proposed provision, NSCC would adjust the amount of SLD it collects in order to mitigate the increased liquidity exposures related to the monthly expiration of stock options.

Second, proposed Rule 4(A) would allow NSCC to call for additional SLD on an intraday basis on any Business Day if a Supplemental Liquidity Provider's increased activity levels causes NSCC's Daily Liquidity Need to exceed NSCC's Qualifying Liquid Resources and NSCC determines, in its sole discretion, that it is appropriate to require an additional intraday SLD from that Supplemental Liquidity Provider in order to mitigate those additional liquidity exposures. Under this proposed change, NSCC would have the ability to make an Intraday Supplemental Liquidity Call on any Business Day. The amount of an Intraday Supplemental Liquidity Call would be the difference between NSCC's Daily Liquidity Need, recalculated for that Business Day taking into account any increase in settlement activity, and NSCC's Qualifying Liquid Resources. This proposed provision would allow NSCC to adjust the amount of SLD it collects for a Business Day in circumstances when NSCC believes it is necessary to

²⁹ The proposed Rule 4(A) will retain the existing definition of an Options Expiration Activity Period for purposes of this monthly Intraday Supplemental Liquidity Call.

³⁰ Each Business Day, NSCC receives information regarding projected settlement activity from The Options Clearing Corporation pursuant to a Stock and Futures Settlement Agreement ("OCC Accord"). The OCC Accord provides for the clearance and settlement of exercises and assignments of options on eligible securities or the maturity of eligible stock futures contracts through NSCC. See Securities Exchange Act Release No. 81260 (July 31, 2017), 82 FR 36484 (August 4, 2017) (File Nos. SR-NSCC-2017-803; SR-OCC-2017-804).

accelerate the collection of additional SLD from Supplemental Liquidity Providers whose activity may present relatively greater risks to the NSCC on an overnight basis. NSCC would determine if an Intraday Supplemental Liquidity Call is appropriate based on a variety of factors and circumstances, including, but not limited to, an assessment of a Supplemental Liquidity Provider's ability to meet its projected settlement or Supplemental Liquidity Obligations and estimates of settlement activity that could offset settlement exposures and are not reflected in NSCC's liquidity estimates.

Returns of SLD and Miscellaneous Matters. Proposed Rule 4(A) would provide that NSCC would return SLD, including any SLD funded pursuant to an Intraday Supplemental Liquidity Call, on the next Business Day unless such amounts are held longer by NSCC pursuant to proposed Section 12a of Rule 4(A), as described below. Under the current Rule 4(A), NSCC may hold SLD for up to seven Business Days after the end of the applicable Options Expiration Activity Period and may hold SLD funded pursuant to a Special Activity Liquidity Call for up to 90 days after such deposit is made. Under the proposed change, because NSCC would recalculate the Supplemental Liquidity Obligations each Business Day, NSCC would no longer need to hold SLD for these extended periods.

NSCC would amend proposed Section 12a (currently Section 13a) of Rule 4(A) to clarify that SLD, as part of Members' actual deposit to the Clearing Fund, would be subject to the provision of Section 9 of Rule 4. Section 9 of Rule 4 addresses NSCC's right to withhold all or any part of any excess deposit of a Member if such Member has been placed on the Watch List pursuant to the Rules or if NSCC determines that the Member's anticipated activities in NSCC in the near future may reasonably be expected to be materially different than its activities of the recent past.³¹ Current Section 13a of Rule 4(A) addresses how SLD are treated pursuant to other Rules, particularly Rule 4, which addresses Members' deposits to the Clearing Fund. While this proposal would not change NSCC's rights with respect to these funds, it would provide Members with greater transparency into how SLD are treated under Rule 4.

NSCC would also amend the provision in Rule 4(A) that addresses when SLD would be returned to a Member that ceases to be a participant. Currently, Rule 4(A) states that SLD are not subject to Section 7 of Rule 4 (which addresses how Required Fund Deposits are returned to retired Members) and, as such, are returned to retired Members as otherwise provided for in Rule 4(A).³² Under the proposed Rule 4(A), because NSCC would be able to calculate SLD each Business Day, it would return SLD on the Business Day following the calculation date. However, while a firm may still have unsettled activity on the day it retires, NSCC would not be able to collect SLD on the days following a Member's retirement. Therefore, NSCC is proposing to amend Rule 4(A) to require that SLD of a retired Member be treated similarly to other cash Required Fund Deposits to the Clearing Fund and be held by NSCC for 30 calendar

³¹ For example, this may occur when an index rebalancing occurs shortly after a month-end options expiration period, which could cause an increase in NSCC's liquidity exposures.

³² Section 7 of Rule 4 provides that Required Fund Deposits to the Clearing Fund in the form of cash and securities are returned to retired Members within 30 calendar days after all of its transactions have settled and obligations have been satisfied. See supra note 1.

days after any of its open transactions have settled and obligations have been satisfied. This proposed change would protect NSCC from liquidity risks presented by open transactions in the days following a firm's retirement and would align the treatment of these funds with the treatment of Required Fund Deposits of retired Members.

The proposed Rule 4(A) would also simplify the additional miscellaneous provisions applicable to SLD, which address, for example, NSCC's right to debit Members' accounts at NSCC if a Supplemental Liquidity Provider fails to meet its Supplemental Liquidity Obligation, and the information NSCC makes available to Supplemental Liquidity Providers each Business Day regarding SLD calculations. While the proposed changes would update and simplify these provisions, they would not significantly alter the structure of these provisions, as described below.

Proposed Changes to Rule 4(A)

The proposal described above would be implemented into the Rules by amending the current Rule 4(A). The specific changes to implement the proposal are described below.

Section 1 (Overview). NSCC is proposing changes to Section 1 of Rule 4(A) to simplify the descriptions by removing outdated and unnecessary language. Section 1 of Rule 4(A) would continue to provide the rationale for the SLD requirement, by describing NSCC's liquidity needs and how the SLD requirements are designed to contribute to meeting those needs. However, the proposed changes would simplify this section by removing a statement that specifically identifies two of NSCC's principal sources of liquidity and would instead more generally refer to NSCC's sources of liquidity. The proposed changes to Section 1 of Rule 4(A) would also remove references to options expiration activity periods, which would no longer be applicable to the SLD requirement under this proposal.

Section 2 (Defined Terms). NSCC is proposing several changes to Section 2 of Rule 4(A) in order to implement this proposal. As described below, the proposed changes to the defined terms address the change in timing of the SLD requirement to occur each Business Day and would improve the transparency of Rule 4(A) through simplified and clearer defined terms.

First, Section 2 of proposed Rule 4(A) would remove the definition of "Special Activity Calculation Date," which is tied to the monthly Options Expiration Activity Period, and instead would use the term "Business Day" throughout proposed Rule 4(A), where appropriate. Business Day is currently defined in Rule 1 as any day on which NSCC is open for business. Therefore, this proposed change would provide for the calculation of SLD requirements on each day that NSCC is open for business.

Second, Section 2 of the proposed Rule 4(A) revise other defined terms that use the phrase "Special Activity" to either remove that phrase or, when appropriate, to replace this phrase with the term "Supplemental." For example, NSCC would revise the defined term "Special Activity Daily Liquidity Need" to "Daily Liquidity Need," and would revise the defined term "Special Activity Liquidity Provider" to "Supplemental Liquidity Provider." The phrase "Special Activity" was used in the current Rule 4(A) to refer to the Options Expiration Activity Period, which would only be applicable to the monthly intraday SLD in the proposed Rule 4(A).

NSCC would also update the definition of Daily Liquidity Need to change a reference from a four-day settlement cycle to a three-day settlement cycle, to reflect the amendment to Rule 15c6-1(a) under the Act to shorten the standard settlement cycle for most broker-dealer transactions.³³ Additionally, NSCC would move the defined term for “Options Expiration Activity Period” within Section 2 of the proposed Rule 4(A) so it continues to appear alphabetically, but is not proposing to change the definition of this term.

Third, the proposed changes to Section 2 of Rule 4(A) would include one defined term for “Qualifying Liquid Resources” to refer to all default liquidity resources available to NSCC to settle its payment obligations as a central counterparty. As discussed in greater detail above, the defined term would provide that NSCC may apply stressed market assumptions to its Qualifying Liquid Resources when applying these resources in the calculations made under Rule 4(A). In connection with this proposed change, NSCC would remove the defined terms “Commitment” and “Credit Facility,” which were used in the current Rule 4(A) to refer to NSCC’s Line of Credit, and would remove “Other Qualifying Liquid Resources,” which was used to refer to NSCC’s liquid resources other than the Clearing Fund and the Line of Credit. This proposed change would simplify Rule 4(A) and would account for NSCC’s continuing efforts to expand and diversify its default liquidity resources. The proposed change would also clarify that Qualifying Liquid Resources would not include SLD for purposes of the calculations in Rule 4(A).

Fourth, the proposed changes would move certain calculations out of the defined terms in Section 2 and include them in the relevant later sections of Rule 4(A). This proposed change would simplify and clarify Rule 4(A), which currently requires a reader to refer back to the defined terms in Section 2 when reading the calculations and requirements set forth in later sections of Rule 4(A). For example, Section 2 of Rule 4(A) currently includes the calculation of “Special Activity Peak Liquidity Exposure” and “Special Activity Peak Liquidity Need.” In the proposed Rule 4(A), NSCC would no longer use the calculation of Special Activity Peak Liquidity Exposure in determining the Supplemental Liquidity Providers or in calculating those requirements. The calculation of Peak Liquidity Need, which would replace Special Activity Peak Liquidity Need, would be moved out of Section 2 and into Section 3, where that calculation would be described as being used to identify Supplemental Liquidity Providers.

Finally, the proposed changes to Section 2 of Rule 4(A) would remove defined terms that are no longer needed when NSCC calculates SLD requirements daily. For example, NSCC would remove defined terms that are related to the Options Expiration Activity Period, including “Special Activity Business Day,” which is currently defined as a Business Day included in an Options Expiration Activity Period. NSCC would also remove the defined term for “Special Activity Prefund Deposit” because it would no longer be necessary for Members to prefund their potential SLD requirement in advance of NSCC’s calculations when they are done on a daily basis.

Section 3 (Supplemental Liquidity Providers). NSCC is proposing to amend Section 3 to describe how NSCC would identify the Supplemental Liquidity Providers for each Business

³³ See 17 CFR 240.15c6-1.

Day. Section 3 of the proposed Rule 4(A) would state that, each Business Day, NSCC would determine the Peak Liquidity Need of each Member during the Lookback Period, and would identify the Supplemental Liquidity Providers for that Business Day as the 30 (or fewer) Members with the largest Peak Liquidity Need in that time period. These changes would implement the proposal described in greater detail above to make this calculation daily and to simplify the calculation used to identify Supplemental Liquidity Providers by using Peak Liquidity Need rather than using the largest exposures of all providers in the Lookback Period.

Section 4 (Supplemental Liquidity Obligations); Section 5 (Satisfaction of Supplemental Liquidity Obligations); and Section 6 (Notice of Supplemental Liquidity Obligations and Payment of Supplemental Liquidity Deposits). NSCC would amend Sections 4, 5 and 6 of Rule 4(A) to describe the simplified calculation of Supplemental Liquidity Obligations, and the process by which Supplemental Liquidity Providers would pay their Supplemental Liquidity Obligations after being notified by NSCC. Proposed changes to Section 4 would implement the revised calculation of Supplemental Liquidity Obligations, described in greater detail above, as the difference between a Supplemental Liquidity Provider's Daily Liquidity Need for that Business Day and the Qualifying Liquid Resources available to NSCC on that day. The proposed changes would also create a subsection b. of Section 4 to describe the optional, alternative pro rata calculation of Supplemental Liquidity Obligations, as described in greater detail above.

Proposed changes to Sections 5 and 6 of Rule 4(A) would update the defined terms and the timing by when Supplemental Liquidity Providers must fund their Supplemental Liquidity Obligations to reflect the change of these obligations to daily. Proposed changes to Section 6 of Rule 4(A) would state that the notice provided to Supplemental Liquidity Providers regarding their Supplemental Liquidity Obligations would state if that amount was calculated pursuant to Section 4b as a pro rata share of the largest Supplemental Liquidity Obligation of that Business Day.

Section 7 (Determination of Intraday Supplemental Liquidity Calls) and Section 8 (Satisfaction of Intraday Supplemental Liquidity Calls). NSCC would amend Sections 7 and 8 of Rule 4(A) to reflect the removal of the Special Activity Liquidity Calls and the adoption of the two Intraday Supplemental Liquidity Calls, as described in greater detail above. The proposed changes to these sections would also update defined terms, as appropriate.

Returns of Supplemental Liquidity Deposits – Section 9 (Deposits Made in Satisfaction of a Supplemental Liquidity Obligation) and Section 10 (Ceasing to be a Participant). NSCC is proposing to consolidate the current Sections 9 and 10 of Rule 4(A) into a new Section 9 of Rule 4(A), which would address the return of SLD that are made in satisfaction of both Supplemental Liquidity Obligations and Intraday Supplemental Liquidity Calls. The proposed changes would provide that SLD made pursuant to either Supplemental Liquidity Obligations and Intraday Supplemental Liquidity Calls would be returned to Supplemental Liquidity Providers on the next Business Day after the calculation date, unless otherwise notified by NSCC.

NSCC would amend Section 10 (currently Section 11) to align the treatment of SLD of a retired Member with the treatment of such firm's Required Fund Deposits, as described in greater detail above.

Miscellaneous Matters – Section 11 (Obligations of Affiliated Families and Supplemental Liquidity Providers), Section 12 (Application of Supplemental Liquidity Deposits) and Section 13 (Information). NSCC would amend Sections 11, 12 and 13 (currently Sections 12, 13 and 14) of Rule 4(A) to update and simplify these provisions. The proposed amendments would not substantially amend the purpose or application of these sections.

