

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 17

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

File No. * SR 2023 - * 005

Amendment No. (req. for Amendments *)

Filing by Fixed Income 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 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"/>	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)		
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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 FICC's GSD Rules, MBSD Rules, EPN Rules, and Restated Certificate of Incorporation

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, Fixed Income Clearing Corporation 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: 2023.03.30
13:13:57 -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 (FICC) - 55 Water - 2023-03

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 (FICC) - 55 Water - 2023-0330

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

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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 (FICC) - 55 Water - 2023-0330 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 Fixed Income Clearing Corporation (“FICC”) 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 FICC on March 30, 2023 pursuant to delegated authority from FICC’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) revise FICC’s Restated Certificate of Incorporation² to update FICC’s registered agent upon whom process against FICC may be served and (ii) update the Rules to remove an option for sending notices by facsimile and provide an email address for sending a copy of any notices to FICC, as described in greater detail below.

Proposed Updates to FICC’s Restated Certificate of Incorporation

FICC’s Restated Certificate of Incorporation currently states that the Secretary of State is FICC’s designated agent for service of process, and that copies of any process against FICC shall be mailed to FICC at 55 Water Street, New York, NY 10041 (“55 Water”). With FICC’s upcoming departure from 55 Water, FICC would amend its Restated Certificate of Incorporation to appoint C T Corporation System as its registered agent upon whom process against FICC may be served, and provide C T Corporation System’s address.

Proposed Updates to the Rules

FICC proposes to revise its Rules with respect to how an Interested Person may serve notice on FICC. The Rules currently provide an option for service via facsimile. FICC would

¹ Capitalized terms not otherwise defined herein are defined in the FICC Government Securities Division Rulebook (“GSD Rules”), the FICC Mortgage-Backed Securities Division Clearing Rules (“MBSD Rules”), and the FICC Mortgage-Backed Securities Division EPN Rules (“EPN Rules,” and together with the GSD Rules and the MBSD Rules, the “Rules”), as applicable, available at <http://www.dtcc.com/legal/rules-and-procedures>.

² FICC’s Restated Certificate of Incorporation is available at <http://www.dtcc.com/legal/rules-and-procedures>.

revise the Rules to remove the facsimile option and provide for a copy of notices to be sent to FICC's General Counsel's Office via email.

(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.³ FICC 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 update (i) FICC's Restated Certificate of Incorporation to change FICC's registered agent for serving process on FICC and (ii) the Rules to remove an option to send notices to FICC via facsimile and provide an email address for sending a copy of notices to FICC's General Counsel's Office.

The proposed changes are intended to update information on FICC's process agent and how to send notices to FICC. With these changes, FICC believes its members and the public would be better informed on how best to serve FICC, which could help promote the prompt and accurate clearance and settlement of securities transactions of those members and the public, 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

FICC 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 process and notice information and should not have any competitive impact on members or their use of FICC services.

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

FICC has not received or solicited any written comments relating to this proposal. If any written comments are received, FICC 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 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>

³ 15 U.S.C. 78q-1(b)(3)(F).

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.

FICC 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.⁴

(b) The proposed rule change is concerned solely with the administration of FICC.⁵ The proposed changes described above reflect changes in FICC's registered agent for service of process and how to send notices to FICC, both of which support the administration of FICC.

(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.

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.

⁴ 15 U.S.C. 78s(b)(3)(A).

⁵ 17 CFR 240.19b-4(f)(3).

Exhibit 2 – Not applicable.

Exhibit 3 – Not applicable.

Exhibit 4 – Not applicable.

Exhibit 5 – Proposed changes to FICC’s Restated Certificate of Incorporation and the Rules.

EXHIBIT 1A

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-[____]; File No. SR-FICC-2023-005)

[DATE]

Self-Regulatory Organizations; Fixed Income Clearing Corporation; Notice of Filing of and Immediate Effectiveness of a Proposed Rule Change to Make Administrative Updates to FICC’s GSD Rules, MBSD Rules, EPN Rules, and Restated Certificate of Incorporation

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, Fixed Income Clearing Corporation (“FICC”) 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. FICC 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.

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).

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

The proposed rule change⁵ would (i) revise FICC's Restated Certificate of Incorporation⁶ to update FICC's registered agent upon whom process against FICC may be served and (ii) update the Rules to remove an option for sending notices by facsimile and provide an email address for sending a copy of any notices to FICC, as described in greater detail below.

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

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

⁵ Capitalized terms not otherwise defined herein are defined in the FICC Government Securities Division Rulebook ("GSD Rules"), the FICC Mortgage-Backed Securities Division Clearing Rules ("MBSD Rules"), and the FICC Mortgage-Backed Securities Division EPN Rules ("EPN Rules," and together with the GSD Rules and the MBSD Rules, the "Rules"), as applicable, available at <http://www.dtcc.com/legal/rules-and-procedures>.

