

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 23

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

File No. * SR 2023 - * 004

Amendment No. (req. for Amendments *)

Filing by The Depository Trust Company

Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

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

Section 806(e)(2) *

Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934
Section 3C(b)(2) *

Exhibit 2 Sent As Paper Document

Exhibit 3 Sent As Paper Document

Description

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

Make Administrative Updates to DTC's Rules, Organization Certificate, and Certain Service Guides

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 * Last Name *

Title *

E-mail *

Telephone * Fax

Signature

Pursuant to the requirements of the Securities Exchange of 1934, The Depository Trust Company has duty caused this filing to be signed on its behalf by the undersigned thereunto duty authorized.

Date (Title *)

By

(Name *)

NOTE: Clicking the signature block at right will initiate digitally signing the form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.

Date: 2023.03.28
14:21:15 -04'00'

Required fields are shown with yellow backgrounds and astericks.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

Form 19b-4 Information *

Add Remove View

Narrative (DTC) - 55 Water - 2023-0328

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

Exhibit 1 - Notice of Proposed Rule Change *

Add Remove View

Exh 1A (DTC) - 55 Water - 2023-0328

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 Advanced Notice by Clearing Agencies *

Add Remove View

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

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

Add Remove View

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 Sent As Paper Document

Exhibit 3 - Form, Report, or Questionnaire

Add Remove View

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 Sent As Paper Document

Exhibit 4 - Marked Copies

Add Remove View

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

Exhibit 5 - Proposed Rule Text

Add Remove View

Exh 5 (DTC) - 55 Water - 2023-0328 F

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

Partial Amendment

Add Remove View

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

1. Text of the Proposed Rule Change

(a) The proposed rule change of The Depository Trust Company (“DTC”) is annexed hereto as Exhibit 5.

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Clearing Agency

The proposed rule change was approved by a Deputy General Counsel of DTC on March 27, 2023 pursuant to delegated authority from DTC’s Board of Directors.

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

(a) Purpose

The proposed rule change¹ would (i) update the Rules to reflect the change in address of DTC’s principal office from 55 Water Street, New York, NY 10041 (“55 Water”) to 140 58th Street, Brooklyn, NY 11220 (“140 Brooklyn”) in DTC’s Organization Certificate; (ii) update Rule 2 to remove a reference to 55 Water and provide an email address for Participants and Pledges to send a copy of any notices to DTC; (iii) update the Important Legal Information disclaimers of DTC’s ClaimConnect™ Service Guide, Custody Service Guide, Deposits Service Guide, and Settlement Service Guide to provide more appropriate URL addresses and remove references to DTCC Learning that are no longer applicable, and in the ClaimConnect Service Guide and Settlement Service Guide, delete an errant copyright mark at the end of the DTCC Learning reference; (iv) update DTC’s Distributions Service Guide to correct a technical error in an address provided; and (v) update DTC’s Deposits Service Guide to change the mailing address for assignments to Cede & Co. from Box 20, Bowling Green Station, New York, NY 10274 (“Bowling Green”) to 570 Washington Blvd., Jersey City, NJ 07310 (“570 Washington”), as described in greater detail below.

Proposed Updates to the Rules

Organization Certificate

DTC proposes to update its Organization Certificate, which currently states that DTC’s principal office is located at 55 Water. DTC is vacating 55 Water and relocating its principal

¹ Each capitalized term not otherwise defined herein has its respective meaning as set forth in the Rules, By-Laws and Organization Certificate of DTC (the “Rules”), ClaimConnect™ Service Guide, Custody Service Guide, Deposits Service Guide, Distributions Service Guide, and Settlement Service Guide, as applicable, available at <http://www.dtcc.com/legal/rules-and-procedures.aspx>.

office to 140 Brooklyn. As such, DTC would update its Organization Certificate to state 140 Brooklyn as the location of its new principal office.