Section 11 (currently Section 12) of Rule 4(A) provides that the Supplemental Liquidity Obligations of Affiliated Families are the several obligations of all of the Members of the Affiliated Family ratably in proportion to their applicable Special Activity Peak Liquidity Exposure. NSCC would not change this provision but would update it to use revised defined terms. NSCC would also amend Section 11 by consolidating two parallel paragraphs into subsection b., which address NSCC's right to collect SLD from Supplemental Liquidity Providers. This proposed change would simplify the provision but would not make substantive changes to NSCC's rights or Members' obligations.

Section 12 (currently Section 13), which addresses how SLD are treated under Rule 4, would be amended to update defined terms and to clarify that SLD may be held by NSCC as part of Members' actual deposits to the Clearing Fund, pursuant to Section 9 of Rule 4. No substantive changes are proposed to this Section.

Section 13 (currently Section 14) describes NSCC's obligation to provide Members with certain information regarding its SLD calculation. NSCC is proposing to amend this section to include updated defined terms and to reflect the daily calculation of SLD.

(iv) Impact Study Results

NSCC has provided the Securities and Exchange Commission ("Commission") with the results of an impact study that reviewed the proposal against the observed regulatory liquidity needs and NSCC's Qualifying Liquid Resources available during the period from 2016 through 2020 to assess both pro-forma and hypothetical impacts of the proposal under various liquidity scenarios.

Pro-Forma Impact Study. The pro-forma impact study compared NSCC's regulatory liquidity needs against the Qualifying Liquid Resources that were available between 2016 and 2020. The pro-forma analysis indicated that NSCC would expect between 1 and 3 Supplemental Liquidity Obligations per year, ranging in size between \$1.0 billion to \$5.4 billion in 2016 through 2019. In calendar year 2020, the impact study shows that available Qualifying Liquid Resources for each date would have eliminated potential Supplement Liquidity Obligations.

Additionally, this impact study showed between 4 and 27 actual Supplemental Liquidity Obligations were received by NSCC per year, typically averaging \$3.6 billion during this same period, including 9 actual Supplemental Liquidity Obligations received by NSCC in 2020.

Hypothetical Impact Study. NSCC also developed several hypothetical liquidity scenarios to assess the proposal's impact. When hypothetical Qualifying Liquid Resources available to NSCC are between \$17 billion and \$22 billion, NSCC would expect between 7 and 36 Supplemental Liquidity Obligations per year, ranging in size between \$2.1 billion to \$4.6 billion each; and (2) when the hypothetical Qualifying Liquid Resources available to NSCC are

\$22 billion or above, NSCC would expect between 1 and 5 Supplemental Liquidity Obligations per year, ranging in size between \$2.1 billion to \$6.8 billion each.

NSCC has also provided the Commission with details of potential impacts of the proposal on the largest 50 Affiliated Families, a list of the 30 Affiliated Families with the largest liquidity exposures as of December 31, 2020, and the respective Affiliated Families' maximum and average NSCC liquidity needs for each calendar year between 2016 and 2020.

(v) *Implementation Timeframe*

NSCC would implement the proposed changes no later than 10 Business Days after the later of the approval of the proposed rule change and no objection to the related advance notice³⁴ by the Commission. NSCC would announce the effective date of the proposed changes by Important Notice posted to its website.

(b) Statutory Basis

NSCC believes the proposed changes are consistent with the requirements of the Act and the rules and regulations thereunder applicable to a registered clearing agency. In particular, NSCC believes the proposed changes are consistent with Section 17A(b)(3)(F) of the Act,³⁵ and Rules 17Ad-22(e)(7)(i) and (ii), each promulgated under the Act,³⁶ for the reasons described below.

Section 17A(b)(3)(F) of the Act requires that the rules of NSCC be designed to, among other things, assure the safeguarding of securities and funds which are in the custody or control of the clearing agency or for which it is responsible.³⁷ NSCC believes the proposed rule change is designed to assure the safeguarding of securities and funds which are in its custody or control or for which it is responsible because the proposal would allow NSCC to better limit its liquidity exposure to Members in the event of a Member default.

Specifically, under the proposal, each Business Day NSCC would measure the Supplemental Liquidity Obligation of each Supplemental Liquidity Provider as the difference between the Daily Liquidity Need of the Supplemental Liquidity Provider calculated for that Business Day and the Qualifying Liquid Resources available to NSCC on that day assuming

³⁴ NSCC filed this proposed rule change as an advance notice (File No. SR-NSCC-2021-801) with the Commission pursuant to Section 806(e)(1) of Title VIII of the Dodd-Frank Wall Street Reform and Consumer Protection Act entitled the Payment, Clearing, and Settlement Supervision Act of 2010, 12 U.S.C. 5465(e)(1), and Rule 19b-4(n)(1)(i) under the Act, 17 CFR 240.19b-4(n)(1)(i). A copy of the advance notice is available at <http://www.dtcc.com/legal/sec-rule-filings.aspx>.

³⁵ 15 U.S.C. 78q-1(b)(3)(F).

³⁶ 17 CFR 240.17Ad-22(e)(7)(i) and (ii).

³⁷ 15 U.S.C. 78q-1(b)(3)(F).

stressed market conditions. By making these calculations daily based on Members' current activity and NSCC's resources currently available to NSCC, the proposed SLD requirement would provide NSCC with a more accurate measure of its potential liquidity exposures to its Members in the event of a Member default. The proposal would also establish a monthly intraday SLD collection in connection with options expiration activity that present heightened liquidity exposures, and an optional intraday SLD that NSCC may collect when it deems appropriate to mitigate any increased liquidity exposures or in light of other circumstances. These proposed intraday SLD would allow NSCC to re-calculate its liquidity exposures and collect sufficient liquidity to allow it to complete end-of-day settlement in the event of the default of a Member.

Additionally, by providing an alternative pro rata calculation of Supplemental Liquidity Obligations in certain circumstances, the proposal would provide NSCC with the flexibility to determine the total amount collected on a Business Day, while continuing to collect and hold sufficient liquidity to allow NSCC to complete end-of-day settlement in the event of the default of the Member with the largest payment obligations. In this way, the proposed change to calculate and collect, when applicable, SLD on a daily basis based on current information, and on an intraday basis when NSCC observes an increase in its Daily Liquidity Need, would help NSCC assure the safeguarding of securities and funds which are in its custody or control or for which it is responsible, consistent with the requirements of Section 17A(b)(3)(F) of the Act.³⁸

The proposed changes to simplify and clarify Rule 4(A), which describes the SLD requirement, would also be consistent with the requirements of Section 17A(b)(3)(F) of the Act.³⁹ These proposed changes would make the rights and obligations of both NSCC and its Members under Rule 4(A) more transparent and easier to understand. A clearer rule supports the ability of Members to meet their obligations to provide NSCC with SLD when required. The liquidity provided to NSCC through the SLD allows it to complete end-of-day settlement in the event of the default of a Member. Therefore, by making the provisions of Rule 4(A) clearer, simpler and more transparent to Members, these proposed changes also support NSCC's compliance with the requirements of Section 17A(b)(3)(F) of the Act to assure the safeguarding of securities and funds which are in NSCC's custody or control or for which it is responsible.⁴⁰

Rule 17Ad-22(e)(7)(i) under the Act requires that NSCC establish, implement, maintain and enforce written policies and procedures reasonably designed to maintain sufficient liquid resources at the minimum in all relevant currencies to effect same-day and, where appropriate, intraday and multiday settlement of payment obligations with a high degree of confidence under a wide range of foreseeable stress scenarios that includes, but is not limited to, the default of the participant family that would generate the largest aggregate payment obligation for NSCC in extreme but plausible market conditions.⁴¹ Rule 17Ad-22(e)(7)(ii) under the Act requires that

³⁸ Id.

³⁹ Id.

⁴⁰ Id.

⁴¹ 17 CFR 240.17Ad-22(e)(7)(i).

NSCC establish, implement, maintain and enforce written policies and procedures reasonably designed to hold qualifying liquid resources sufficient to meet the minimum liquidity resource requirement under Rule 17Ad-22(e)(7)(i) in each relevant currency for which NSCC has payment obligations owed to its Members.⁴²

As described above, the proposal would strengthen NSCC's ability to maintain sufficient liquidity to complete end-of-day settlement in the event of the default of a Member. The proposal would do this by allowing NSCC to calculate and collect, when applicable, SLD every Business Day from those Members that pose the largest liquidity exposures to NSCC on that day. The proposal would also include a mechanism to allow NSCC to collect SLD on an intraday basis, including on the first Business Day of the Options Expiration Activity Period, when liquidity exposures are historically higher. These resources would be available to NSCC to complete end-of-day settlement in the event of the default of a Member. Further, SLD are currently, and would continue to be, held by NSCC at either its cash deposit account at the Federal Reserve Bank of New York, at a creditworthy commercial bank, or in other investments pursuant to the Clearing Agency Investment Policy.⁴³ Therefore, SLD would continue to be considered a qualifying liquid resource, as defined by Rule 17Ad-22(a)(14) under the Act,⁴⁴ and would support NSCC's ability to hold qualifying liquid resources sufficient to meet the minimum liquidity resource requirement under Rule 17Ad-22(e)(7)(i), as required by Rule 17Ad-22(e)(7)(ii). Additionally, the proposed alternative pro rata calculation of Supplemental Liquidity Obligations would provide NSCC with the flexibility to determine the total amount collected on a Business Day, while continuing to collect and hold sufficient liquidity to allow NSCC to complete end-of-day settlement in the event of the default of the Member with the largest payment obligations, as required by Rule 17Ad-22(e)(7)(i).⁴⁵ As such, this proposed change would support NSCC's ability to hold sufficient qualifying liquid resources to meet its minimum liquidity resource requirement under Rules 17Ad-22(e)(7)(i) and (ii).⁴⁶

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

NSCC believes that the proposed rule change could have an impact on competition. Specifically, NSCC believes the proposed changes could burden competition because they would require those Members that are identified as Supplemental Liquidity Providers to make an SLD

⁴² 17 CFR 240.17Ad-22(e)(7)(ii). For purposes of Rule 17Ad-22(e)(7)(ii), "qualifying liquid resources" are defined in Rule 17Ad-22(a)(14) as including, in part, cash held either at the central bank of issue or at creditworthy commercial banks. Supra note 4.

⁴³ See Securities Exchange Act Release Nos. 79528 (December 12, 2016), 81 FR 91232 (December 16, 2016) (File Nos. SR-DTC-2016-007, SR-FICC-2016-005, SR-NSCC-2016-003); 84949 (December 21, 2018), 83 FR 67779 (December 31, 2018) (File Nos. SR-DTC-2018-012, SR-FICC-2018-014, SR-NSCC-2018-013).

⁴⁴ 17 CFR 240.17Ad-22(a)(14).

⁴⁵ 17 CFR 240.17Ad-22(e)(7)(i).

⁴⁶ 17 CFR 240.17Ad-22(e)(7)(i) and (ii).

to the Clearing Fund each Business Day, when applicable, rather than only monthly in connection with the expiration of stock options.

Members are currently subject to SLD requirements under Rule 4(A), and, while the proposed rule change could result in a Supplemental Liquidity Obligation on a more frequent basis, the impact study results, discussed above, show that the proposal would not have a significant impact on the frequency or amount of those requirements. The Supplemental Liquidity Obligations of Supplemental Liquidity Providers would be in direct relation to the specific liquidity exposures presented to NSCC by Members' daily activity. Therefore, Members that present the largest liquidity exposures to NSCC, regardless of the type of Member, currently have, and would continue to have, similar SLD requirements. The proposed alternative calculation of Supplemental Liquidity Obligations would provide NSCC with the flexibility to collect and hold sufficient liquidity to meet NSCC's regulatory obligations while allocating the Supplemental Liquidity Obligations on a pro rata basis among the Supplemental Liquidity Providers for that Business Day. This proposed change would treat each Supplemental Liquidity Provider equally when this alternative calculation is triggered.

Therefore, NSCC believes that any burden on competition imposed by the proposed changes would not be significant and, further, would be both necessary and appropriate in furtherance of NSCC's efforts to mitigate risks and meet the requirements of the Act,⁴⁷ as described in this filing and further below.

NSCC believes the above described burden on competition that may be created by the proposed changes to the SLD requirement would be necessary in furtherance of the purposes of the Act, specifically Section 17A(b)(3)(F) of the Act.⁴⁸ As discussed above, the proposed change would improve NSCC's ability to estimate its liquidity exposures in the calculation and collection of SLD by using daily activity rather than estimating potential exposures based on activity in a look-back period. The proposal would also establish a monthly intraday SLD to address the additional liquidity exposures that are presented by monthly options expiration activity, and an optional intraday SLD that may be collected when NSCC deems appropriate. In aggregate, the total SLD collected would improve NSCC's liquidity risk management by supplementing its liquidity resources that are available to it to complete end-of-day settlement in the event of the default of a Member. The proposed pro rata alternative calculation of SLD would allow NSCC to opt to collect only the largest Supplemental Liquidity Obligation calculated for that Business Day, while still meeting NSCC's applicable regulatory obligations. The proposed enhancements to its liquidity risk management would help NSCC assure the safeguarding of securities and funds which are in its custody or control or for which it is responsible, consistent with the requirements of Section 17A(b)(3)(F) of the Act.⁴⁹

NSCC believes the proposed changes would also support its compliance with Rules 17Ad-22(e)(7)(i) and (ii) under the Act, which require NSCC to establish, implement, maintain

⁴⁷ 15 U.S.C. 78q-1(b)(3)(I).

