

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 26

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

File No. * SR 2023 - * 011

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"/>
---------------------------------------------------------	------------------------------------------------	-----------------------------------------------	-------------------------------------------------------	---------------------------------------------------------------------	----------------------------------------------------------

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 checked="" 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) *

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 *).

Modify the Clearing Agency Operational Risk Management Framework

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 * [Redacted] Last Name * [Redacted]

Title * [Redacted]

E-mail * RuleFilingAdmin@dtcc.com

Telephone * [Redacted] Fax [Redacted]

Signature

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

Date 10/20/2023

(Title *)

By [Redacted]

[Redacted]

(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: 2023.10.20
09:45:45 -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 - Operational Risk Mgt

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 - Operational Risk Mgt F

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 - Cover Page - Operationa

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 is annexed hereto as Exhibit 5 and consists of modifications to the Clearing Agency Operational Risk Management Framework (“ORM Framework” or “Framework”) of The Depository Trust Company (“DTC”) and its affiliates the National Securities Clearing Corporation (“NSCC”) and Fixed Income Clearing Corporation (“FICC,” and together with DTC and NSCC, the “Clearing Agencies”) in order to (i) revise nomenclature and process changes to Risk Profiles, (ii) update the ORM Framework to align programs, policies, procedures, and controls within Technology Risk Management (“TRM”) to the Cyber Risk Institute (“CRI”) Profile instead of the National Institute of Standards and Technology (“NIST”) standards, (iii) update recovery times for Tier 5 non-essential functions, (iv) update business continuity testing across industry organizations, and (v) update the ORM Framework to reflect recent changes to group names and make other nonmaterial edits, as described in greater detail below.

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

The proposed rule change was approved by the Risk Committee of the Board of Directors of DTC at meetings duly called and held on August 10, 2023, and September 12, 2023.

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

(a) Purpose

The Clearing Agencies adopted the ORM Framework¹ to provide an outline for how each of the Clearing Agencies manages its operational risks. In this way, the Framework supports the Clearing Agencies’ compliance with Rules 17Ad-22(e)(17) of the Standards for Covered Clearing Agencies (“Standards”) under the Securities Exchange Act of 1934 (“Act”),² as described in the Initial Filing. In addition to setting forth the way each of the Clearing Agencies addresses these requirements, the ORM Framework also contains a section titled “Framework Ownership and Change Management” that, among other matters, describes the Framework ownership and the required governance process for review and approval of changes to the Framework.

¹ See Securities Exchange Act Release No. 81745 (September 28, 2017), 82 FR 46332 (October 4, 2017) (SR-DTC-2017-014; SR-NSCC-2017-013; SR-FICC-2017-017) (“Initial Filing”).

² 17 CFR 240.17Ad-22(e)(17).

In connection with the annual review and approval of the Framework by the Boards of Directors of each of the Clearing Agencies (each a “Board” and collectively, the “Boards”), the Clearing Agencies are proposing to make certain revisions to the Framework.

Such proposed changes would include (i) revise nomenclature and process changes to Risk Profiles, (ii) updating the ORM Framework to align programs, policies, procedures, and controls within Technology Risk Management (“TRM”) to the Cyber Risk Institute (“CRI”) Profile instead of the National Institute of Standards and Technology (“NIST”) standards, (iii) updating the recovery times for Tier 5 equating to non-essential functions, (iv) updating business continuity testing across industry organizations, and (v) updating the ORM Framework to reflect recent changes to group names and making other nonmaterial edits. The proposed changes are described in greater detail below.

i. Proposed Amendments to revise nomenclature and process changes to Risk Profiles

Section 4.2 of the ORM Framework describes the risk profiles, which are tools used by the Clearing Agencies to monitor and document inherent risks and residual risks to support an overall assessment of the applicable Clearing Agency business’ or Clearing Agency support area. The proposed changes would update the Framework to reflect recent developments to the name of the tools used by the Clearing Agency. The proposed changes would also reflect updates to Clearing Agency processes and other matters described in the Framework. These proposed changes do not substantively impact how the Clearing Agencies manage operational risk in compliance with the requirements of Rule 17Ad-22(e)(17) under the Act.³