Rule 2

DTC proposes to revise Section 4 of Rule 2 (Participants and Pledgees), which currently provides that any notice from a Participant or Pledgee to DTC, including any notice under any agreement between DTC and a Participant or Pledgee, shall be sufficiently served on DTC if the notice is in writing and delivered or mailed to DTC at 55 Water. DTC would update this provision by replacing 55 Water with “its principal office,” and adding an email address for sending a copy of notices to DTC’s General Counsel’s Office.

Proposed Updates to DTC Service Guides

ClaimConnect Service Guide, Custody Service Guide, Deposits Service Guide, and Settlement Service Guide

Currently, the Important Legal Information disclaimers at the beginning of the ClaimConnect Service Guide, Custody Service Guide, Deposit Service Guide, and Settlement Service Guide each provide, *inter alia*, information about where to access the applicable service guide (as well as DTC’s other service guides) and DTC Important Notices. Those disclaimers also state that inquiries about DTC’s service guides should be directed to DTCC Learning at 55 Water and provide a specific email address.

The proposed rule change would update the Important Legal Information disclaimers of each of those four service guides to provide more appropriate URL addresses for accessing the DTC service guides and Important Notices, and to remove references to contacting DTCC Learning because DTCC Learning is no longer a central resource for fielding general inquiries regarding the service guides themselves. Rather, inquiries regarding the services covered in the guides should be directed to the appropriate resources for the related services, as already identified throughout the service guides.

Additionally, in the ClaimConnect Service Guide and Settlement Service Guide, an errant copyright mark at the end of the DTCC Learning reference in the Important Legal Information disclaimer would be deleted.

Distributions Service Guide

Currently, the DTC Distributions Service Guide lists the address of DTC’s Central Delivery Department as 570 Washington Street, Jersey City, NJ (emphasis added). However, “Street” is incorrect – it should be “Boulevard.” As such, the proposed rule change would update the address from “Street” to “Blvd.” and add the corresponding zip code of 07310.

Deposits Service Guide

Currently, the DTC Deposits Service Guide lists the address for assignments to Cede & Co. as Bowling Green. The proposed rule change would update the address from Bowling Green to 570 Washington.

(b) Statutory Basis

Section 17A(b)(3)(F) of the Securities Exchange Act of 1934 (“Act”) requires that the rules of the clearing agency be designed, inter alia, to promote the prompt and accurate clearance and settlement of securities transactions.² DTC believes the proposed rule change is consistent with the Section 17A(b)(3)(F) of the Act.

As described above, the proposed rule change would (i) update DTC’s Organization Certificate to reflect the new location of DTC’s principal office; (ii) update Rule 2 to remove a reference to 55 Water and to add an email address for sending copies of notices to DTC’s General Counsel’s Office; (iii) update the Important Legal Information disclaimers of the ClaimConnect Service Guide, Custody Service Guide, Deposits Service Guide, and Settlement Service Guide to provide more appropriate URL addresses for accessing DTC’s service guides and Important Notices, and remove obsolete references to DTCC Learning, and in the ClaimConnect Service Guide and Settlement Service Guide, delete an errant copyright mark at the end of the DTCC Learning reference; (iv) update the Distributions Service Guide to make a technical correction to an address provided; and (v) update the Deposits Service Guide to provide the updated mailing address for assignments to Cede & Co.

Each of these proposed changes is intended to provide users of DTC’s services with more current and accurate information, thus enabling users to be better informed on how and where they should engage DTC regarding their use of DTC services for securities transactions. Therefore, DTC believes that the proposed rule change would help promote the prompt and accurate clearance and settlement of securities transactions, consistent with the requirements of the Act, in particular Section 17A(b)(3)(F) of the Act, cited above.

4. Clearing Agency’s Statement on Burden on Competition

DTC does not believe that the proposed rule change would have any impact or impose any burden on competition because, as described above, the proposed rule change simply updates certain contact and reference information and makes technical corrections, none of which should have any competitive impact on Participants or their use of DTC services.

5. Clearing Agency’s Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others

DTC has not received or solicited any written comments relating to this proposal. If any written comments are received, DTC will amend this filing to publicly file such comments as an Exhibit 2 to this filing, as required by Form 19b-4 and the General Instructions thereto.

