

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 21	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - 2017 - * 039 Amendment No. (req. for Amendments *)
----------------	--	--

Filing by NASDAQ BX, Inc.  
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"/>			Rule		
Extension of Time Period for Commission Action * <input type="checkbox"/>		Date Expires * <input type="text"/>	<input type="checkbox"/> 19b-4(f)(1)	<input type="checkbox"/> 19b-4(f)(4)	
			<input type="checkbox"/> 19b-4(f)(2)	<input type="checkbox"/> 19b-4(f)(5)	
			<input type="checkbox"/> 19b-4(f)(3)	<input checked="" type="checkbox"/> 19b-4(f)(6)	

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

Exhibit 2 Sent As Paper Document <input type="checkbox"/>	Exhibit 3 Sent As Paper Document <input type="checkbox"/>
---	---

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

**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 Act of 1934,  
  
 has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.  
 (Title \*)  
 Date  Executive Vice President and General Counsel  
 By    
 (Name \*)

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

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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

**Form 19b-4 Information \***

Add Remove View

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

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

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

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, security-based swap submission, or advance notice being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

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

Add Remove View

Exhibit Sent As Paper Document

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

**Exhibit 3 - Form, Report, or Questionnaire**

Add Remove View

Exhibit Sent As Paper Document

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

**Exhibit 4 - Marked Copies**

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

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) NASDAQ BX, Inc. (“BX” or “Exchange”), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> is filing with the Securities and Exchange Commission (“SEC” or “Commission”) a proposal to address the application of Exchange Rule 11140 (Transactions in Securities “Ex-Dividend,” “Ex-Rights” or “Ex-Warrants”) as it relates to establishing ex-dividend dates in connection with the implementation of the T+2 settlement cycle on September 5, 2017.

The Exchange requests that the Commission waive the 30-day operative delay period contained in Exchange Act Rule 19b-4(f)(6)(iii).<sup>3</sup>

A notice of the proposed rule change for publication in the Federal Register is attached as Exhibit 1. No change to the text of Rule 11140(b)(1) is required by this proposal.

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

The proposed rule change was approved by senior management of the Exchange pursuant to authority delegated by the Board of Directors of the Exchange (the “Board”) on August 15, 2016. Exchange staff will advise the Board of any action taken pursuant to delegated authority. No other action is necessary for the filing of the rule change.

---

<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.

<sup>3</sup> 17 CFR 240.19b-4(f)(6)(iii).

Questions and comments on the proposal may be directed to:

Brett M. Kitt  
Senior Associate General Counsel  
Nasdaq, Inc.  
(301) 978-8132

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

a. Purpose

Background

On March 22, 2017, the SEC adopted amendments to SEA Rule 15c6-1(a) to shorten the standard settlement cycle for U.S. secondary market transactions in equities, corporate and municipal bonds, unit investment trusts and financial instruments composed of these products, from three business days after the trade date (“T+3”) to two business days after the trade date (“T+2”).<sup>4</sup> The industry-wide initiative is designed to reduce a number of risks, including credit risk, market risk, and liquidity risk and, as a result, reduce systemic risk for U.S. market participants.<sup>5</sup> The compliance date for the rule amendments is September 5, 2017.

In support of this initiative, the Exchange proposed changes to its rules pertaining to securities settlement by, among other things, amending the definition of “regular way”

---

<sup>4</sup> See Securities Exchange Act Release No. 80295 (March 22, 2017), 82 FR 15564 (March 29, 2017) (Securities Transaction Settlement Cycle) (File No. S7-22-16) (stating that, as amended, SEA Rule 15c6-1(a) will prohibit broker-dealers from effecting or entering into a contract for the purchase or sale of a security (other than an exempted security, government security, municipal security, commercial paper, bankers’ acceptances or commercial bills) that provides for payment of funds and delivery of securities later than the second business day after the date of the contract, unless otherwise expressly agreed to by the parties at the time of the transaction).