The proposed changes would update the Framework by removing references to risk profiles and replacing them with Risk Assessments and Quarterly Business Monitoring. These proposed changes reflect the Clearing Agencies bifurcation of the prior Risk Profile process into an assessment and a metrics review component, each with differing cadences for publication. Specifically Risk Assessments are prepared at least annually, and Quarterly Business Monitoring is generally prepared quarterly and not less than semi-annually.

ii. Proposed Amendments to Align to the Cyber Risk Institute Profile

Section 5 of the Framework describes the role of TRM in establishing appropriate programs, policies, procedures, and controls with respect to the Clearing Agencies’ information technology risks to help management ensure that systems have a high degree of security, resiliency, operational reliability, and adequate, scalable capacity, as required by Rule 17Ad-22(e)(17)(ii) under the Act.⁴ The Clearing Agencies previously aligned their technology risks management practices to the NIST standards, which are recognized information technology standards that have been used by TRM in support of executing such responsibilities. TRM shifted from reliance only on NIST standards to instead align their risk management practices with the standards of CRI, which is a global standard for cyber risk assessment and are based on

³ Id.

⁴ 17 CFR 240.17Ad-22(e)(17)(ii).

the NIST Cyber Security Framework (“NIST SCF”). NIST CSF has five core functions, while the CRI standards have those same five core functions plus two additional core functions. This shift would allow the Clearing Agencies to continue maintaining compliance with Rule 17Ad-22(e)(17) under the Act.⁵

Therefore, the Clearing Agencies are proposing to amend Section 5 of the Framework to remove reference to NIST standards and replace them with the CRI Profile to reflect its existing practice.

iii. Proposed Amendments to Update Recovery Time of Tier 5 Operations

Section 6 of the Framework describes how the Clearing Agencies have established and maintain business continuity plans to address events that may pose a significant risk of disrupting their operations. The Framework describes how the business continuity process for each Clearing Agency Business and Clearing Agency Support Area⁶ is ranked within a range of tiers, from 0 to 5. The range of tiers is based on criticality to each applicable Clearing Agency’s operations (each a “Tier”), where Tier 0 equates to critical operations or support of such operations for which virtually no downtime is permitted, and Tier 5 equates to non-essential operations or support of such operations for which recovery times of greater than five days is permitted. The Clearing Agencies are proposing a change to the Tier 5 recovery time from greater than five days to greater than fifteen days. The greater than fifteen days better represents the actual recovery time for the underlying product and service functions.

To reflect this change in the Framework, the Clearing Agencies are proposing to amend Section 6 of the Framework to replace the number five, with fifteen, as it relates to recovery times for Tier 5 and align with Clearing Agency current practice.

iv. Proposed Amendments to Update the Description of Business Continuity Testing

As mentioned above, Section 6 of the Framework describes how the Clearing Agencies manage business continuity risks. The Clearing Agencies are proposing changes to the Framework to describe their management of these risks more accurately. Specifically, the Clearing Agencies are proposing changes to better reflect their administration of industry testing, which is one of the preventive measures the Clearing Agencies may take with respect to business continuity risk management. The proposed changes would reflect the breadth of industry participants used for such industry exercises conducted by the Clearing Agencies instead of only the Securities Industry and Financial Markets Association (SIFMA) and the Financial Services Authority. The proposed rule change is not intended to reflect a material change to the industry testing done by the Clearing Agencies, but rather, would more accurately reflect the possible scope of any such testing.

⁵ 17 CFR 240.17Ad-22(e)(17).

⁶ The Clearing Agencies monitor key risks, including Operational Risks stemming from the day-to day operation of the Clearing Agencies’ businesses and support areas (each a “Clearing Agency Business” or “Clearing Agency Support Area”).