⁶ FICC's Restated Certificate of Incorporation is available at <http://www.dtcc.com/legal/rules-and-procedures>.

(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) revise FICC's Restated Certificate of Incorporation to update FICC's registered agent upon whom process against FICC may be served and (ii) update the Rules to remove an option for sending notices by facsimile and provide an email address for sending a copy of any notices to FICC, as described in greater detail below.

Proposed Updates to FICC's Restated Certificate of Incorporation

FICC's Restated Certificate of Incorporation currently states that the Secretary of State is FICC's designated agent for service of process, and that copies of any process against FICC shall be mailed to FICC at 55 Water Street, New York, NY 10041 ("55 Water"). With FICC's upcoming departure from 55 Water, FICC would amend its Restated Certificate of Incorporation to appoint C T Corporation System as its registered agent upon whom process against FICC may be served, and provide C T Corporation System's address.

Proposed Updates to the Rules

FICC proposes to revise its Rules with respect to how an Interested Person may serve notice on FICC. The Rules currently provide an option for service via facsimile. FICC would revise the Rules to remove the facsimile option and provide for a copy of notices to be sent to FICC's General Counsel's Office via email.

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.⁷ FICC 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 update (i) FICC's Restated Certificate of Incorporation to change FICC's registered agent for serving process on FICC and (ii) the Rules to remove an option to send notices to FICC via facsimile and provide an email address for sending a copy of notices to FICC's General Counsel's Office.

The proposed changes are intended to update information on FICC's process agent and how to send notices to FICC. With these changes, FICC believes its members and the public would be better informed on how best to serve FICC, which could help promote the prompt and accurate clearance and settlement of securities transactions of those members and the public, 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

FICC 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 process and notice information and should not have any competitive impact on members or their use of FICC services.

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

FICC has not received or solicited any written comments relating to this proposal. If any written comments are received, FICC will amend this filing to publicly file such

⁷ 15 U.S.C. 78q-1(b)(3)(F).

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 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.

FICC 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)⁸ of the Act and paragraph (f)⁹ 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

⁸ 15 U.S.C. 78s(b)(3)(A).

⁹ 17 CFR 240.19b-4(f).

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-FICC-2023-005 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-FICC-2023-005. 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 FICC 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-FICC-2023-005 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.¹⁰

Secretary

¹⁰ 17 CFR 200.30-3(a)(12).

Bold, underlined text indicates proposed added language.

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

RESTATED
CERTIFICATE OF INCORPORATION
OF
FIXED INCOME CLEARING CORPORATION

The undersigned, for the purpose of restating the certificate of incorporation of Fixed Income Clearing Corporation, does hereby certify:

THIRD: The text of the certificate of incorporation is hereby restated without any further amendment or change to read as herein set forth in full:

8. ~~The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is 55 Water Street, New York, New York 10041. The corporation hereby designates C T Corporation System as its registered agent upon whom process against the corporation may be served. The street address of the registered agent is 28 Liberty Street, New York, NY 10005.~~
The corporation hereby designates C T Corporation System as its registered agent upon whom process against the corporation may be served. The street address of the registered agent is 28 Liberty Street, New York, NY 10005.

**FIXED INCOME CLEARING CORPORATION
GOVERNMENT SECURITIES DIVISION RULEBOOK**

RULE 45 - NOTICES

Section 2 - Notice to the Corporation

Any notice from an Interested Person to the Corporation shall be sufficiently served on the Corporation if the notice is in writing and is delivered, **or** mailed, ~~or transmitted by facsimile machine~~ to the Corporation at its principal place of business, Attention: Secretary, or such other place as it designates, **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 the Corporation shall be deemed to have been given when received.

FIXED INCOME CLEARING CORPORATION
MORTGAGE-BACKED SECURITIES DIVISION
CLEARING RULES

RULE 35 - NOTICES

Section 2 - Notice to the Corporation

Any notice from an Interested Person to the Corporation shall be sufficiently served on the Corporation if the notice is in writing and is delivered, **or** mailed, ~~or transmitted by facsimile machine~~ to the Corporation at its principal place of business, Attention: Secretary, or such other place as the Corporation designates, **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 the Corporation shall be deemed to have been given when received.

**FIXED INCOME CLEARING CORPORATION
MORTGAGE-BACKED SECURITIES DIVISION**

EPN RULES

ARTICLE V

MISCELLANEOUS

Rule 16. Notices

Any notice from an Interested Person to the Corporation shall be sufficiently served on the Corporation if the notice is in writing and is delivered, or mailed, ~~or transmitted by facsimile machine~~ to the Corporation at its principal place of business, Attention: Secretary, or such other place as the Corporation designates, **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 the Corporation shall be deemed to have been given when received.