⁴⁸ 15 U.S.C. 78q-1(b)(3)(F).

⁴⁹ Id.

and enforce written policies and procedures reasonably designed to (x) maintain sufficient liquid resources at the minimum in all relevant currencies to effect same-day and, where appropriate, intraday and multiday settlement of payment obligations with a high degree of confidence under a wide range of foreseeable stress scenarios that includes, but is not limited to, the default of the participant family that would generate the largest aggregate payment obligation for NSCC in extreme but plausible market conditions,⁵⁰ and (y) hold qualifying liquid resources sufficient to meet the minimum liquidity resource requirement under Rule 17Ad-22(e)(7)(i) in each relevant currency for which NSCC has payment obligations owed to its Members.⁵¹

The proposal would strengthen NSCC's ability to maintain sufficient liquidity to complete end-of-day settlement in the event of the default of a Member by allowing NSCC to collect SLD each Business Day from those Members that pose the largest liquidity exposures to NSCC on that day. Further, SLD are currently, and would continue to be, cash deposits to NSCC's Clearing Fund, which meet the criteria to be considered qualifying liquid resources, as defined by Rule 17Ad-22(a)(14) under the Act.⁵² The proposed alternative pro rata calculation would allow NSCC to continue to collect sufficient liquidity to meet the requirements of Rule 17Ad-22(e)(7)(i).⁵³ As such, this proposed change would support NSCC's ability to hold sufficient qualifying liquid resources to meet its minimum liquidity resource requirement under Rules 17Ad-22(e)(7)(i) and (ii).⁵⁴

NSCC believes that the above described burden on competition that could be created by the proposed changes would be appropriate in furtherance of the purposes of the Act because such changes have been designed to assure the safeguarding of securities and funds which are in the custody or control of NSCC or for which it is responsible, as described in detail above. Under both the current Rule 4(A) and the proposed changes to Rule 4(A), the SLD requirements are designed to require those Members whose settlement activity pose the largest liquidity exposures to NSCC to provide SLD in the amount of such exposures. The proposed changes to Rule 4(A) would better support NSCC by allowing it to calculate and collect, when applicable, SLD to address liquidity exposures that are presented by the activity of Supplemental Liquidity Providers each Business Day rather than only during monthly options expiration periods. The proposed rule change would improve NSCC's ability to measure these liquidity exposures by using daily activity rather than estimations based on past activity.

Therefore, because the proposed changes are designed to provide NSCC with a more accurate measure of the liquidity risks presented by Members' daily activity, NSCC believes the proposal would meet NSCC's risk management goals and its regulatory obligations. NSCC believes that it has designed the proposed rule change in an appropriate way in order to comply

⁵⁰ 17 CFR 240.17Ad-22(e)(7)(i).

⁵¹ 17 CFR 240.17Ad-22(e)(7)(ii).

⁵² 17 CFR 240.17Ad-22(a)(14).

⁵³ 17 CFR 240.17Ad-22(e)(7)(i).

⁵⁴ 17 CFR 240.17Ad-22(e)(7)(i) and (ii).

with NSCC's obligations under the Act. Therefore, as described above, NSCC believes the proposed changes are necessary and appropriate in furtherance of NSCC's obligations under the Act,⁵⁵ specifically Section 17A(b)(3)(F) of the Act⁵⁶ and Rules 17Ad-22(e)(7)(i) and (ii) under the Act.⁵⁷

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

NSCC has not received or solicited any written comments relating to this proposal. NSCC will notify the Commission of any written comments received by NSCC.

6. Extension of Time Period for Commission Action

NSCC does not consent to an extension of the time period specified in Section 19(b)(2) of the Act⁵⁸ for Commission action.

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

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Not applicable.

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

Not applicable.

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

Not applicable.

⁵⁵ 15 U.S.C. 78q-1(b)(3)(I).

⁵⁶ 15 U.S.C. 78q-1(b)(3)(F).

⁵⁷ 17 CFR 240.17Ad-22(e)(7)(i) and (ii).

⁵⁸ 15 U.S.C. 78s(b)(2).

10. Advance Notice Filed Pursuant to Section 806(e) of the Payment, Clearing, and Settlement Supervision Act of 2010

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 – Impact Study Data – January 2016 to December 2020. *Omitted and filed separately with the Commission. Confidential treatment of this Exhibit 3 pursuant to 17 CFR 240.24b-2 being requested.*

Exhibit 4 – Not applicable.

Exhibit 5 – Proposed changes to the Rules.

EXHIBIT 1A

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-[_____]; File No. SR-NSCC-2021-002)

[DATE]

Self-Regulatory Organizations; National Securities Clearing Corporation; Notice of Filing of Proposed Rule Change to Amend the Supplemental Liquidity Deposit Requirements

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 __, 2021, National Securities Clearing Corporation (“NSCC”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as described in Items I, II and III below, which Items have been prepared by the clearing agency.³ 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 modifications to Rule 4(A) (Supplemental Liquidity Deposits) of the NSCC’s Rules & Procedures (“Rules”) to (1) calculate and collect, when applicable, supplemental liquidity deposits to NSCC’s Clearing Fund

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ NSCC filed this proposed rule change as an advance notice (File No. SR-NSCC-2021-801) with the Commission pursuant to Section 806(e)(1) of Title VIII of the Dodd-Frank Wall Street Reform and Consumer Protection Act entitled the Payment, Clearing, and Settlement Supervision Act of 2010, 12 U.S.C. 5465(e)(1), and Rule 19b-4(n)(1)(i) under the Act, 17 CFR 240.19b-4(n)(1)(i). A copy of the advance notice is available at <http://www.dtcc.com/legal/sec-rule-filings.aspx>.

(“Supplemental Liquidity Deposits,” or “SLD”) on a daily basis rather than only in advance of the monthly expiration of stock options (defined in Rule 4(A) as “Options Expiration Activity Period”); (2) establish an intraday SLD obligation that would apply in advance of Options Expiration Activity Periods and may also be applied on other days, as needed; (3) implement an alternative pro rata calculation of Members’ SLD obligations that may apply in certain circumstances; and (4) simplify and improve the transparency of the description of the calculation, collection and treatment of SLD in Rule 4(A) of the Rules, as described in greater detail below.⁴

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

In its filing with the Commission, the clearing agency included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The clearing agency has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.

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

1. Purpose

NSCC is proposing to enhance its management of the liquidity risks that arise in or are borne by it by calculating and collecting, when applicable, SLD on each Business Day rather than only in advance of Options Expiration Activity Periods. The proposed

⁴ Capitalized terms not defined herein are defined in the Rules, available at http://dtcc.com/~media/Files/Downloads/legal/rules/nscc_rules.pdf.

changes would establish an intraday SLD obligation that would apply in advance of Options Expiration Activity Periods and may be applicable on any Business Day, as needed. The proposal would also implement an alternative pro rata calculation of Members' SLD obligations that may apply in certain circumstances. Finally, in connection with these proposed changes, NSCC would simplify and improve the description of the calculation, collection and treatment of SLD in Rule 4(A). These proposed rule changes are described in greater detail below.

(i) Overview of the NSCC Liquidity Risk Management

NSCC, along with its affiliates, The Depository Trust Company and Fixed Income Clearing Corporation, maintains a Clearing Agency Liquidity Risk Management Framework ("Framework") that sets forth the manner in which NSCC measures, monitors and manages the liquidity risks that arise in or are borne by it.⁵ As a central counterparty, NSCC's liquidity needs are driven by the requirement to complete end-of-day money settlement, on an ongoing basis, in the event NSCC ceases to act for a Member (hereinafter referred to as a "default").⁶ If a Member defaults, NSCC needs to complete settlement of guaranteed transactions on the defaulted Member's behalf from the date of default through the remainder of the settlement cycle. As such, and as provided for in the Framework, NSCC measures the sufficiency of its qualifying liquid

⁵ See Securities Exchange Act Release No. 82377 (December 21, 2017), 82 FR 61617 (December 28, 2017) (File Nos. SR-DTC-2017-004; SR-FICC-2017-008; SR-NSCC-2017-005).

⁶ The Rules identify when NSCC may cease to act for a Member and the types of actions NSCC may take. For example, NSCC may suspend a firm's membership with NSCC or prohibit or limit a Member's access to NSCC's services in the event that Member defaults on a financial or other obligation to NSCC. See Rule 46 (Restrictions on Access to Services) of the Rules, supra note 4.

resources through daily liquidity studies across a range of scenarios, including amounts NSCC would need in the event the Member or Member family with the largest aggregate liquidity exposure defaults.⁷

As described in the Framework, NSCC seeks to maintain qualifying liquid resources in an amount sufficient to cover this risk. These resources currently include (1) cash deposits to the NSCC Clearing Fund;⁸ (2) the proceeds of the issuance and private placement of (a) short-term, unsecured notes in the form of commercial paper and extendable notes (“Commercial Paper Program”),⁹ and (b) term debt (“Term Debt Issuance”);¹⁰ (3) cash that would be obtained by drawing on NSCC’s committed 364-day credit facility with a consortium of banks (“Line of Credit”);¹¹ and (4) Supplemental Liquidity Deposits, collected pursuant to Rule 4(A), which are currently designed to cover the heightened liquidity exposure arising around Options Expiration Activity

⁷ “Qualifying liquid resources” are defined in Rule 17Ad-22(a)(14) under the Act. 17 CFR 240.17Ad-22(a)(14). The Framework also includes a definition of qualifying liquid resources that incorporates by reference Rule 17Ad-22(a)(14). See supra note 5.

⁸ See Rule 4 (Clearing Fund) and Procedure XV (Clearing Fund Formula and Other Matters) of the Rules, supra note 4.

⁹ See Securities Exchange Act Release Nos. 75730 (August 19, 2015), 80 FR 51638 (August 25, 2015) (File No. SR-NSCC-2015-802); 82676 (February 9, 2018), 83 FR 6912 (February 15, 2018) (File No. SR-NSCC-2017-807).

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

¹¹ See Securities Exchange Act Release No. 80605 (May 5, 2017), 82 FR 21850 (May 10, 2017) (File Nos. SR-DTC-2017-802; SR-NSCC-2017-802).

Periods, required from those Members whose activity would pose the largest liquidity exposure to NSCC.¹²

NSCC's liquidity risk management has evolved in order to adhere to regulatory requirements that were adopted after Rule 4(A) was implemented.¹³ As part of its efforts to maintain compliance with these requirements, NSCC has continued to strengthen its liquidity risk management strategy, including through growing and diversifying its qualifying liquid resources. In connection with these ongoing efforts, NSCC is proposing to calculate and collect, when applicable, SLD every Business Day rather than only in connection with Options Expiration Activity Periods. This proposed change would improve NSCC's ability to measure and monitor its daily liquidity exposures and allow it to collect additional qualifying liquid resources from Members whose activity poses the largest liquidity exposure to NSCC in connection with their daily settlement activity, and not only during Options Expiration Activity Periods. By measuring SLD against Members' actual daily settlement activity and NSCC's available qualifying liquid resources, the proposal would also help mitigate risks to NSCC that it is unable to secure adequate default liquidity from other sources in an amount necessary to meet its liquidity needs. For example, the proposal would help mitigate the risks that could arise if investor demand for the short-term notes issued under the Commercial Paper Program

¹² See Rule 4(A) (Supplemental Liquidity Deposits) of the Rules, supra note 4. See also Securities Exchange Act Release Nos. 70999 (December 5, 2013), 78 FR 75413 (December 11, 2013) (File No. SR-NSCC-2013-02); 71000 (December 5, 2013), 78 FR 75400 (December 11, 2013) (File No. SR-NSCC-2013-802).

¹³ See 17 CFR 240.17Ad-22(e)(7). See also supra note 5.

weakens, there is limited investor demand for term debt issued pursuant to a Term Debt Issuance, or NSCC is unable to renew its Line of Credit at the targeted amount.

NSCC is also proposing to establish an intraday SLD obligation that would apply on the first Business Day of the Options Expiration Activity Period to allow NSCC to continue to mitigate the additional liquidity exposures presented by options activity. The proposal would also permit NSCC to calculate and collect an intraday SLD on any Business Day when, for example, NSCC believes that it is necessary to collect an additional SLD from a Member whose activity presents relatively greater risks to the NSCC on an overnight basis.

NSCC is also proposing to implement an alternative calculation of Members' SLD requirements that would be their pro rata allocation of the largest SLD obligation calculated for that Business Day. This proposed change would provide NSCC with the discretion, in certain circumstances, to allocate its largest liquidity need on a Business Day among those Members that are required to pay SLD on that day rather than collect separate SLD from those Members, as described in greater detail below.

In connection with these proposed changes, NSCC would also simplify the description of the calculation of SLD in Rule 4(A) in order to improve the transparency of this Rule, as described in greater detail below.

(ii) Current Rule 4(A) and Supplemental Liquidity Deposits

Under the current Rule 4(A), NSCC collects SLD from the unaffiliated Members and families of affiliated Members (each defined as an "Affiliated Family") that incur the

largest gross settlement debits over the settlement cycle during times of increased trading activity that arise around Options Expiration Activity Periods.¹⁴

Under the current Rule 4(A), NSCC performs calculations on a monthly basis, no later than the fifth day prior to an Options Expiration Activity Period, using activity observed over a 24-month lookback period (defined in the current Rule 4(A) as the “Special Activity Lookback Period”).¹⁵ These calculations determine (1) NSCC’s largest liquidity need that exceeded its liquidity resources (defined in Rule 4(A) as “Special Activity Peak Liquidity Need”); and (2) the 30 (or fewer) unaffiliated Members or Affiliated Families (defined in Rule 4(A) as “Special Activity Liquidity Providers”) that presented the largest liquidity exposures to NSCC (defined in Rule 4(A) as “Special Activity Peak Liquidity Exposures”).¹⁶ To determine the SLD obligations of each Special Activity Liquidity Provider, the calculated Special Activity Peak Liquidity Need of NSCC is allocated to these Special Activity Liquidity Providers in proportion to the Special Activity Peak Liquidity Exposures they presented to NSCC during the Special Activity Lookback Period. Special Activity Liquidity Providers are required to fund their SLD obligations by the close of business on the second day prior to the applicable Options Expiration Activity Period.¹⁷ SLD may be returned to Special Activity Liquidity

¹⁴ See Section 2 of Rule 4(A) (Supplemental Liquidity Deposits) of the Rules, supra note 4.