Persons submitting written comments are cautioned that, according to Section IV (Solicitation of Comments) of the Exhibit 1A in the General Instructions to Form 19b-4, the Securities and Exchange Commission (“Commission”) does not edit personal identifying information from comment submissions. Commenters should submit only information that they

² 15 U.S.C. 78q-1(b)(3)(F).

wish to make available publicly, including their name, email address, and any other identifying information.

All prospective commenters should follow the Commission's instructions on *How to Submit Comments*, available at <https://www.sec.gov/regulatory-actions/how-to-submit-comments>. General questions regarding the rule filing process or logistical questions regarding this filing should be directed to the Main Office of the Commission's Division of Trading and Markets at tradingandmarkets@sec.gov or 202-551-5777.

DTC reserves the right to not respond to any comments received.

6. Extension of Time Period for Commission Action

Not applicable.

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

(a) The proposed rule change is to take effect immediately upon filing pursuant to Section 19(b)(3)(A) of the Act.³

(b) The proposed rule change is concerned solely with the administration of DTC.⁴ The proposed updates described above to (i) DTC's Organization Certificate, to reflect the new location of DTC's principal office; (ii) Rule 2, to remove a reference to 55 Water and provide an email address to which notices must be sent; (iii) the Important Legal Information disclaimers of the four service guides named above, to provide more appropriate URL addresses and remove obsolete references to DTCC Learning, and delete an errant copyright mark in the ClaimConnect Service Guide and Settlement Service Guide; (iv) update the Distributions Service Guide to make a technical correction to an address; and (v) update the Deposits Service Guide to provide the updated mailing address for assignments to Cede & Co. all support the administration of DTC.

(c) Not applicable.

(d) Not applicable.

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

Not applicable.

³ 15 U.S.C. 78s(b)(3)(A).

⁴ 17 CFR 240.19b-4(f)(3).

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

Not applicable.

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 – Not applicable.

Exhibit 4 – Not applicable.

Exhibit 5 – Proposed changes to Rule 2, DTC's Organization Certificate, ClaimConnect Service Guide, Custody Service Guide, Settlement Service Guide, Distributions Service Guide, and Deposits Service Guide.

EXHIBIT 1A

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-[_____]; File No. SR-DTC-2023-004)

[DATE]

Self-Regulatory Organizations; The Depository Trust Company; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Make Administrative Updates to DTC’s Rules, Organization Certificate, and Certain Service Guides

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 __, 2023, The Depository Trust Company (“DTC”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as described in Items I, II and III below, which Items have been prepared by the clearing agency. DTC filed the proposed rule change pursuant to Section 19(b)(3)(A) of the Act³ and Rule 19b-4(f)(3) thereunder.⁴ The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Clearing Agency’s Statement of the Terms of Substance of the Proposed Rule Change

The proposed rule change⁵ would (i) update the Rules to reflect the change in address of DTC’s principal office from 55 Water Street, New York, NY 10041 (“55

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 15 U.S.C. 78s(b)(3)(A).

⁴ 17 CFR 240.19b-4(f)(3).

⁵ Each capitalized term not otherwise defined herein has its respective meaning as set forth in the Rules, By-Laws and Organization Certificate of DTC (the “Rules”), ClaimConnectTM Service Guide, Custody Service Guide, Deposits

Water”) to 140 58th Street, Brooklyn, NY 11220 (“140 Brooklyn”) in DTC’s Organization Certificate; (ii) update Rule 2 to remove a reference to 55 Water and provide an email address for Participants and Pledgees to send a copy of any notices to DTC; (iii) update the Important Legal Information disclaimers of DTC’s ClaimConnect™ Service Guide, Custody Service Guide, Deposits Service Guide, and Settlement Service Guide to provide more appropriate URL addresses and remove references to DTCC Learning that are no longer applicable, and in the ClaimConnect Service Guide and Settlement Service Guide, delete an errant copyright mark at the end of the DTCC Learning reference; (iv) update DTC’s Distributions Service Guide to correct a technical error in an address provided; and (v) update DTC’s Deposits Service Guide to change the mailing address for assignments to Cede & Co. from Box 20, Bowling Green Station, New York, NY 10274 (“Bowling Green”) to 570 Washington Blvd., Jersey City, NJ 07310 (“570 Washington”), as described in greater detail below.