Therefore, the Clearing Agencies are proposing to amend the last bullet of Section 6 of the Framework to remove reference to SIFMA and the Financial Services Authority and include a more comprehensive description of industry testing currently conducted to manage its business continuity risks.

v. *Proposed Amendments to Update Organizational Name Changes and Make Other Nonmaterial Edits*

Finally, the Framework is owned and managed by an officer within the Operational Risk Management Group within the Group Chief Risk Office of DTCC. While the role and responsibilities of the Operational Risk Management Group have not changed, the proposed changes would update the Framework to reflect a change in the name of the group. The Operational Risk Management Group is now referred to as Operational Risk. This proposed change would reflect a recent organizational name change.

The proposed rule change would make additional immaterial edits to the Framework that do not alter how the Clearing Agencies comply with the applicable requirements of Rule 17Ad-22(e)(17) under the Act.⁷

(b) Statutory Basis

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

The Clearing Agencies believe that the proposed changes are consistent with Section 17A(b)(3)(F) of the Act, which requires, in part, that the rules of a registered clearing agency be designed to promote the prompt and accurate clearance and settlement of securities transactions, and to assure the safeguarding of securities and funds which are in the custody or control of the clearing agency or for which it is responsible, for the reasons described below.¹⁰ The proposed changes to (i) revise nomenclature and process changes to Risk Profiles, (ii) update the ORM Framework to align programs, policies, procedures, and controls within Technology Risk Management (“TRM”) to the Cyber Risk Institute (“CRI”) Profile instead of the National Institute of Standards and Technology (“NIST”) standards, (iii) update the recovery times for Tier 5 equating to non-essential functions, (iv) update business continuity testing across industry organizations, and (v) update the ORM Framework to reflect recent changes to group names and making other nonmaterial edits would update and clarify the Framework and would make it more comprehensive in how it describes the methods and tools currently used by the Clearing Agencies to manage operational risks and therefore comply with Section 17A(b)(3)(F) of the

⁷ 17 CFR 240.17Ad-22(e)(17).

⁸ 15 U.S.C. 78s(b)(3)(F).

⁹ 17 CFR 240.17Ad-22(e)(17)(ii) and (iii).

¹⁰ 15 U.S.C. 78s(b)(3)(F).

Act.¹¹ By creating clearer, updated and more comprehensive descriptions, the Clearing Agencies believe the proposed changes would make the ORM Framework more effective in providing an overview of the important risk management activities described therein.

The risk management functions described in the ORM Framework allow the Clearing Agencies to continue the prompt and accurate clearance and settlement of securities and can continue to assure the safeguarding of securities and funds which are in their custody or control or for which they are responsible notwithstanding the default of a member of an affiliated family. The proposed changes to (1) to revise nomenclature and process changes to risk profiles, (2) shift to the CRI standards, and (3) broaden the description of industry testing to capture the breadth of industry participants available to engage in such testing within the ORM Framework reflect the tools used by Clearing Agencies to assess inherent and residual risks; reliance by the Clearing Agencies on reliable global sources related to its information technology standards and diverse sources for industry testing. Identifying and mitigating plausible sources of operational risks both internal and external, information technology and business continuity, outlined in the above-referenced proposed changes, facilitates the Clearing Agencies' ability to continue the prompt and accurate clearance and settlement of securities transactions and assure the safeguarding of securities and funds which are in their custody or control or for which they are responsible. Therefore, the Clearing Agencies believe the proposed changes are consistent with the requirements of Section 17A(b)(3)(F) of the Act¹².

Rule 17Ad-22(e)(17) under the Act requires, in part, that each covered clearing agency establish, implement, maintain and enforce written policies and procedures reasonably designed to manage the covered clearing agency's operational risks by (ii) ensuring that systems have a high degree of security, resiliency, operational reliability, and adequate, scalable capacity; and (iii) establishing and maintaining business continuity plans in order to address events that may pose a significant risk of disrupting their operations.