¹⁵ See id.

¹⁶ See Section 3 of Rule 4(A) (Supplemental Liquidity Deposits) of the Rules, id.

¹⁷ See Section 4 of Rule 4(A) (Supplemental Liquidity Deposits) of the Rules, id.

Providers seven Business Days after the end of the applicable Options Expiration Activity Period.¹⁸

On any Business Day between calculation dates, if NSCC observes an increase in its liquidity needs that exceeds a predetermined threshold amount, it may call for an additional deposit from the Member whose increase in activity levels caused (or was the primary cause of) such increased liquidity need (defined in Rule 4(A) as “Special Activity Liquidity Call”).¹⁹ NSCC may hold deposits made pursuant to a Special Activity Liquidity Call for up to 90 days after the deposit is made.²⁰ Members are also permitted to submit a cash deposit to the Clearing Fund as a “Special Activity Prefund Deposit” no later than the first Business Day of an Options Expiration Activity Period.²¹ NSCC understands that a Member would generally make a Special Activity Prefund Deposit when it anticipates that its Special Activity Peak Liquidity Exposure during that period may be greater than the amount calculated by NSCC pursuant to Rule 4(A) based on activity in the Special Activity Lookback Period.²²

The current Rule 4(A) also addresses how SLD are treated generally.²³ Specifically, while SLD are part of a Member’s actual deposit to the Clearing Fund, they

¹⁸ See Section 9 of Rule 4(A) (Supplemental Liquidity Deposits) of the Rules, id.

¹⁹ See Section 7 of Rule 4(A) (Supplemental Liquidity Deposits) of the Rules, id.

²⁰ See Section 10 of Rule 4(A) (Supplemental Liquidity Deposits) of the Rules, id.

²¹ See definition of “Special Activity Prefund Deposit” in Section 2 of Rule 4(A) (Supplemental Liquidity Deposits) of the Rules, id.

²² See id.

²³ See Section 13 of Rule 4(A) (Supplemental Liquidity Deposits) of the Rules, id.

are made in addition to a Member's Required Fund Deposit and any other deposit of any such Member to the Clearing Fund.²⁴ Rule 4(A) also provides that SLD may be invested and may be used to satisfy a loss or liability as provided for in Sections 3 or 13 of Rule 4, and addresses NSCC's obligation to provide Members with certain information that would help them anticipate their potential SLD requirements.²⁵

(iii) Amended Rule 4(A) and Proposed Daily Calculation of Supplemental Liquidity Deposits

In order to better address the liquidity risks presented by Members' daily activity, NSCC is proposing to amend Rule 4(A) to calculate and collect, when applicable, SLD every Business Day rather than only in connection with the monthly expiration of stock options. While the monthly expiration of stock options does present larger liquidity exposures to NSCC, NSCC may also face large liquidity exposures from Members' daily activity, particularly during volatile market conditions. By allowing NSCC to calculate and collect SLD daily, NSCC would be able to identify these exposures based on Members' daily activity rather than estimate its upcoming liquidity exposures based on activity observed over a lookback period. The proposal would help NSCC mitigate its liquidity risks through the daily collection of SLD from those Members' whose daily activity would, in the event of the Member's default, create a potential liquidity need that is in excess of NSCC's available qualifying liquid resources. The proposal would also permit NSCC to return SLD to Members on the Business Day following the day those

²⁴ See Section 13(b) of Rule 4(A) (Supplemental Liquidity Deposits) of the Rules, id.

²⁵ See Section 13(c) and Section 14 of Rule 4(A) (Supplemental Liquidity Deposits) of the Rules, id.

deposits are collected and would remove the current requirement that SLD be held for up to 90 days.

In order to implement this proposed change to the timing of the SLD, NSCC would make a number of changes to Rule 4(A), described below. The proposed changes to Rule 4(A) would implement a daily calculation and collection of SLD, simplify and clarify the calculations done in connection with the SLD requirements, and enhance the disclosures of the SLD requirements. Despite these proposed changes, the structure of Rule 4(A) and the fundamental mechanics of the SLD requirements would be unchanged.

Proposed Daily Calculation of Supplemental Liquidity Deposits

Supplemental Liquidity Providers. Under the proposed Rule 4(A), each Business Day NSCC would determine the 30 (or fewer) Members (each such Member a “Supplemental Liquidity Provider”) that had the “Peak Liquidity Need,” which would be defined as the largest Daily Liquidity Need that NSCC would have for that Member or Affiliated Family in a “Lookback Period.”²⁶ For purposes of this calculation, Daily Liquidity Need would be defined as the amount of liquid resources needed to effect the settlement of NSCC’s payment obligations as a central counterparty over a three day settlement cycle, assuming the default of that Member on that day.

As described above, Supplemental Liquidity Providers are currently identified by reviewing Members’ Special Activity Peak Liquidity Exposures over the Lookback

²⁶ The “Lookback Period” would continue to be defined as 24 months, or a longer period as determined by NSCC in its discretion. NSCC may adjust the Lookback Period if, for example, unusual activity observed in the Lookback Period is not an appropriate indicator of future settlement activity and causes a Member to be a Supplemental Liquidity Provider. See Section 2 (Defined Terms) of Rule 4(A), id.

Period. Under the proposed approach, NSCC would base this determination on Members' Peak Liquidity Need, which would continue to identify those Members whose activity posed the largest liquidity risks to NSCC during the Lookback Period. The proposed approach would no longer require a calculation using NSCC's available liquid resources on each day in the Lookback Period but would use a simpler approach by looking only at liquidity need. The proposed approach to use a simpler calculation would reduce the risk of error and would clarify the description of how NSCC would identify Supplemental Liquidity Providers in the proposed Rule 4(A), making it more predictable to Members.

Supplemental Liquidity Obligation. After NSCC determines the Supplemental Liquidity Providers, NSCC would then determine if any of the Supplemental Liquidity Providers would be required to pay an SLD on that Business Day. The proposed Rule 4(A) would use a simplified calculation by determining if the Daily Liquidity Need for each Supplemental Liquidity Provider on that Business Day exceeds the sum of NSCC's qualifying liquid resources available to NSCC on that day, assuming stressed market conditions (described below) (defined in the proposed Rule 4(A) as "Qualifying Liquid Resources"). The result of that calculation would be a Supplemental Liquidity Provider's SLD requirement (defined in the proposed Rule 4(A) as a "Supplemental Liquidity Obligation") for that day. If the Daily Liquidity Need of a Supplemental Liquidity Provider does not exceed NSCC's Qualifying Liquid Resources on that day, then it would not have a Supplemental Liquidity Obligation.

Because this calculation would be done at the start of each Business Day (as discussed further below), it would be based on the Qualifying Liquid Resources,

including Required Fund Deposits to the Clearing Fund, available to NSCC as of the end of the prior Business Day. Additionally, in order to anticipate market conditions that could cause Qualifying Liquid Resources to be unavailable on that day, NSCC would apply stress scenarios in determining its total Qualifying Liquid Resources for purposes of Rule 4(A). Currently, NSCC applies stress scenarios in determining the Special Activity Daily Liquidity Need and, in practice, they are currently applied to the Other Qualifying Liquid Resources in this calculation under the current Rule 4(A).²⁷ The proposed change would allow NSCC to continue to assume stressed markets in its SLD calculations, which protects it against unexpected market events.²⁸ The proposed changes to Rule 4(A) would make it clearer how these stress scenarios are applied.

Under this proposed calculation, NSCC would no longer need to estimate the potential liquidity need a Member's activity could pose to NSCC based on activity that settled in the Lookback Period. Instead, the Supplemental Liquidity Obligation of a Member would be calculated based on the actual liquidity exposure that its daily activity would pose to NSCC on that particular day in the event of that Member's default. The proposed change provides both NSCC and Members with a more reliable measure of the

²⁷ Current Rule 4(A) uses the defined term "Other Qualifying Liquid Resources" to refer to NSCC's qualifying liquid resources other than the Clearing Fund and the Line of Credit. See Section 2 of Rule 4(A) (Supplemental Liquidity Deposits) of the Rules, id.

²⁸ NSCC would apply the same stress scenarios that it currently applies, which include the market shocks of 1987, and removing the largest commitment to the Line of Credit, excess deposits to the Clearing Fund on deposit and proceeds from issued commercial paper that is maturing within five Business Days from NSCC's Qualifying Liquid Resource. Any changes to these stress scenarios would be announced by an Important Notice posted to NSCC's website.

liquidity risks posed to NSCC by its Members' daily settlement activity in calculating SLD requirements.

Each Supplemental Liquidity Provider that has a Supplemental Liquidity Obligation on a Business Day would receive a notice from NSCC of the amount of its Supplemental Liquidity Obligation and would be required to make a deposit in that amount to the Clearing Fund within one hour of such notice. The proposed timing of funding a Supplemental Liquidity Obligation would mirror the current requirement that is applied to Members' Required Fund Deposits, which is also calculated and collected daily, and must be funded within one hour of demand.²⁹ Specifically, NSCC expects to deliver notification of Supplemental Liquidity Obligations to Supplemental Liquidity Providers by around 8:30 AM ET each Business Day, with deposits required by no later than 9:30 AM ET.

Proposed Pro Rata Calculation of Supplemental Liquidity Obligations. As an alternative to the calculation of Supplemental Liquidity Obligations described above, proposed Rule 4(A) would also state that, in the event two or more Supplemental Liquidity Providers have a Supplemental Liquidity Obligation of more than \$2 billion on a Business Day, calculated pursuant to the calculation described above, NSCC may determine the Supplemental Liquidity Obligation of all Supplemental Liquidity Providers on that day would be their pro rata share of the largest Supplemental Liquidity Obligation calculated on that Business Day.³⁰

²⁹ See Section II(B) of Procedure XV (Clearing Fund Formula and Other Matters) of the Rules, supra note 4.

³⁰ As an example, the Supplemental Liquidity Obligations for three Supplemental Liquidity Providers on a Business Day are – Member A: \$6 billion, Member B: \$2 billion and Member C: \$1 billion. If NSCC determines, in its sole discretion,

This proposed alternative calculation of the Supplemental Liquidity Obligations would provide NSCC with the option of collecting only the largest SLD calculated on a Business Day, allocated among each of the Supplemental Liquidity Providers. The purpose of this proposed provision is to provide NSCC with the option of collecting enough funds to meet its regulatory requirements in circumstances when the aggregate Supplemental Liquidity Obligations on a particular day would significantly exceed that amount. Therefore, NSCC has structured this provision to be available only if two or more Supplemental Liquidity Providers owe SLD of more than \$2 billion. NSCC has never had two more Supplemental Liquidity Providers owe more than \$2 billion in SLD on a calculation date since Rule 4(A) was adopted. Therefore, NSCC believes this alternative calculation would only be available in very limited circumstances. Furthermore, NSCC believes the threshold of \$2 billion is appropriate as it would only permit this alternative calculation in circumstances when it would have a material impact on the allocation of Supplemental Liquidity Obligations among the Supplemental Liquidity Providers.

In such circumstances, when multiple Members have relatively large Supplemental Liquidity Obligations of more than \$2 billion, NSCC would have the option to determine if it is appropriate to collect the largest SLD calculated for that Business Day, divided pro rata among the Supplemental Liquidity Providers rather than

to calculate their Supplemental Liquidity Obligations on a pro-rata basis, then their Supplemental Liquidity Obligations would be – Member A: \$4 billion (or 6/9 of the largest Supplemental Liquidity Obligation of \$6 billion), Member B: \$1.3 billion (or 2/9 of the \$6 billion) and Member C: \$700 million (or 1/9 of the \$6 billion). The notice provided to each Supplemental Liquidity Provider on that Business Day would inform those Members that this pro-rata calculation was applied.

collect the each of the Supplemental Liquidity Obligations of those firms. NSCC may determine, for example, that, in certain market conditions, this approach would be appropriate to alleviate liquidity pressures on Supplemental Liquidity Providers. This alternative calculation would allow NSCC to collect sufficient qualifying liquid resources to meet its regulatory obligations with respect to liquidity risk management without requiring all of the Supplemental Liquidity Providers to fund the total amount of their calculated Supplemental Liquidity Obligation on that Business Day.³¹

Intraday Supplemental Liquidity Calls. The proposed Rule 4(A) would also establish Intraday Supplemental Liquidity Calls that would replace the current Special Activity Liquidity Calls. The existing Special Activity Liquidity Calls are designed to address increases in NSCC's liquidity need between calculation dates. The proposed Intraday Supplemental Liquidity Calls would serve a similar function, allowing NSCC to calculate and collect additional SLD on an intraday basis if a Supplemental Liquidity Provider's increased activity levels or projected settlement activity causes NSCC's Daily Liquidity Need to exceed NSCC's Qualifying Liquid Resources. This proposed provision would assist NSCC in mitigating increased liquidity exposures in specified circumstances.