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

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

Service Guide, Distributions Service Guide, and Settlement Service Guide, as applicable, available at <http://www.dtcc.com/legal/rules-and-procedures.aspx>.

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

1. Purpose

The proposed rule change would (i) update the Rules to reflect the change in address of DTC's principal office from 55 Water to 140 Brooklyn in DTC's Organization Certificate; (ii) update Rule 2 to remove a reference to 55 Water and provide an email address for Participants and Pledges to send a copy of any notices to DTC; (iii) update the Important Legal Information disclaimers of DTC's ClaimConnect™ Service Guide, Custody Service Guide, Deposits Service Guide, and Settlement Service Guide to provide more appropriate URL addresses and remove references to DTCC Learning that are no longer applicable, and in the ClaimConnect Service Guide and Settlement Service Guide, delete an errant copyright mark at the end of the DTCC Learning reference; (iv) update DTC's Distributions Service Guide to correct a technical error in an address provided; and (v) update DTC's Deposits Service Guide to change the mailing address for assignments to Cede & Co. from Bowling Green to 570 Washington, as described in greater detail below.

Proposed Updates to the Rules

Organization Certificate

DTC proposes to update its Organization Certificate, which currently states that DTC's principal office is located at 55 Water. DTC is vacating 55 Water and relocating its principal office to 140 Brooklyn. As such, DTC would update its Organization Certificate to state 140 Brooklyn as the location of its new principal office.

Rule 2

DTC proposes to revise Section 4 of Rule 2 (Participants and Pledges), which currently provides that any notice from a Participant or Pledgee to DTC, including any notice under any agreement between DTC and a Participant or Pledgee, shall be sufficiently served on DTC if the notice is in writing and delivered or mailed to DTC at 55 Water. DTC would update this provision by replacing 55 Water with “its principal office,” and adding an email address for sending a copy of notices to DTC’s General Counsel’s Office.

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Additionally, in the ClaimConnect Service Guide and Settlement Service Guide, an errant copyright mark at the end of the DTCC Learning reference in the Important Legal Information disclaimer would be deleted.

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Deposits Service Guide

Currently, the DTC Deposits Service Guide lists the address for assignments to Cede & Co. as Bowling Green. The proposed rule change would update the address from Bowling Green to 570 Washington.

2. Statutory Basis

Section 17A(b)(3)(F) of the Act requires that the rules of the clearing agency be designed, inter alia, to promote the prompt and accurate clearance and settlement of securities transactions.⁶ DTC believes the proposed rule change is consistent with the Section 17A(b)(3)(F) of the Act.

As described above, the proposed rule change would (i) update DTC's Organization Certificate to reflect the new location of DTC's principal office; (ii) update

⁶ 15 U.S.C. 78q-1(b)(3)(F).

Rule 2 to remove a reference to 55 Water and to add an email address for sending copies of notices to DTC's General Counsel's Office; (iii) update the Important Legal Information disclaimers of the ClaimConnect Service Guide, Custody Service Guide, Deposits Service Guide, and Settlement Service Guide to provide more appropriate URL addresses for accessing DTC's service guides and Important Notices, and remove obsolete references to DTCC Learning, and in the ClaimConnect Service Guide and Settlement Service Guide, delete an errant copyright mark at the end of the DTCC Learning reference; (iv) update the Distributions Service Guide to make a technical correction to an address provided; and (v) update the Deposits Service Guide to provide the updated mailing address for assignments to Cede & Co.