The Framework would be amended to update the description of the Clearing Agencies' information technology and business continuity procedures. The proposed changes to revise nomenclature and process changes to Risk Profiles including the bifurcation of Risk Profiles process and identification of applicable governance processes assist the Clearing Agencies in effectively managing their operational risks by identifying the plausible sources of operational risk, both internal and external, and mitigating the impact of those risks. The proposed change to shift to CRI standards, which encompasses the NIST standards plus additional metrics, is part of the programs, policies, procedures, and controls used by the Clearing Agencies to continue the building, implementation, and maintenance of systems that have a high degree of security, resiliency, operational reliability, and adequate, scalable capacity. Lastly, accurately describing the Clearing Agencies industry testing procedure in the ORM framework conforms with the Clearing Agencies compliance obligations since business continuity testing is one of the preventive measures the Clearing Agencies may take with respect to business continuity risk management. As described above, these procedures address how the Clearing Agencies detect,

¹¹ Id.

¹² Id.

identify, investigate, and resolve incidents that affect the Clearing Agencies' systems. These procedures are designed to help address the Clearing Agencies' compliance with the requirements of Rule 17Ad-22(e)(17)(ii) and (iii) under the Act.¹³ Therefore, the Clearing Agencies believe that the proposed rule changes to update the description of these procedures in the Risk Management Framework is consistent with Rule 17Ad-22(e)(17)(ii) and (iii).¹⁴

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

The Clearing Agencies do not believe that the proposed changes to the ORM Framework described above would have any impact, or impose any burden, on competition. The proposed changes would enhance the Framework by providing additional clarity and accuracy concerning the Clearing Agencies' operational risk management processes. The proposed rule changes to the Framework, would not advantage, or disadvantage any participant or user of the Clearing Agencies' services or unfairly inhibit access to the Clearing Agencies' services. As such, the Clearing Agencies do not believe that the proposed rule changes would have any impact on competition.

5. Self-Regulatory Organization'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, they will be publicly filed as an Exhibit 2 to this filing, as required by Form 19b-4 and the General Instructions thereto.

Persons submitting 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 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 not to respond to any comments received.

6. Extension of Time Period for Commission Action

Not applicable.

¹³ 17 CFR 240.17Ad-22(e)(17)(ii) and (iii).

¹⁴ Id.

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

(a) The proposed rule changes are to take effect immediately upon filing pursuant to paragraph A of Section 19(b)(3) of the Act¹⁵ and Rule 19b-4(f)(4) under the Act.¹⁶

(b) The proposed rule change effects a change in an existing service of a registered clearing agency that (i) does not adversely affect the safeguarding of securities or funds in the custody or control of the clearing agency or for which it is responsible and (ii) does not significantly affect the respective rights or obligations of the clearing agency or persons using the service. The proposed rule change would update and clarify the descriptions in the ORM Framework in connection with their ongoing maintenance. Therefore, the proposed rule change would not adversely affect the safeguarding of securities or funds in the custody or control of the clearing agency or for which it is responsible and would not significantly affect the rights or obligations of the clearing agency or its participants consistent with Rule 19b-4(f)(4)(i) under the Act.¹⁷

(c) Not applicable.

(d) Not applicable.

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

While the proposed rule change is not based on the rules of another self-regulatory organization or of the Commission, the Framework is applicable to each of the Clearing Agencies, and each of the Clearing Agencies has filed similar proposed rule changes concurrently with this filing.

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

¹⁵ 15 U.S.C. 78s(b)(3)(A).

¹⁶ 17 CFR 240.19b-4(f)(4).

¹⁷ 17 CFR 240.19b-4(f)(4)(i).