First, proposed Rule 4(A) would establish a monthly Intraday Supplemental Liquidity Call that is calculated and collected, when applicable, on the first Business Day

³¹ Rule 17Ad-22(e)(7)(i) under the Act requires, in part, that NSCC maintain sufficient liquid resources at the minimum to effect same-day settlement of payment obligations with a high degree of confidence under a wide range of foreseeable stress scenarios, including the default of the participant family that would generate the largest aggregate payment obligation for the covered clearing agency in extreme but plausible market conditions. 17 CFR 240.17Ad-22(e)(7)(i).

of an Options Expiration Activity Period, which is typically a Friday.³² This Intraday Supplemental Liquidity Call would be calculated as the difference between (1) NSCC's Daily Liquidity Need, recalculated to account for both actual settlement activity submitted to NSCC over the course of Business Day and projected activity in stock options that is expected to be submitted to NSCC³³ and (2) NSCC's Qualifying Liquid Resources. Settlement activity may net with (and offset) the activity that NSCC uses in re-calculating the Daily Liquidity Need. In order to account for any potential offsetting settling activity, NSCC would adjust the re-calculated Daily Liquidity Need using an estimated netting percentage that is based on each Supplemental Liquidity Provider's average percentage of netting observed over the prior 24 months. Under this proposed provision, NSCC would adjust the amount of SLD it collects in order to mitigate the increased liquidity exposures related to the monthly expiration of stock options.

Second, proposed Rule 4(A) would allow NSCC to call for additional SLD on an intraday basis on any Business Day if a Supplemental Liquidity Provider's increased activity levels causes NSCC's Daily Liquidity Need to exceed NSCC's Qualifying Liquid Resources and NSCC determines, in its sole discretion, that it is appropriate to require an additional intraday SLD from that Supplemental Liquidity Provider in order to mitigate

³² The proposed Rule 4(A) will retain the existing definition of an Options Expiration Activity Period for purposes of this monthly Intraday Supplemental Liquidity Call.

³³ Each Business Day, NSCC receives information regarding projected settlement activity from The Options Clearing Corporation pursuant to a Stock and Futures Settlement Agreement ("OCC Accord"). The OCC Accord provides for the clearance and settlement of exercises and assignments of options on eligible securities or the maturity of eligible stock futures contracts through NSCC. See Securities Exchange Act Release No. 81260 (July 31, 2017), 82 FR 36484 (August 4, 2017) (File Nos. SR-NSCC-2017-803; SR-OCC-2017-804).

those additional liquidity exposures. Under this proposed change, NSCC would have the ability to make an Intraday Supplemental Liquidity Call on any Business Day. The amount of an Intraday Supplemental Liquidity Call would be the difference between NSCC's Daily Liquidity Need, recalculated for that Business Day taking into account any increase in settlement activity, and NSCC's Qualifying Liquid Resources. This proposed provision would allow NSCC to adjust the amount of SLD it collects for a Business Day in circumstances when NSCC believes it is necessary to accelerate the collection of additional SLD from Supplemental Liquidity Providers whose activity may present relatively greater risks to the NSCC on an overnight basis. NSCC would determine if an Intraday Supplemental Liquidity Call is appropriate based on a variety of factors and circumstances, including, but not limited to, an assessment of a Supplemental Liquidity Provider's ability to meet its projected settlement or Supplemental Liquidity Obligations and estimates of settlement activity that could offset settlement exposures and are not reflected in NSCC's liquidity estimates.

Returns of SLD and Miscellaneous Matters. Proposed Rule 4(A) would provide that NSCC would return SLD, including any SLD funded pursuant to an Intraday Supplemental Liquidity Call, on the next Business Day unless such amounts are held longer by NSCC pursuant to proposed Section 12a of Rule 4(A), as described below. Under the current Rule 4(A), NSCC may hold SLD for up to seven Business Days after the end of the applicable Options Expiration Activity Period and may hold SLD funded pursuant to a Special Activity Liquidity Call for up to 90 days after such deposit is made. Under the proposed change, because NSCC would recalculate the Supplemental

Liquidity Obligations each Business Day, NSCC would no longer need to hold SLD for these extended periods.

NSCC would amend proposed Section 12a (currently Section 13a) of Rule 4(A) to clarify that SLD, as part of Members' actual deposit to the Clearing Fund, would be subject to the provision of Section 9 of Rule 4. Section 9 of Rule 4 addresses NSCC's right to withhold all or any part of any excess deposit of a Member if such Member has been placed on the Watch List pursuant to the Rules or if NSCC determines that the Member's anticipated activities in NSCC in the near future may reasonably be expected to be materially different than its activities of the recent past.³⁴ Current Section 13a of Rule 4(A) addresses how SLD are treated pursuant to other Rules, particularly Rule 4, which addresses Members' deposits to the Clearing Fund. While this proposal would not change NSCC's rights with respect to these funds, it would provide Members with greater transparency into how SLD are treated under Rule 4.

NSCC would also amend the provision in Rule 4(A) that addresses when SLD would be returned to a Member that ceases to be a participant. Currently, Rule 4(A) states that SLD are not subject to Section 7 of Rule 4 (which addresses how Required Fund Deposits are returned to retired Members) and, as such, are returned to retired Members as otherwise provided for in Rule 4(A).³⁵ Under the proposed Rule 4(A),

³⁴ For example, this may occur when an index rebalancing occurs shortly after a month-end options expiration period, which could cause an increase in NSCC's liquidity exposures.

³⁵ Section 7 of Rule 4 provides that Required Fund Deposits to the Clearing Fund in the form of cash and securities are returned to retired Members within 30 calendar days after all of its transactions have settled and obligations have been satisfied. See supra note 4.

because NSCC would be able to calculate SLD each Business Day, it would return SLD on the Business Day following the calculation date. However, while a firm may still have unsettled activity on the day it retires, NSCC would not be able to collect SLD on the days following a Member's retirement. Therefore, NSCC is proposing to amend Rule 4(A) to require that SLD of a retired Member be treated similarly to other cash Required Fund Deposits to the Clearing Fund and be held by NSCC for 30 calendar days after any of its open transactions have settled and obligations have been satisfied. This proposed change would protect NSCC from liquidity risks presented by open transactions in the days following a firm's retirement and would align the treatment of these funds with the treatment of Required Fund Deposits of retired Members.

The proposed Rule 4(A) would also simplify the additional miscellaneous provisions applicable to SLD, which address, for example, NSCC's right to debit Members' accounts at NSCC if a Supplemental Liquidity Provider fails to meet its Supplemental Liquidity Obligation, and the information NSCC makes available to Supplemental Liquidity Providers each Business Day regarding SLD calculations. While the proposed changes would update and simplify these provisions, they would not significantly alter the structure of these provisions, as described below.

Proposed Changes to Rule 4(A)

The proposal described above would be implemented into the Rules by amending the current Rule 4(A). The specific changes to implement the proposal are described below.

Section 1 (Overview). NSCC is proposing changes to Section 1 of Rule 4(A) to simplify the descriptions by removing outdated and unnecessary language. Section 1 of

Rule 4(A) would continue to provide the rationale for the SLD requirement, by describing NSCC's liquidity needs and how the SLD requirements are designed to contribute to meeting those needs. However, the proposed changes would simplify this section by removing a statement that specifically identifies two of NSCC's principal sources of liquidity and would instead more generally refer to NSCC's sources of liquidity. The proposed changes to Section 1 of Rule 4(A) would also remove references to options expiration activity periods, which would no longer be applicable to the SLD requirement under this proposal.

Section 2 (Defined Terms). NSCC is proposing several changes to Section 2 of Rule 4(A) in order to implement this proposal. As described below, the proposed changes to the defined terms address the change in timing of the SLD requirement to occur each Business Day and would improve the transparency of Rule 4(A) through simplified and clearer defined terms.

First, Section 2 of proposed Rule 4(A) would remove the definition of "Special Activity Calculation Date," which is tied to the monthly Options Expiration Activity Period, and instead would use the term "Business Day" throughout proposed Rule 4(A), where appropriate. Business Day is currently defined in Rule 1 as any day on which NSCC is open for business. Therefore, this proposed change would provide for the calculation of SLD requirements on each day that NSCC is open for business.

Second, Section 2 of the proposed Rule 4(A) revise other defined terms that use the phrase "Special Activity" to either remove that phrase or, when appropriate, to replace this phrase with the term "Supplemental." For example, NSCC would revise the defined term "Special Activity Daily Liquidity Need" to "Daily Liquidity Need," and

would revise the defined term “Special Activity Liquidity Provider” to “Supplemental Liquidity Provider.” The phrase “Special Activity” was used in the current Rule 4(A) to refer to the Options Expiration Activity Period, which would only be applicable to the monthly intraday SLD in the proposed Rule 4(A).

NSCC would also update the definition of Daily Liquidity Need to change a reference from a four-day settlement cycle to a three-day settlement cycle, to reflect the amendment to Rule 15c6-1(a) under the Act to shorten the standard settlement cycle for most broker-dealer transactions.³⁶ Additionally, NSCC would move the defined term for “Options Expiration Activity Period” within Section 2 of the proposed Rule 4(A) so it continues to appear alphabetically, but is not proposing to change the definition of this term.

Third, the proposed changes to Section 2 of Rule 4(A) would include one defined term for “Qualifying Liquid Resources” to refer to all default liquidity resources available to NSCC to settle its payment obligations as a central counterparty. As discussed in greater detail above, the defined term would provide that NSCC may apply stressed market assumptions to its Qualifying Liquid Resources when applying these resources in the calculations made under Rule 4(A). In connection with this proposed change, NSCC would remove the defined terms “Commitment” and “Credit Facility,” which were used in the current Rule 4(A) to refer to NSCC’s Line of Credit, and would remove “Other Qualifying Liquid Resources,” which was used to refer to NSCC’s liquid resources other than the Clearing Fund and the Line of Credit. This proposed change would simplify Rule 4(A) and would account for NSCC’s continuing efforts to expand and diversify its

³⁶ See 17 CFR 240.15c6-1.

default liquidity resources. The proposed change would also clarify that Qualifying Liquid Resources would not include SLD for purposes of the calculations in Rule 4(A).

Fourth, the proposed changes would move certain calculations out of the defined terms in Section 2 and include them in the relevant later sections of Rule 4(A). This proposed change would simplify and clarify Rule 4(A), which currently requires a reader to refer back to the defined terms in Section 2 when reading the calculations and requirements set forth in later sections of Rule 4(A). For example, Section 2 of Rule 4(A) currently includes the calculation of “Special Activity Peak Liquidity Exposure” and “Special Activity Peak Liquidity Need.” In the proposed Rule 4(A), NSCC would no longer use the calculation of Special Activity Peak Liquidity Exposure in determining the Supplemental Liquidity Providers or in calculating those requirements. The calculation of Peak Liquidity Need, which would replace Special Activity Peak Liquidity Need, would be moved out of Section 2 and into Section 3, where that calculation would be described as being used to identify Supplemental Liquidity Providers.

Finally, the proposed changes to Section 2 of Rule 4(A) would remove defined terms that are no longer needed when NSCC calculates SLD requirements daily. For example, NSCC would remove defined terms that are related to the Options Expiration Activity Period, including “Special Activity Business Day,” which is currently defined as a Business Day included in an Options Expiration Activity Period. NSCC would also remove the defined term for “Special Activity Prefund Deposit” because it would no longer be necessary for Members to prefund their potential SLD requirement in advance of NSCC’s calculations when they are done on a daily basis.

Section 3 (Supplemental Liquidity Providers). NSCC is proposing to amend Section 3 to describe how NSCC would identify the Supplemental Liquidity Providers for each Business Day. Section 3 of the proposed Rule 4(A) would state that, each Business Day, NSCC would determine the Peak Liquidity Need of each Member during the Lookback Period, and would identify the Supplemental Liquidity Providers for that Business Day as the 30 (or fewer) Members with the largest Peak Liquidity Need in that time period. These changes would implement the proposal described in greater detail above to make this calculation daily and to simplify the calculation used to identify Supplemental Liquidity Providers by using Peak Liquidity Need rather than using the largest exposures of all providers in the Lookback Period.

Section 4 (Supplemental Liquidity Obligations); Section 5 (Satisfaction of Supplemental Liquidity Obligations); and Section 6 (Notice of Supplemental Liquidity Obligations and Payment of Supplemental Liquidity Deposits). NSCC would amend Sections 4, 5 and 6 of Rule 4(A) to describe the simplified calculation of Supplemental Liquidity Obligations, and the process by which Supplemental Liquidity Providers would pay their Supplemental Liquidity Obligations after being notified by NSCC. Proposed changes to Section 4 would implement the revised calculation of Supplemental Liquidity Obligations, described in greater detail above, as the difference between a Supplemental Liquidity Provider's Daily Liquidity Need for that Business Day and the Qualifying Liquid Resources available to NSCC on that day. The proposed changes would also create a subsection b. of Section 4 to describe the optional, alternative pro rata calculation of Supplemental Liquidity Obligations, as described in greater detail above.

Proposed changes to Sections 5 and 6 of Rule 4(A) would update the defined terms and the timing by when Supplemental Liquidity Providers must fund their Supplemental Liquidity Obligations to reflect the change of these obligations to daily. Proposed changes to Section 6 of Rule 4(A) would state that the notice provided to Supplemental Liquidity Providers regarding their Supplemental Liquidity Obligations would state if that amount was calculated pursuant to Section 4b as a pro rata share of the largest Supplemental Liquidity Obligation of that Business Day.

Section 7 (Determination of Intraday Supplemental Liquidity Calls) and Section 8 (Satisfaction of Intraday Supplemental Liquidity Calls). NSCC would amend Sections 7 and 8 of Rule 4(A) to reflect the removal of the Special Activity Liquidity Calls and the adoption of the two Intraday Supplemental Liquidity Calls, as described in greater detail above. The proposed changes to these sections would also update defined terms, as appropriate.