Each of these proposed changes is intended to provide users of DTC's services with more current and accurate information, thus enabling users to be better informed on how and where they should engage DTC regarding their use of DTC services for securities transactions. Therefore, DTC believes that the proposed rule change would help promote the prompt and accurate clearance and settlement of securities transactions, consistent with the requirements of the Act, in particular Section 17A(b)(3)(F) of the Act, cited above.

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

DTC does not believe that the proposed rule change would have any impact or impose any burden on competition because, as described above, the proposed rule change simply updates certain contact and reference information and makes technical corrections, none of which should have any competitive impact on Participants or their use of DTC services.

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

DTC has not received or solicited any written comments relating to this proposal. If any written comments are received, DTC will amend this filing to publicly file such comments as an Exhibit 2 to this filing, as required by Form 19b-4 and the General Instructions thereto.

Persons submitting written comments are cautioned that, according to Section IV (Solicitation of Comments) of the Exhibit 1A in the General Instructions to Form 19b-4, the Commission does not edit personal identifying information from comment submissions. Commenters should submit only information that they wish to make available publicly, including their name, email address, and any other identifying information.

All prospective commenters should follow the Commission's instructions on *How to Submit Comments*, available at <https://www.sec.gov/regulatory-actions/how-to-submit-comments>. General questions regarding the rule filing process or logistical questions regarding this filing should be directed to the Main Office of the Commission's Division of Trading and Markets at tradingandmarkets@sec.gov or 202-551-5777.

DTC reserves the right to not respond to any comments received.

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

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A)⁷ of the Act and paragraph (f)⁸ of Rule 19b-4 thereunder. At any time within 60 days of the

⁷ 15 U.S.C. 78s(b)(3)(A).

⁸ 17 CFR 240.19b-4(f).

filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic Comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File Number SR-DTC-2023-004 on the subject line.

Paper Comments:

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

All submissions should refer to File Number SR-DTC-2023-004. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet website (<http://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule

change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for website viewing and printing in the Commission's Public Reference Room, 100 F Street, NE, Washington, DC 20549 on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of the filing also will be available for inspection and copying at the principal office of DTC and on DTCC's website (<http://dtcc.com/legal/sec-rule-filings.aspx>). All comments received will be posted without change. Persons submitting comments are cautioned that we do not redact or edit personal identifying information from comment submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-DTC-2023-004 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.⁹

Secretary

⁹ 17 CFR 200.30-3(a)(12).

Bold, underlined text indicates proposed added language.

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

**RULES, BY-LAWS AND ORGANIZATION CERTIFICATE OF
THE DEPOSITORY TRUST COMPANY**

RULE 2

PARTICIPANTS AND PLEDGEEES

Section 4. Any notice from the Corporation to a Participant or Pledgee under these Rules or under any agreement between the Corporation and a Participant or Pledgee shall be sufficiently served on such Participant or Pledgee if the notice is in writing and electronically made available or transmitted to the Participant or Pledgee by any means normally employed by the Corporation for the delivery of electronic communications to such Participant or Pledgee. Alternatively, any non-electronic notice shall be sufficiently served on a Participant or Pledgee if it is in writing and delivered or mailed to the Participant's or Pledgee's office address as provided below.

Any notice from a Participant or Pledgee to the Corporation, including any notice under any agreement between the Corporation and a Participant or Pledgee, shall be sufficiently served on the Corporation if the notice is in writing and delivered or mailed to the Corporation at **its principal office 55 Water Street, New York, New York 10041**, Attention: Secretary, **with a copy of the notice sent by electronic mail to the General Counsel's Office of the Corporation at gcocontractnotices@dtcc.com.**

Any such notice to a Participant or Pledgee, if made available or transmitted electronically, shall be deemed to have been given, respectively, at the time of availability or transmission. Any such notice to a Participant or Pledgee, if delivered or mailed, shall be deemed to have been given, respectively, at the time of delivery or when deposited in the United States Postal Service, with postage thereon prepaid, directed to the Participant or Pledgee at the Participant's or Pledgee's office address to the attention of such Person as the Participant or Pledgee shall have designated in writing or, if the Participant or Pledgee shall have filed with the Corporation a written request that notice, if made by delivery or mail, be delivered at some other address, then to such other address. Any such notice to the Corporation, if mailed, shall be deemed to have been given when received by the Corporation at the address specified above.