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 – ORM Framework (marked). **Omitted and filed separately with the Commission. Confidential treatment of this Exhibit 5 pursuant to 17 CFR 240.24b-2 being requested.**

EXHIBIT 1A

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-[____]; File No. SR-DTC-2023-011)

[DATE]

Self-Regulatory Organizations; The Depository Trust Company; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Modify the Clearing Agency Operational Risk Management Framework

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 October __, 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)(4) thereunder.⁴ The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

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

The proposed rule change consists of modifications to the Clearing Agency Operational Risk Management Framework (“ORM Framework” or “Framework”) of The Depository Trust Company (“DTC”) and its affiliates the National Securities Clearing Corporation (“NSCC”) and Fixed Income Clearing Corporation (“FICC,” and together

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 15 U.S.C. 78s(b)(3)(A).

⁴ 17 CFR 240.19b-4(f)(4).

with DTC and NSCC, the “Clearing Agencies”) in order to (i) revise nomenclature and process changes to Risk Profiles, (ii) update the ORM Framework to align programs, policies, procedures, and controls within Technology Risk Management (“TRM”) to the Cyber Risk Institute (“CRI”) Profile instead of the National Institute of Standards and Technology (“NIST”) standards, (iii) update recovery times for Tier 5 non-essential functions, (iv) update business continuity testing across industry organizations, and (v) update the ORM Framework to reflect recent changes to group names and make other nonmaterial edits, 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.

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

1. Purpose

The Clearing Agencies adopted the ORM Framework⁵ to provide an outline for how each of the Clearing Agencies manages its operational risks. In this way, the Framework supports the Clearing Agencies’ compliance with Rules 17Ad-22(e)(17) of

⁵ See Securities Exchange Act Release No. 81745 (September 28, 2017), 82 FR 46332 (October 4, 2017) (SR-DTC-2017-014; SR-NSCC-2017-013; SR-FICC-2017-017) (“Initial Filing”).

the Standards for Covered Clearing Agencies (“Standards”) under the Securities Exchange Act of 1934 (“Act”),⁶ as described in the Initial Filing. In addition to setting forth the way each of the Clearing Agencies addresses these requirements, the ORM Framework also contains a section titled “Framework Ownership and Change Management” that, among other matters, describes the Framework ownership and the required governance process for review and approval of changes to the Framework.

In connection with the annual review and approval of the Framework by the Boards of Directors of each of the Clearing Agencies (each a “Board” and collectively, the “Boards”), the Clearing Agencies are proposing to make certain revisions to the Framework.

Such proposed changes would include (i) revise nomenclature and process changes to Risk Profiles, (ii) updating the ORM Framework to align programs, policies, procedures, and controls within Technology Risk Management (“TRM”) to the Cyber Risk Institute (“CRI”) Profile instead of the National Institute of Standards and Technology (“NIST”) standards, (iii) updating the recovery times for Tier 5 equating to non-essential functions, (iv) updating business continuity testing across industry organizations, and (v) updating the ORM Framework to reflect recent changes to group names and making other nonmaterial edits. The proposed changes are described in greater detail below.

⁶ 17 CFR 240.17Ad-22(e)(17).

i. Proposed Amendments to revise nomenclature and process changes to Risk Profiles

Section 4.2 of the ORM Framework describes the risk profiles, which are tools used by the Clearing Agencies to monitor and document inherent risks and residual risks to support an overall assessment of the applicable Clearing Agency business' or Clearing Agency support area. The proposed changes would update the Framework to reflect recent developments to the name of the tools used by the Clearing Agency. The proposed changes would also reflect updates to Clearing Agency processes and other matters described in the Framework. These proposed changes do not substantively impact how the Clearing Agencies manage operational risk in compliance with the requirements of Rule 17Ad-22(e)(17) under the Act.⁷

The proposed changes would update the Framework by removing references to risk profiles and replacing them with Risk Assessments and Quarterly Business Monitoring. These proposed changes reflect the Clearing Agencies bifurcation of the prior Risk Profile process into an assessment and a metrics review component, each with differing cadences for publication. Specifically Risk Assessments are prepared at least annually, and Quarterly Business Monitoring is generally prepared quarterly and not less than semi-annually.