Returns of Supplemental Liquidity Deposits – *Section 9 (Deposits Made in Satisfaction of a Supplemental Liquidity Obligation) and Section 10 (Ceasing to be a Participant).* NSCC is proposing to consolidate the current Sections 9 and 10 of Rule 4(A) into a new Section 9 of Rule 4(A), which would address the return of SLD that are made in satisfaction of both Supplemental Liquidity Obligations and Intraday Supplemental Liquidity Calls. The proposed changes would provide that SLD made pursuant to either Supplemental Liquidity Obligations and Intraday Supplemental Liquidity Calls would be returned to Supplemental Liquidity Providers on the next Business Day after the calculation date, unless otherwise notified by NSCC.

NSCC would amend Section 10 (currently Section 11) to align the treatment of SLD of a retired Member with the treatment of such firm's Required Fund Deposits, as described in greater detail above.

Miscellaneous Matters – Section 11 (Obligations of Affiliated Families and Supplemental Liquidity Providers), Section 12 (Application of Supplemental Liquidity Deposits) and Section 13 (Information). NSCC would amend Sections 11, 12 and 13 (currently Sections 12, 13 and 14) of Rule 4(A) to update and simplify these provisions. The proposed amendments would not substantially amend the purpose or application of these sections.

Section 11 (currently Section 12) of Rule 4(A) provides that the Supplemental Liquidity Obligations of Affiliated Families are the several obligations of all of the Members of the Affiliated Family ratably in proportion to their applicable Special Activity Peak Liquidity Exposure. NSCC would not change this provision but would update it to use revised defined terms. NSCC would also amend Section 11 by consolidating two parallel paragraphs into subsection b., which address NSCC's right to collect SLD from Supplemental Liquidity Providers. This proposed change would simplify the provision but would not make substantive changes to NSCC's rights or Members' obligations.

Section 12 (currently Section 13), which addresses how SLD are treated under Rule 4, would be amended to update defined terms and to clarify that SLD may be held by NSCC as part of Members' actual deposits to the Clearing Fund, pursuant to Section 9 of Rule 4. No substantive changes are proposed to this Section.

Section 13 (currently Section 14) describes NSCC's obligation to provide Members with certain information regarding its SLD calculation. NSCC is proposing to amend this section to include updated defined terms and to reflect the daily calculation of SLD.

(iv) Impact Study Results

NSCC has provided the Commission with the results of an impact study that reviewed the proposal against the observed regulatory liquidity needs and NSCC's Qualifying Liquid Resources available during the period from 2016 through 2020 to assess both pro-forma and hypothetical impacts of the proposal under various liquidity scenarios.

Pro-Forma Impact Study. The pro-forma impact study compared NSCC's regulatory liquidity needs against the Qualifying Liquid Resources that were available between 2016 and 2020. The pro-forma analysis indicated that NSCC would expect between 1 and 3 Supplemental Liquidity Obligations per year, ranging in size between \$1.0 billion to \$5.4 billion in 2016 through 2019. In calendar year 2020, the impact study shows that available Qualifying Liquid Resources for each date would have eliminated potential Supplement Liquidity Obligations.

Additionally, this impact study showed between 4 and 27 actual Supplemental Liquidity Obligations were received by NSCC per year, typically averaging \$3.6 billion during this same period, including 9 actual Supplemental Liquidity Obligations received by NSCC in 2020.

Hypothetical Impact Study. NSCC also developed several hypothetical liquidity scenarios to assess the proposal's impact. When hypothetical Qualifying Liquid

Resources available to NSCC are between \$17 billion and \$22 billion, NSCC would expect between 7 and 36 Supplemental Liquidity Obligations per year, ranging in size between \$2.1 billion to \$4.6 billion each; and (2) when the hypothetical Qualifying Liquid Resources available to NSCC are \$22 billion or above, NSCC would expect between 1 and 5 Supplemental Liquidity Obligations per year, ranging in size between \$2.1 billion to \$6.8 billion each.

NSCC has also provided the Commission with details of potential impacts of the proposal on the largest 50 Affiliated Families, a list of the 30 Affiliated Families with the largest liquidity exposures as of December 31, 2020, and the respective Affiliated Families' maximum and average NSCC liquidity needs for each calendar year between 2016 and 2020.

(v) *Implementation Timeframe*

NSCC would implement the proposed changes no later than 10 Business Days after the later of the approval of the proposed rule change and no objection to the related advance notice³⁷ by the Commission. NSCC would announce the effective date of the proposed changes by Important Notice posted to its website.

2. Statutory Basis

NSCC believes the proposed changes are consistent with the requirements of the Act and the rules and regulations thereunder applicable to a registered clearing agency. In particular, NSCC believes the proposed changes are consistent with Section

³⁷ Supra note 3.

17A(b)(3)(F) of the Act,³⁸ and Rules 17Ad-22(e)(7)(i) and (ii), each promulgated under the Act,³⁹ for the reasons described below.

Section 17A(b)(3)(F) of the Act requires that the rules of NSCC be designed to, among other things, assure the safeguarding of securities and funds which are in the custody or control of the clearing agency or for which it is responsible.⁴⁰ NSCC believes the proposed rule change is designed to assure the safeguarding of securities and funds which are in its custody or control or for which it is responsible because the proposal would allow NSCC to better limit its liquidity exposure to Members in the event of a Member default.

Specifically, under the proposal, each Business Day NSCC would measure the Supplemental Liquidity Obligation of each Supplemental Liquidity Provider as the difference between the Daily Liquidity Need of the Supplemental Liquidity Provider calculated for that Business Day and the Qualifying Liquid Resources available to NSCC on that day assuming stressed market conditions. By making these calculations daily based on Members' current activity and NSCC's resources currently available to NSCC, the proposed SLD requirement would provide NSCC with a more accurate measure of its potential liquidity exposures to its Members in the event of a Member default. The proposal would also establish a monthly intraday SLD collection in connection with options expiration activity that present heightened liquidity exposures, and an optional intraday SLD that NSCC may collect when it deems appropriate to mitigate any

³⁸ 15 U.S.C. 78q-1(b)(3)(F).

³⁹ 17 CFR 240.17Ad-22(e)(7)(i) and (ii).

⁴⁰ 15 U.S.C. 78q-1(b)(3)(F).

increased liquidity exposures or in light of other circumstances. These proposed intraday SLD would allow NSCC to re-calculate its liquidity exposures and collect sufficient liquidity to allow it to complete end-of-day settlement in the event of the default of a Member.

Additionally, by providing an alternative pro rata calculation of Supplemental Liquidity Obligations in certain circumstances, the proposal would provide NSCC with the flexibility to determine the total amount collected on a Business Day, while continuing to collect and hold sufficient liquidity to allow NSCC to complete end-of-day settlement in the event of the default of the Member with the largest payment obligations. In this way, the proposed change to calculate and collect, when applicable, SLD on a daily basis based on current information, and on an intraday basis when NSCC observes an increase in its Daily Liquidity Need, would help NSCC assure the safeguarding of securities and funds which are in its custody or control or for which it is responsible, consistent with the requirements of Section 17A(b)(3)(F) of the Act.⁴¹

The proposed changes to simplify and clarify Rule 4(A), which describes the SLD requirement, would also be consistent with the requirements of Section 17A(b)(3)(F) of the Act.⁴² These proposed changes would make the rights and obligations of both NSCC and its Members under Rule 4(A) more transparent and easier to understand. A clearer rule supports the ability of Members to meet their obligations to provide NSCC with SLD when required. The liquidity provided to NSCC through the SLD allows it to complete end-of-day settlement in the event of the default of a Member. Therefore, by making the

⁴¹ Id.

⁴² Id.

provisions of Rule 4(A) clearer, simpler and more transparent to Members, these proposed changes also support NSCC's compliance with the requirements of Section 17A(b)(3)(F) of the Act to assure the safeguarding of securities and funds which are in NSCC's custody or control or for which it is responsible.⁴³

Rule 17Ad-22(e)(7)(i) under the Act requires that NSCC establish, implement, maintain and enforce written policies and procedures reasonably designed to maintain sufficient liquid resources at the minimum in all relevant currencies to effect same-day and, where appropriate, intraday and multiday settlement of payment obligations with a high degree of confidence under a wide range of foreseeable stress scenarios that includes, but is not limited to, the default of the participant family that would generate the largest aggregate payment obligation for NSCC in extreme but plausible market conditions.⁴⁴ Rule 17Ad-22(e)(7)(ii) under the Act requires that NSCC establish, implement, maintain and enforce written policies and procedures reasonably designed to hold qualifying liquid resources sufficient to meet the minimum liquidity resource requirement under Rule 17Ad-22(e)(7)(i) in each relevant currency for which NSCC has payment obligations owed to its Members.⁴⁵

As described above, the proposal would strengthen NSCC's ability to maintain sufficient liquidity to complete end-of-day settlement in the event of the default of a

⁴³ Id.

⁴⁴ 17 CFR 240.17Ad-22(e)(7)(i).

⁴⁵ 17 CFR 240.17Ad-22(e)(7)(ii). For purposes of Rule 17Ad-22(e)(7)(ii), "qualifying liquid resources" are defined in Rule 17Ad-22(a)(14) as including, in part, cash held either at the central bank of issue or at creditworthy commercial banks. Supra note 7.

Member. The proposal would do this by allowing NSCC to calculate and collect, when applicable, SLD every Business Day from those Members that pose the largest liquidity exposures to NSCC on that day. The proposal would also include a mechanism to allow NSCC to collect SLD on an intraday basis, including on the first Business Day of the Options Expiration Activity Period, when liquidity exposures are historically higher. These resources would be available to NSCC to complete end-of-day settlement in the event of the default of a Member. Further, SLD are currently, and would continue to be, held by NSCC at either its cash deposit account at the Federal Reserve Bank of New York, at a creditworthy commercial bank, or in other investments pursuant to the Clearing Agency Investment Policy.⁴⁶ Therefore, SLD would continue to be considered a qualifying liquid resource, as defined by Rule 17Ad-22(a)(14) under the Act,⁴⁷ and would support NSCC's ability to hold qualifying liquid resources sufficient to meet the minimum liquidity resource requirement under Rule 17Ad-22(e)(7)(i), as required by Rule 17Ad-22(e)(7)(ii). Additionally, the proposed alternative pro rata calculation of Supplemental Liquidity Obligations would provide NSCC with the flexibility to determine the total amount collected on a Business Day, while continuing to collect and hold sufficient liquidity to allow NSCC to complete end-of-day settlement in the event of the default of the Member with the largest payment obligations, as required by Rule

⁴⁶ See Securities Exchange Act Release Nos. 79528 (December 12, 2016), 81 FR 91232 (December 16, 2016) (File Nos. SR-DTC-2016-007, SR-FICC-2016-005, SR-NSCC-2016-003); 84949 (December 21, 2018), 83 FR 67779 (December 31, 2018) (File Nos. SR-DTC-2018-012, SR-FICC-2018-014, SR-NSCC-2018-013).

⁴⁷ 17 CFR 240.17Ad-22(a)(14).

17Ad-22(e)(7)(i).⁴⁸ As such, this proposed change would support NSCC's ability to hold sufficient qualifying liquid resources to meet its minimum liquidity resource requirement under Rules 17Ad-22(e)(7)(i) and (ii).⁴⁹

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

NSCC believes that the proposed rule change could have an impact on competition. Specifically, NSCC believes the proposed changes could burden competition because they would require those Members that are identified as Supplemental Liquidity Providers to make an SLD to the Clearing Fund each Business Day, when applicable, rather than only monthly in connection with the expiration of stock options.

Members are currently subject to SLD requirements under Rule 4(A), and, while the proposed rule change could result in a Supplemental Liquidity Obligation on a more frequent basis, the impact study results, discussed above, show that the proposal would not have a significant impact on the frequency or amount of those requirements. The Supplemental Liquidity Obligations of Supplemental Liquidity Providers would be in direct relation to the specific liquidity exposures presented to NSCC by Members' daily activity. Therefore, Members that present the largest liquidity exposures to NSCC, regardless of the type of Member, currently have, and would continue to have, similar SLD requirements. The proposed alternative calculation of Supplemental Liquidity Obligations would provide NSCC with the flexibility to collect and hold sufficient liquidity to meet NSCC's regulatory obligations while allocating the Supplemental

⁴⁸ 17 CFR 240.17Ad-22(e)(7)(i).

⁴⁹ 17 CFR 240.17Ad-22(e)(7)(i) and (ii).

Liquidity Obligations on a pro rata basis among the Supplemental Liquidity Providers for that Business Day. This proposed change would treat each Supplemental Liquidity Provider equally when this alternative calculation is triggered.

Therefore, NSCC believes that any burden on competition imposed by the proposed changes would not be significant and, further, would be both necessary and appropriate in furtherance of NSCC's efforts to mitigate risks and meet the requirements of the Act,⁵⁰ as described in this filing and further below.

NSCC believes the above described burden on competition that may be created by the proposed changes to the SLD requirement would be necessary in furtherance of the purposes of the Act, specifically Section 17A(b)(3)(F) of the Act.⁵¹ As discussed above, the proposed change would improve NSCC's ability to estimate its liquidity exposures in the calculation and collection of SLD by using daily activity rather than estimating potential exposures based on activity in a look-back period. In this way, the proposed change would improve NSCC's liquidity risk management by supplementing its liquidity resources that are available to it to complete end-of-day settlement in the event of the default of a Member. The proposed pro rata alternative calculation of SLD would allow NSCC to opt to collect only the largest Supplemental Liquidity Obligation calculated for that Business Day, while still meeting NSCC's applicable regulatory obligations. The proposed enhancements to its liquidity risk management would help NSCC assure the

⁵⁰ 15 U.S.C. 78q-1(b)(3)(I).