ORGANIZATION CERTIFICATE

We, the undersigned all being of full age, all of us being citizens of the United States and three of us being residents of the State of New York, having associated ourselves together for the purpose of forming a limited purpose trust company under and pursuant to the Banking Law of the State of New York, do hereby certify:

FIRST. That the name by which the corporation is to be known is The Depository Trust Company.

SECOND. That the place where its principal office is to be located is 140 58th Street, Brooklyn, NY 11220 ~~55 Water Street, New York, New York, 10041.~~

CLAIMCONNECT™ SERVICE GUIDE

IMPORTANT LEGAL INFORMATION

The contents of the Service Guides are updated in different formats on a periodic basis. Participants and other authorized users of the Service Guides will find the most current version of the Service Guides, as well as DTC Important Notices which address the contents of the Service Guides, ~~on DTC's internet site at <http://www.dtcc.com/legal/rules-and-procedures.aspx> for Service Guides and www.dtcc.com/legal/important-notices-for-important-notices.~~ **You can access the Important Notices at <http://dtcc.com/legal/important-notices.aspx>.** DTC shall bear no responsibility for any losses associated with the failure of Participants or other authorized users to follow DTC's most current Service Guides and/or Important Notices. ~~Participants or other authorized users may direct inquiries about the Service Guides, as well as requests for additional copies, to DTCC Learning, The Depository Trust Company, 55 Water Street, New York, NY 10041-0099, USA; e-mail address: training_administrator@dtcc.com.~~ © DTCC

CUSTODY SERVICE GUIDE

IMPORTANT LEGAL INFORMATION

The contents of the Service Guides are updated in different formats on a periodic basis. Participants and other authorized users of the Service Guides will find the most current version of the Service Guides, as well as DTC Important Notices which address the contents of the Service Guides, ~~on DTCC's internet site,~~ at <http://www.dtcc.com/legal.aspx>. **You can access the Important Notices at <http://dtcc.com/legal/important-notices.aspx>.** DTC shall bear no responsibility for any losses associated with the failure of Participants or other authorized users to follow DTC's most current Service Guides and/or Important Notices. ~~Participants or other authorized users may direct inquiries about the Service Guides, as well as requests for additional copies, to DTCC Learning, The Depository Trust Company, 55 Water Street, New York, NY 10041-0099, USA; e-mail address: training_administrator@dtcc.com.~~

SETTLEMENT SERVICE GUIDE

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DISTRIBUTIONS SERVICE GUIDE

Entitlements/Allocations

Allocations

Stock Distributions

* DTC allocates the appropriate share entitlement to the spinoff security's assigned CUSIP or to a contra-CUSIP (when there is no available CUSIP for the distribution shares or the distribution shares are not eligible for DTC services). These shares are initially chilled for all DTC activity (for example, deposits, WTs, DOs, CODs) until DTC exits the ineligible security to you. On the exit date, the chill is lifted for CODs, position is taken away from your account, and you are responsible for picking up the ineligible securities at ~~the~~ **DTC's** Central Delivery Department, 570 Washington ~~Street~~ **Bldv.**, Jersey City, NJ **07310**.

DEPOSITS SERVICE GUIDE

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PREPARING CERTIFICATES FOR TRANSFER

Frequently Used Forms

The following table describes the hard-copy forms frequently used when making deposits:

Form	Necessary Information
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Assignment to Cede & Co. (back of certificate)	<ul style="list-style-type: none"> • Tax identification of assignee • Cede & Co., Box 20, Bowling Green Station, New York, NY 10274 <u>570 Washington Blvd., Jersey City, NJ 07310</u> • Power of attorney appointment (must be released if completed) • Date • Authorized signature
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