ii. Proposed Amendments to Align to the Cyber Risk Institute Profile

Section 5 of the Framework describes the role of TRM in establishing appropriate programs, policies, procedures, and controls with respect to the Clearing Agencies' information technology risks to help management ensure that systems have a high degree

⁷ Id.

of security, resiliency, operational reliability, and adequate, scalable capacity, as required by Rule 17Ad-22(e)(17)(ii) under the Act.⁸ The Clearing Agencies previously aligned their technology risks management practices to the NIST standards, which are recognized information technology standards that have been used by TRM in support of executing such responsibilities. TRM shifted from reliance only on NIST standards to instead align their risk management practices with the standards of CRI, which is a global standard for cyber risk assessment and are based on the NIST Cyber Security Framework (“NIST SCF”). NIST CSF has five core functions, while the CRI standards have those same five core functions plus two additional core functions. This shift would allow the Clearing Agencies to continue maintaining compliance with Rule 17Ad-22(e)(17) under the Act.⁹

Therefore, the Clearing Agencies are proposing to amend Section 5 of the Framework to remove reference to NIST standards and replace them with the CRI Profile to reflect its existing practice.

iii. Proposed Amendments to Update Recovery Time of Tier 5 Operations

Section 6 of the Framework describes how the Clearing Agencies have established and maintain business continuity plans to address events that may pose a significant risk of disrupting their operations. The Framework describes how the business continuity process for each Clearing Agency Business and Clearing Agency Support Area¹⁰ is ranked within a range of tiers, from 0 to 5. The range of tiers is based on

⁸ 17 CFR 240.17Ad-22(e)(17)(ii).

⁹ 17 CFR 240.17Ad-22(e)(17).

¹⁰ The Clearing Agencies monitor key risks, including Operational Risks stemming from the day-to-day operation of the Clearing Agencies’ businesses and support areas (each a “Clearing Agency Business” or “Clearing Agency Support Area”).

criticality to each applicable Clearing Agency's operations (each a "Tier"), where Tier 0 equates to critical operations or support of such operations for which virtually no downtime is permitted, and Tier 5 equates to non-essential operations or support of such operations for which recovery times of greater than five days is permitted. The Clearing Agencies are proposing a change to the Tier 5 recovery time from greater than five days to greater than fifteen days. The greater than fifteen days better represents the actual recovery time for the underlying product and service functions.

To reflect this change in the Framework, the Clearing Agencies are proposing to amend Section 6 of the Framework to replace the number five, with fifteen, as it relates to recovery times for Tier 5 and align with Clearing Agency current practice.

iv. Proposed Amendments to Update the Description of Business Continuity Testing

As mentioned above, Section 6 of the Framework describes how the Clearing Agencies manage business continuity risks. The Clearing Agencies are proposing changes to the Framework to describe their management of these risks more accurately. Specifically, the Clearing Agencies are proposing changes to better reflect their administration of industry testing, which is one of the preventive measures the Clearing Agencies may take with respect to business continuity risk management. The proposed changes would reflect the breadth of industry participants used for such industry exercises conducted by the Clearing Agencies instead of only the Securities Industry and Financial Markets Association (SIFMA) and the Financial Services Authority. The proposed rule change is not intended to reflect a material change to the industry testing done by the Clearing Agencies, but rather, would more accurately reflect the possible scope of any such testing.

Therefore, the Clearing Agencies are proposing to amend the last bullet of Section 6 of the Framework to remove reference to SIFMA and the Financial Services Authority and include a more comprehensive description of industry testing currently conducted to manage its business continuity risks.

v. *Proposed Amendments to Update Organizational Name Changes and Make Other Nonmaterial Edits*

Finally, the Framework is owned and managed by an officer within the Operational Risk Management Group within the Group Chief Risk Office of DTCC. While the role and responsibilities of the Operational Risk Management Group have not changed, the proposed changes would update the Framework to reflect a change in the name of the group. The Operational Risk Management Group is now referred to as Operational Risk. This proposed change would reflect a recent organizational name change.