⁵¹ 15 U.S.C. 78q-1(b)(3)(F).

safeguarding of securities and funds which are in its custody or control or for which it is responsible, consistent with the requirements of Section 17A(b)(3)(F) of the Act.⁵²

NSCC believes the above described burden on competition that may be created by the proposed changes to the SLD requirement would be necessary in furtherance of the purposes of the Act, specifically Section 17A(b)(3)(F) of the Act.⁵³ As discussed above, the proposed change would improve NSCC's ability to estimate its liquidity exposures in the calculation and collection of SLD by using daily activity rather than estimating potential exposures based on activity in a look-back period. The proposal would also establish a monthly intraday SLD to address the additional liquidity exposures that are presented by monthly options expiration activity, and an optional intraday SLD that may be collected when NSCC deems appropriate. In aggregate, the total SLD collected would improve NSCC's liquidity risk management by supplementing its liquidity resources that are available to it to complete end-of-day settlement in the event of the default of a Member. The proposed pro rata alternative calculation of SLD would allow NSCC to opt to collect only the largest Supplemental Liquidity Obligation calculated for that Business Day, while still meeting NSCC's applicable regulatory obligations. The proposed enhancements to its liquidity risk management would help NSCC assure the safeguarding of securities and funds which are in its custody or control or for which it is responsible, consistent with the requirements of Section 17A(b)(3)(F) of the Act.⁵⁴

⁵² Id.

⁵³ 15 U.S.C. 78q-1(b)(3)(F).

⁵⁴ Id.

The proposal would strengthen NSCC's ability to maintain sufficient liquidity to complete end-of-day settlement in the event of the default of a Member by allowing NSCC to collect SLD each Business Day from those Members that pose the largest liquidity exposures to NSCC on that day. Further, SLD are currently, and would continue to be, cash deposits to NSCC's Clearing Fund, which meet the criteria to be considered qualifying liquid resources, as defined by Rule 17Ad-22(a)(14) under the Act.⁵⁵ The proposed alternative pro rata calculation would allow NSCC to continue to collect sufficient liquidity to meet the requirements of Rule 17Ad-22(e)(7)(i).⁵⁶ As such, this proposed change would support NSCC's ability to hold sufficient qualifying liquid resources to meet its minimum liquidity resource requirement under Rules 17Ad-22(e)(7)(i) and (ii).⁵⁷

NSCC believes that the above described burden on competition that could be created by the proposed changes would be appropriate in furtherance of the purposes of the Act because such changes have been designed to assure the safeguarding of securities and funds which are in the custody or control of NSCC or for which it is responsible, as described in detail above. Under both the current Rule 4(A) and the proposed changes to Rule 4(A), the SLD requirements are designed to require those Members whose settlement activity pose the largest liquidity exposures to NSCC to provide SLD in the amount of such exposures. The proposed changes to Rule 4(A) would better support NSCC by allowing it to calculate and collect, when applicable, SLD to address liquidity

⁵⁵ 17 CFR 240.17Ad-22(a)(14).

⁵⁶ 17 CFR 240.17Ad-22(e)(7)(i).

⁵⁷ 17 CFR 240.17Ad-22(e)(7)(i) and (ii).

exposures that are presented by the activity of Supplemental Liquidity Providers each Business Day rather than only during monthly options expiration periods. The proposed rule change would improve NSCC's ability to measure these liquidity exposures by using daily activity rather than estimations based on past activity.

Therefore, because the proposed changes are designed to provide NSCC with a more accurate measure of the liquidity risks presented by Members' daily activity, NSCC believes the proposal would meet NSCC's risk management goals and its regulatory obligations. NSCC believes that it has designed the proposed rule change in an appropriate way in order to comply with NSCC's obligations under the Act. Therefore, as described above, NSCC believes the proposed changes are necessary and appropriate in furtherance of NSCC's obligations under the Act,⁵⁸ specifically Section 17A(b)(3)(F) of the Act⁵⁹ and Rules 17Ad-22(e)(7)(i) and (ii) under the Act.⁶⁰

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

NSCC has not received or solicited any written comments relating to this proposal. NSCC will notify the Commission of any written comments received by NSCC.

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

Within 45 days of the date of publication of this notice in the Federal Register or within such longer period up to 90 days (i) as the Commission may designate if it finds

⁵⁸ 15 U.S.C. 78q-1(b)(3)(I).

⁵⁹ 15 U.S.C. 78q-1(b)(3)(F).

⁶⁰ 17 CFR 240.17Ad-22(e)(7)(i) and (ii).

such longer period to be appropriate and publishes its reasons for so finding or (ii) as to which the self-regulatory organization consents, the Commission will:

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

The proposal shall not take effect until all regulatory actions required with respect to the proposal are completed.

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-NSCC-2021-002 on the subject line.

Paper Comments:

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

All submissions should refer to File Number SR-NSCC-2021-002. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet website

(<http://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for website viewing and printing in the Commission's Public Reference Room, 100 F Street, NE, Washington, DC 20549 on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of the filing also will be available for inspection and copying at the principal office of NSCC and on DTCC's website (<http://dtcc.com/legal/sec-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-NSCC-2021-002 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.⁶¹

Secretary

⁶¹ 17 CFR 200.30-3(a)(12).

Impact Study Data
January 2016 to December 2020

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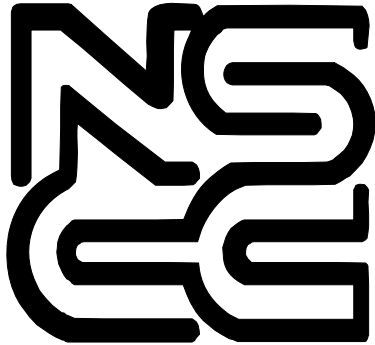
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NATIONAL
SECURITIES
CLEARING
CORPORATION

RULES & PROCEDURES

TEXT OF PROPOSED RULE CHANGE

Bold and underlined text indicates proposed added language.

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

RULE 4(A). SUPPLEMENTAL LIQUIDITY DEPOSITS

[Changes to this Rule 4(A), as amended by File Nos. SR-NSCC-2021-002 and SR-NSCC-2021-801, are available at dtcc.com/~media/Files/Downloads/legal/rule-filings/2021/NSCC/SR-NSCC-2021-002.pdf and at dtcc.com/~media/Files/Downloads/legal/rule-filings/2021/NSCC/SR-NSCC-2021-801.pdf, respectively. These changes have been approved by the Securities and Exchange Commission but have not yet been implemented. By no later than [insert date no later than 10 Business Days after the later of the approval of SR-NSCC-2021-002 and no objection to SR-NSCC-2021-801 by the Securities and Exchange Commission], these changes will be implemented, and this legend will be automatically removed from this Rule 4(A).]

SEC. 1. *Overview.* The Corporation requires sufficient liquidity to enable it to effect the settlement of its payment obligations as a central counterparty. ~~The two principal sources of liquidity for the Corporation currently are deposits to the Clearing Fund and a committed line of credit to meet its regulatory obligations.~~ A substantial proportion of the liquidity needed by the Corporation for these purposes is attributable to the exposure presented to the Corporation by its Members who would generate the largest settlement debits ~~during options expiration activity periods~~ in stressed market conditions. In order to ensure that the Corporation has sufficient liquidity to meet its payment and regulatory obligations, ~~it is appropriate that~~ such Members shall provide additional liquidity to the Corporation in the form of supplemental liquidity deposits to the Clearing Fund, offset by (i) commitments under the line of credit and (ii) any to supplement the Corporation's other qualifying liquid resources the Corporation may secure sources of liquidity pursuant to settle its payment obligations as a central counterparty. this Rule 4(A). This Rule 4(A) describes how such ~~additional liquidity in the form of~~ supplemental liquidity deposits to the Clearing Fund shall be calculated and provided.

SEC. 2. *Defined Terms.* The following terms shall have the meanings specified below for purposes of this Rule 4(A):

“Affiliate” means a person that controls or is controlled by or is under common control with another person. Control of a person means the direct or indirect ownership or power to vote more than 50% of any class of the voting securities or other voting interests of any person.

“Affiliated Family” means a group of Members, excluding from the group any Member that is a securities clearinghouse, depository, exchange or other market infrastructure, in which each Member in the group is an Affiliate of at least one other Member in the group.

~~“Commitment” means a commitment to lend to the Corporation under the Credit Facility.~~

~~“Credit Facility” means the committed line of credit maintained by the Corporation to enable the Corporation to satisfy losses and liabilities incident to the operation of its clearance and settlement business.~~

~~“Options Expiration Activity Period” means the period (i) beginning at the opening of business on the Friday preceding the Saturday that is the monthly expiration date for stock options (or the Business Day before that if such Friday is not a Business Day) and (ii) ending at the close of business on the second Settlement Day following such date. If the monthly expiration date for stock options is changed to a Friday, the “Options Expiration Activity Period” shall mean the period (i) beginning at the opening of business on such Friday (or the Business Day before that if such Friday is not a Business Day) and (ii) ending at the close of business on the second Settlement Day following such date.~~

~~“Other Qualifying Liquid Resources” means liquid resources, other than the Clearing Fund and Credit Facility, available to the Corporation to enable the Corporation to settle its payment obligations as a central counterparty in stressed market conditions.~~

~~“Special Activity Business Day” means a Business Day that is included in an Options Expiration Activity Period.~~

~~“Special Activity Calculation Date” has the meaning given to such term in Section 3 below.~~

~~“Special Activity Daily Liquidity Need” means, on any Special Activity Business Day, the amount of liquid resources, as calculated and determined by the Corporation, needed to effect the settlement of its payment obligations as a central counterparty over a fourthree day settlement cycle, assuming the default on that Business Day of thean Unaffiliated Member or Affiliated Family ~~that would cause the largest liquidity exposure to the Corporation over that cycle in stressed market conditions.~~~~

~~“Special Activity Intraday Supplemental Liquidity Call” has the meaning given to such term in Section 7 below.~~

~~“Special Activity Liquidity Obligation” has the meaning given to such term in Section 4 below.~~

~~“Special Activity Liquidity Provider” has the meaning given to such term in Section 4 below.~~

~~“Special Activity Lookback Period” means, with respect to the 24 month period (or longer period as determined by the Corporation in its discretion) ending on the applicable Special Activity Calculation Date, prior to each Options Expiration Activity Period that falls within the same calendar month as the calendar month of the applicable Special Activity Calculation Date Business Day.~~

“Options Expiration Activity Period” means the period (i) beginning at the opening of business on the Friday preceding the Saturday that is the monthly expiration date for stock options (or the Business Day before that if such Friday is not a Business Day) and (ii) ending at the close of business on the second Settlement Day following such date. If the monthly expiration date for stock options is changed to a Friday, the “Options Expiration Activity Period” shall mean the period (i) beginning at the opening of business on such Friday (or the Business Day before that if such Friday is not a Business Day) and (ii) ending at the close of business on the second Settlement Day following such date.

“~~Special Activity~~ Peak Liquidity ~~Exposure~~ Need” means: has the meaning given to such term in Section 3 below.

- a. ~~with respect to an Unaffiliated Member, the amount by which the largest Special Activity Supplemental Liquidity Need that the Corporation would have in the event of the default of such Unaffiliated Member on any Special Activity Business Day during the applicable Special Activity Lookback Period exceeds, on the applicable Special Activity Calculation Date, the sum of (i) all Commitments under the Credit Facility and (ii) all Other Qualifying Liquid Resources;~~
- b. ~~with respect to a Member of an Affiliated Family, the amount by which the largest Special Activity Supplemental Liquidity Need that the Corporation would have in the event of the default of such Member on any Special Activity Business Day during the applicable Special Activity Lookback Period exceeds, on the applicable Special Activity Calculation Date, the sum of (i) all Commitments under the Credit Facility and (ii) all Other Qualifying Liquid Resources; and~~
- c. ~~with respect to an Affiliated Family, the amount by which the largest Special Activity Supplemental Liquidity Need that the Corporation would have in the event of the simultaneous default of all Members of that Affiliated Family on any Special Activity Business Day during the applicable Special Activity Lookback Period exceeds, on the applicable Special Activity Calculation Date, the sum of (i) all Commitments under the Credit Facility and (ii) all Other Qualifying Liquid Resources.~~

“~~Special Activity~~ Peak Liquidity Need” means, on any Special Activity Calculation Date, the amount by which the largest Special Activity Supplemental Liquidity Need observed at any time during any ~~Options Expiration Activity Period~~ exceeds, on such Special Activity Calculation Date, the sum of (i) all Commitments under the Credit Facility and (ii) all Other Qualifying Liquid Resources.