The proposed rule change would make additional immaterial edits to the Framework that do not alter how the Clearing Agencies comply with the applicable requirements of Rule 17Ad-22(e)(17) under the Act.¹¹

2. Statutory Basis

The Clearing Agencies believe that the proposed changes are consistent with Section 17A(b)(3)(F) of the Act¹² and Rule 17Ad-22(e)(17)(ii) and (iii) promulgated under the Act,¹³ for the reasons described below.

¹¹ 17 CFR 240.17Ad-22(e)(17).

¹² 15 U.S.C. 78s(b)(3)(F).

¹³ 17 CFR 240.17Ad-22(e)(17)(ii) and (iii).

The Clearing Agencies believe that the proposed changes are consistent with Section 17A(b)(3)(F) of the Act, which requires, in part, that the rules of a registered clearing agency be designed to promote the prompt and accurate clearance and settlement of securities transactions, and to assure the safeguarding of securities and funds which are in the custody or control of the clearing agency or for which it is responsible, for the reasons described below.¹⁴ The proposed changes to (i) revise nomenclature and process changes to Risk Profiles, (ii) update the ORM Framework to align programs, policies, procedures, and controls within Technology Risk Management (“TRM”) to the Cyber Risk Institute (“CRI”) Profile instead of the National Institute of Standards and Technology (“NIST”) standards, (iii) update the recovery times for Tier 5 equating to non-essential functions, (iv) update business continuity testing across industry organizations, and (v) update the ORM Framework to reflect recent changes to group names and making other nonmaterial edits would update and clarify the Framework and would make it more comprehensive in how it describes the methods and tools currently used by the Clearing Agencies to manage operational risks and therefore comply with Section 17A(b)(3)(F) of the Act.¹⁵ By creating clearer, updated and more comprehensive descriptions, the Clearing Agencies believe the proposed changes would make the ORM Framework more effective in providing an overview of the important risk management activities described therein.

The risk management functions described in the ORM Framework allow the Clearing Agencies to continue the prompt and accurate clearance and settlement of

¹⁴ 15 U.S.C. 78s(b)(3)(F).

¹⁵ Id.

securities and can continue to assure the safeguarding of securities and funds which are in their custody or control or for which they are responsible notwithstanding the default of a member of an affiliated family. The proposed changes to (1) to revise nomenclature and process changes to risk profiles, (2) shift to the CRI standards, and (3) broaden the description of industry testing to capture the breadth of industry participants available to engage in such testing within the ORM Framework reflect the tools used by Clearing Agencies to assess inherent and residual risks; reliance by the Clearing Agencies on reliable global sources related to its information technology standards and diverse sources for industry testing. Identifying and mitigating plausible sources of operational risks both internal and external, information technology and business continuity, outlined in the above-referenced proposed changes, facilitates the Clearing Agencies' ability to continue the prompt and accurate clearance and settlement of securities transactions and assure the safeguarding of securities and funds which are in their custody or control or for which they are responsible. Therefore, the Clearing Agencies believe the proposed changes are consistent with the requirements of Section 17A(b)(3)(F) of the Act¹⁶.

Rule 17Ad-22(e)(17) under the Act requires, in part, that each covered clearing agency establish, implement, maintain and enforce written policies and procedures reasonably designed to manage the covered clearing agency's operational risks by (ii) ensuring that systems have a high degree of security, resiliency, operational reliability, and adequate, scalable capacity; and (iii) establishing and maintaining business continuity plans in order to address events that may pose a significant risk of disrupting their operations.

¹⁶ Id.