~~“Special Activity Peak Liquidity Need Date” means the date of the applicable Special Activity Peak Liquidity Need.~~

~~“Special Activity Prefund Deposit” means a cash deposit of a Member to the Clearing Fund made by wire transfer to an account designated by the Corporation:~~

- ~~a. that is in excess of the Required Fund Deposit of the Member;~~
- ~~b. that the Member deposits to the Clearing Fund, not later than the time specified by the Corporation on the first Business Day of an Options Expiration Activity Period, if the Member anticipates that its Special Activity Peak Liquidity Exposure at any time during such Options Expiration Activity Period will be greater than the amount calculated by the Corporation pursuant to this Rule 4(A);~~
- ~~c. that the Member undertakes to keep on deposit in the Clearing Fund for at least seven Business Days after the end of the applicable Options Expiration Activity Period; and~~
- ~~d. that the Member designates as a “Special Activity Prefund Deposit” at the time of the deposit in a manner specified by the Corporation.~~

~~“Special Activity Supplemental Qualifying Liquid Resources” means, as of each Business Day, the liquid resources available to the Corporation to enable it to settle its payment obligations as a central counterparty in stressed market conditions (as described below), which may include (i) a commitment to lend under a committed line of credit maintained by the Corporation to enable it to satisfy losses and liabilities incident to the operation of its clearance and settlement business; (ii) actual deposits to its Clearing Fund, including Supplemental Liquidity Deposits; and (iii) any other prefunded or committed liquidity resources that the Corporation may use to settle its payment obligations as a central counterparty. Qualifying Liquid Resources would not include Supplemental Liquidity Deposits for purposes of this Rule 4(A). In order to simulate stressed market conditions, the Corporation would apply assumptions to the size and availability of its Qualifying Liquid Resources when applying these resources in the calculations made under this Rule 4(A).~~

~~“Supplemental Liquidity Deposit” shall have the meaning given to such term in Section 5, and shall include any amount deposited to the Clearing Fund in satisfaction of (i) a ~~Special Activity Supplemental~~ Liquidity Obligation (pursuant to Section ~~64~~ below) or (ii) a ~~Special Activity an Intraday Supplemental~~ Liquidity Call (pursuant to Section ~~87~~ below). All ~~Special Activity~~ Supplemental Liquidity Deposits shall be made in cash by wire transfer to an account designated by the Corporation.~~

~~“~~Special Activity~~ Supplemental Liquidity Obligation Need” means, on any ~~Special Activity Business Day~~, the amount by which the ~~Special Activity Daily~~~~

Liquidity Need of the Corporation exceeds the sum of all Required Fund Deposits, has the meaning given to such term in Section 4 below.

“Supplemental Liquidity Provider” has the meaning given to such term in Section 3 below.

“Unaffiliated Member” means a Member that (i) is not in any Affiliated Family and (ii) is not a securities clearinghouse, depository, exchange or other market infrastructure.

Capitalized terms that are used but not defined in this Rule 4(A) shall have the meanings given to such terms elsewhere in these Rules.

Special Activity Supplemental Liquidity Obligations

SEC. 3. Special Activity Calculation Date Determinations. Supplemental Liquidity Providers. On a day that is no later than the fifth each Business Day preceding any Options Expiration Activity Period (the “Special Activity Calculation Date”), the Corporation shall determine: **the “Peak Liquidity Need” of each Member, which shall be:**

- a. **the Special Activity For Unaffiliated Members, the largest** Daily Liquidity Need **of that** the Corporation **on each Special Activity would have in the event of the default of such Unaffiliated Member on any** Business Day **of during** the **applicable Special Activity** Lookback Period;
- b. **the Special Activity Supplemental For Members of an Affiliated Family, the largest Daily** Liquidity Need **of that** the Corporation **would have in the event of the default of such Member on each Special Activity any** Business Day **of during** the applicable **Special Activity** Lookback Period;
- c. **and with respect to an Affiliated Family, the Special Activity Peak largest Daily** Liquidity Need **of that** the Corporation **would have in the event of on the applicable Special Activity Calculation Date;**
- d. **the Special Activity Peak Liquidity Exposure of each Unaffiliated Member or Affiliated Family during the applicable Special Activity Lookback Period; and**
- e. **the 30 (or fewer) Unaffiliated simultaneous default of all** Members **or of that** Affiliated Families **with the largest Special Activity Peak Liquidity Exposures Family on any Business Day** during the **applicable Special Activity** Lookback Period.

SEC. 4. Special Activity Liquidity Obligations and Providers.—The 30 (or fewer) Unaffiliated Members or Affiliated Families with the largest **Special Activity**

Peak Liquidity ~~Exposures~~Need during the ~~applicable Special Activity~~ Lookback Period shall be “Supplemental Liquidity Providers” for that Business Day.

SEC 4. Supplemental Liquidity Obligations.

a. ~~On each Business Day, (each, a “Special Activity Supplemental Liquidity Provider”)~~ shall have a supplemental liquidity obligation to the Corporation (a ~~“Special Activity Supplemental Liquidity Obligation”~~), ”) determined for each Special Activity Liquidity Provider in accordance with the following formula:

A = B ~~multiplied by (minus C divided by D)~~, where --

A is the ~~Special Activity Supplemental~~ Liquidity Obligation of such ~~Special Activity Supplemental~~ Liquidity Provider;

B is the Daily Liquidity Need of the Supplemental Liquidity Provider calculated for that Business Day; and

CB is the ~~Special Activity Peak Liquidity Need~~sum of all Qualifying Liquid Resources available to the Corporation on the applicable Special Activity Calculation Date; that Business Day assuming stressed market conditions.

C ~~is the Special Activity Peak Liquidity Exposure of such Special Activity Liquidity Provider during the applicable Special Activity Lookback Period; and~~

D ~~is the aggregate amount of the Special Activity Peak Liquidity Exposures of all Special Activity Liquidity Providers during the applicable Special Activity Lookback Period.~~

b. If two or more Supplemental Liquidity Providers have a Supplemental Liquidity Obligation of more than \$2 billion, as determined pursuant to subsection a. above, the Corporation may, in its sole discretion, determine the Supplemental Liquidity Obligation of each Supplemental Liquidity Provider as its pro rata share of the largest Supplemental Liquidity Obligation calculated for that Business Day.

SEC. 5. ~~Satisfaction of Special Activity Supplemental Liquidity Obligations.~~ In satisfaction of its ~~Special Activity Supplemental~~ Liquidity Obligation to the Corporation, a ~~Special Activity Supplemental~~ Liquidity Provider shall make a supplemental liquidity deposit (a ~~“Special Activity Supplemental Liquidity Deposit”~~) to the Clearing Fund in an amount equal to its Supplemental ~~Activity~~ Liquidity Obligation.

SEC. 6. ~~Notice of Special Activity Supplemental Liquidity Obligations and Payment of Special Activity Supplemental Liquidity Deposits.~~ **Promptly after the**

~~Special Activity Calculation Date~~ On each Business Day, the Corporation shall provide each ~~Special Activity Supplemental~~ Liquidity Provider with the amount of its ~~Special Activity Supplemental~~ Liquidity Obligation for that ~~Options Expiration Activity Period. Not later than Business Day. Such notice shall state if the~~ close Supplemental Liquidity Obligation was calculated pursuant to Section 4b of business on this Rule. Within one hour of demand, unless otherwise determined by the second Business Day preceding the applicable Options Expiration Activity Period Corporation, a ~~Special Activity Supplemental~~ Liquidity Provider shall make its ~~Special Activity~~ Supplemental Liquidity Deposit to the Clearing Fund.

~~Special Activity~~ Intraday Supplemental Liquidity Calls

SEC. 7. *Determination of* ~~Special Activity~~ Intraday Supplemental Liquidity Calls.

a. If, with respect to any Special Activity on the first Business Day of an Options Expiration Activity Period between Special Activity Calculation Dates, the Corporation observes an increase in its ~~Special Activity Supplemental Liquidity Need in excess of such threshold as may be determined by the Corporation from time to time~~ Daily Liquidity Need, the Corporation shall ~~be entitled to~~ call on the ~~Member Supplemental Liquidity Providers~~ whose increase in activity levels or projected settlement activity with respect to monthly expiration of stock options caused (or was the primary cause of) such increase in the ~~Special Activity Supplemental~~ Daily Liquidity Need of the Corporation to deposit to the Clearing Fund, as an addition to its ~~Special Activity~~ Supplemental Liquidity Deposit, an amount equal to the difference between (i) the ~~Special Activity Supplemental~~ Daily Liquidity Need of the Corporation on such ~~Special Activity Business Day~~ Business Day, adjusted to account for such increased activity levels and projected settlement activity, and (ii) the sum, on such ~~Special Activity~~ Business Day, of ~~(w) all Special Activity Supplemental Deposits, (x) all Commitments under the Credit Facility, (y) all Other Qualifying Liquid Resources and (z) an amount of Special Activity Prefund Deposits up to such limit as may be determined by the Corporation from time to time (a “Special Activity all Qualifying Liquid Resources assuming stressed market conditions (an “Intraday Supplemental~~ Liquidity Call”). For purposes of this Section 7a, the Corporation would adjust the re-calculated Daily Liquidity Need using an estimated netting percentage that is based on that Supplemental Liquidity Provider’s average percentage of netting observed over the prior 24 months.

b. If, on any Business Day other than the first Business Day of an Options Expiration Activity Period, the Corporation observes an increase in its Daily Liquidity Need, the Corporation shall be entitled to call on the Supplemental Liquidity Providers whose increase in activity levels caused (or was the primary cause of) such increase in the Daily Liquidity Need of the Corporation to deposit an Intraday Supplemental Liquidity Call in an amount equal to the difference between (i) the Daily Liquidity Need of the Corporation on such Business Day, adjusted to account for such increased activity levels, and (ii) the sum, on such

Business Day, of all Qualifying Liquid Resources assuming stressed market conditions.

SEC. 8. *Satisfaction of ~~Special Activity~~Intraday Supplemental Liquidity Calls.* ~~On the first Business Day after receipt of a Special Activity Liquidity Call from Unless otherwise determined by the Corporation, or such later time as the Corporation may specify but not later than 10 a.m. on the second Business Day after receipt of a Special Activity within one hour of demand of an Intraday Supplemental~~ Liquidity Call from the Corporation, a Member shall make ~~a Special Activity~~an additional Supplemental Liquidity Deposit to the Clearing Fund in the amount of the ~~Special Activity~~Intraday Supplemental Liquidity Call.

Returns of **Special Activity** Supplemental Liquidity Deposits

SEC. 9. *Deposits Made in Satisfaction of a Supplemental Liquidity Obligation.* A ~~Special Activity~~Supplemental Liquidity Provider shall be entitled to a return of the amount of its ~~Special Activity~~ Supplemental Liquidity Deposit made in satisfaction of a Supplemental ~~Activity~~ Liquidity Obligation or Intraday Supplemental Liquidity Call, payable ~~seven on the~~ Business ~~Days~~Day following after the ~~end of the applicable Options Expiration Activity Period~~Business Day on which the Supplemental Liquidity Deposit was made, unless otherwise notified by the Corporation.

SEC. 10. *~~Deposits Made in Satisfaction of a Liquidity Call. A Special Activity Liquidity Provider shall be entitled to a return of the amount of its Special Activity Liquidity Deposit made in satisfaction of a Special Activity Liquidity Call, payable 90 days after the date of such deposit.~~*

~~SEC. 11. Ceasing to be a Participant. Special Activity~~ Supplemental Liquidity Deposits shall ~~not~~ be subject to the provisions of Section 7 of Rule 4 relating to the ~~thirty (30) calendar day deferral of refunds~~refund of deposits to the Clearing Fund when a Member ceases to be a participant.

Miscellaneous Matters

SEC. ~~12.11~~. *Obligations of Affiliated Families and Unaffiliated Members Supplemental Liquidity Providers.*

- a. The ~~Special Activity~~Supplemental Liquidity Obligations of an Affiliated Family shall be the several obligations of all of the Members of the Affiliated Family ratably in proportion to their applicable ~~Special Activity~~ Peak Liquidity ~~Exposures~~Need.
- b. In the event of any failure of ~~an Unaffiliated Member~~ a Supplemental Liquidity Provider to satisfy a ~~Special Activity~~Supplemental Liquidity Obligation in full when due, the Corporation may (i) debit the amount of any such deficiency to the account of such ~~Unaffiliated~~ Member, (ii) collect such amount in system wide settlement, and (iii) credit such amount as a ~~Special Activity~~ Supplemental Liquidity Deposit for the

account of such ~~Unaffiliated~~ Member. The Corporation may also exercise any and all of its other default rights under these Rules.

- ~~c. In the event of any failure of a Member of an Affiliated Family to satisfy a Special Activity Liquidity Obligation in full when due, the Corporation may, (i) debit the amount of any such deficiency to the account of such Member, (ii) collect such amount in system wide settlement and (iii) credit such amount as a Special Activity Supplemental Deposit for the account of such Member. The Corporation may also exercise any and all of its other default rights under these Rules.~~

SEC. ~~13.~~ 12. *Application of ~~Special Activity~~ Supplemental Liquidity Deposits.*

- a. A ~~Special Activity~~ Supplemental Liquidity Deposit of a Member may not be withdrawn by the Member unless it is entitled to a return of such deposit pursuant to Sections 9 or 10 above. **Notwithstanding Sections 9 and 10 of this Rule, the Supplemental Liquidity Deposit of a Member may be held by the Corporation pursuant to Section 9 of Rule 4.**
- b. A ~~Special Activity~~ Supplemental Liquidity Deposit of a Member shall form a part of the ~~Actual Deposit~~actual deposit of the Member to the Clearing Fund but shall be in addition to, and separate from, (i) the Required Fund Deposit of the Member and (ii) any other deposit of the Member to the Clearing Fund.
- c. A ~~Special Activity~~ Supplemental Liquidity Deposit of a Member (i) may be invested, paid, applied and loaned as provided in Section 2 of Rule 4 and (ii) may be used to satisfy a loss or liability as provided in Sections ~~3~~ **or 13** of Rule 4.
- d. A ~~Special Activity~~ Supplemental Liquidity Deposit of a Member may not be used to calculate or be applied to satisfy any *pro rata* charge pursuant to Section 4 of Rule 4.

SEC. ~~14.~~ 13. *Information.* To enable ~~Members~~Supplemental Liquidity Providers to understand and manage their obligations to the Corporation:

- a. ~~On~~ on each Business Day, the Corporation shall make available to each ~~Member~~Supplemental Liquidity Provider the amount of the ~~liquidity need~~Daily Liquidity Need that the Corporation would have had in the event of the default of such Member on the preceding Business Day; ~~and~~
- ~~b. promptly after each Special Activity Calculation Date, the Corporation shall provide each Special Activity Liquidity Provider with the amount of its Special Activity Liquidity Obligation for the following Options Expiration Activity Period.~~