The Framework would be amended to update the description of the Clearing Agencies' information technology and business continuity procedures. The proposed changes to revise nomenclature and process changes to Risk Profiles including the bifurcation of Risk Profiles process and identification of applicable governance processes assist the Clearing Agencies in effectively managing their operational risks by identifying the plausible sources of operational risk, both internal and external, and mitigating the impact of those risks. The proposed change to shift to CRI standards, which encompasses the NIST standards plus additional metrics, is part of the programs, policies, procedures, and controls used by the Clearing Agencies to continue the building, implementation, and maintenance of systems that have a high degree of security, resiliency, operational reliability, and adequate, scalable capacity. Lastly, accurately describing the Clearing Agencies industry testing procedure in the ORM framework conforms with the Clearing Agencies compliance obligations since business continuity testing is one of the preventive measures the Clearing Agencies may take with respect to business continuity risk management. As described above, these procedures address how the Clearing Agencies detect, identify, investigate, and resolve incidents that affect the Clearing Agencies' systems. These procedures are designed to help address the Clearing Agencies' compliance with the requirements of Rule 17Ad-22(e)(17)(ii) and (iii) under the Act.¹⁷ Therefore, the Clearing Agencies believe that the proposed rule changes to update the description of these procedures in the Risk Management Framework is consistent with Rule 17Ad-22(e)(17)(ii) and (iii).¹⁸

¹⁷ 17 CFR 240.17Ad-22(e)(17)(ii) and (iii).

¹⁸ Id.

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

The Clearing Agencies do not believe that the proposed changes to the ORM Framework described above would have any impact, or impose any burden, on competition. The proposed changes would enhance the Framework by providing additional clarity and accuracy concerning the Clearing Agencies' operational risk management processes. The proposed rule changes to the Framework, would not advantage, or disadvantage any participant or user of the Clearing Agencies' services or unfairly inhibit access to the Clearing Agencies' services. As such, the Clearing Agencies do not believe that the proposed rule changes would have any impact on competition.

(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, they will be publicly filed as an Exhibit 2 to this filing, as required by Form 19b-4 and the General Instructions thereto.

Persons submitting 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 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 not to 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)¹⁹ of the Act and paragraph (f)²⁰ of Rule 19b-4 thereunder. At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act.

IV. Solicitation of Comments

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

Electronic Comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File Number SR-DTC-2023-011 on the subject line.

¹⁹ 15 U.S.C. 78s(b)(3)(A).

²⁰ 17 CFR 240.19b-4(f).

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-2023-011. 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>). Do not include personal identifiable information in submissions; you should submit only information that you wish to make available publicly. We may redact in part or withhold entirely from publication submitted material that is obscene or subject to copyright protection. All submissions should refer to File Number SR-DTC-2023-011 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.²¹

Secretary

²¹ 17 CFR 200.30-3(a)(12).

EXHIBIT 5

The information contained in this Exhibit 5 is subject to exemption from mandatory disclosure under Exemption #4 and #8 of the Freedom of Information Act because the information (i) concerns trade secrets and commercial information that is privileged or confidential and (ii) information that concerns the supervision of The Depository Trust Company (DTC), a financial institution. This Exhibit 5 contains one or more electronic files embedded in a one-page document for filing efficiency, as listed below. The information contained in the embedded file is not intended for public disclosure. Accordingly, this Exhibit 5 has been redacted and confidential treatment requested pursuant to 17 CFR 240.24b-2. An unredacted version of the embedded file was filed separately and confidentially with the Securities and Exchange Commission. Notwithstanding the request for confidential treatment, DTC believes the substance of this Exhibit 5 is clearly and adequately described in the accompanying Exhibit 1A and Form 19b-4 narrative to the proposed rule change filing, thus allowing for meaningful public comment.

Embedded File:

- **ORM Framework (marked)**; 11 pages; Operational Risk Management Framework

PAGE REDACTED IN ITS ENTIRETY