<sup>5</sup> See id.

settlement as occurring on T+2.<sup>6</sup> On May 10, 2017, the SEC approved the Exchange's amendments to the applicable rules, including Rule 11140(b), that establish or reference T+3 to conform to T+2, and these amendments will become effective on September 5, 2017.<sup>7</sup>

During the transition period the industry and self-regulatory organizations ("SROs"), including The Depository Trust Company ("DTC") which processes corporate action events, have raised concern that the September 5, 2017 industry-wide transition date from T+3 to T+2 will result in September 7, 2017 being a "double" settlement date for trades that occur on September 1, 2017 (under T+3 and reflecting the Labor Day holiday on September 4, 2017) and trades that occur on September 5, 2017 (under T+2), which generally will result in investors who trade on either date being deemed a record holder of September 7, 2017.<sup>8</sup> In order to avoid confusion about the proper settlement date and to coordinate with other SROs, the Exchange is proposing not to establish September 5, 2017 as an ex-dividend date for applicable securities.

#### Proposal

The Exchange is proposing to address the application of Rule 11140(b) as it relates to the ex-dividend date in connection with the implementation of the T+2

---

<sup>6</sup> See Securities Exchange Act Release No. 34-80282 (March 21, 2017), 82 FR 15258 (March 27, 2017) (Notice of Filing of File No. SR-BX-2017-13).

<sup>7</sup> See Securities Exchange Act Release No. 34-80640 (May 10, 2017), 82 FR 22598 (May 16, 2017) (Order Approving File No. SR-BX-2017-13).

<sup>8</sup> See, e.g., Nasdaq Issuer Alert 2017-001, Changes to Ex-dividend Procedures Effective September 5, 2017 to Accommodate T+2 Settlement, <http://nasdaq.cchwallstreet.com/nasdaq/pdf/nasdaq-issalerts/2017/2017-001.pdf>; NYSE, NYSE MKT, NYSE ARCA: Changes Related to the Shortened Settlement Cycle (T+2) (July 11, 2017), <https://www.nyse.com/trader-update/history#110000069618>.

settlement cycle on September 5, 2017. As amended to address T+2, the timeframes in Rule 11140 to establish an ex-dividend date were generally reduced by one business day.

The ex-dividend date (or ex-date) is the date on or after which a security is traded without a specific dividend or distribution. Rule 11140(b) provides for the determination of normal ex-dividend and ex-warrant dates for certain types of dividends and distributions. As amended to address T+2, Rule 11140(b)(1) provides that with respect to cash dividends or distributions, or stock dividends, and the issuance or distribution of warrants, which are less than 25% of the value of the subject security (i.e., “regular” distributions), if the definitive information is received sufficiently in advance of the record date, the date designated as the “ex-dividend date” is the first business day preceding the record date if the record date falls on a business day, or the second business day preceding the record date if the record date falls on a day designated by the Exchange’s Uniform Practice Code (“UPC”) Committee as a non-delivery date.<sup>9</sup> Rule 11140(b)(2), which did not require amendment in connection with T+2, establishes the ex-dividend date as the first business day following the payable date with respect to cash dividends or distributions, stock dividends and/or splits, and the distribution of warrants, which are 25% or greater of the value of the subject security (i.e., “large” distributions).<sup>10</sup>

Consistent with the compliance date of the amendments to SEA Rule 15c6-1(a), the industry and the Exchange have adopted Tuesday, September 5, 2017 as the transition

---

<sup>9</sup> The record date is the date fixed by an issuer for the purpose of determining the holder of the security who is eligible to receive the dividend, interest or principal payment, or any other distribution relating to the security.

<sup>10</sup> The payable date is the date that the dividend is sent to the record owner of the security.

date to the T+2 settlement cycle.<sup>11</sup> To mitigate the potential confusion that may result concerning proper settlement during the transition period, the Exchange, in coordination with other SROs, supports the proposal that Tuesday, September 5, 2017 should not be designated as an ex-dividend date.<sup>12</sup>

Accordingly, the Exchange proposes to interpret Rule 11140(b)(1) so that the first record date to which the new ex-dividend date determination will be applied will be Thursday, September 7, 2017. The ex-dividend dates for “regular” distributions during the transition to T+2 will be as follows:

<b>Record Date</b>	<b>Ex-Date</b>
Friday, September 1, 2017 <sup>13</sup>	Wednesday, August 30, 2017
Tuesday, September 5, 2017 <sup>14</sup>	Thursday, August 31, 2017 <sup>15</sup>
Wednesday, September 6, 2017	Friday, September 1, 2017 <sup>16</sup>
Thursday, September 7, 2017 <sup>17</sup>	Wednesday, September 6, 2017

<sup>11</sup> See Nasdaq Equity Trader Alert 2017-174 (July 28, 2017).

<sup>12</sup> See, e.g., Nasdaq Issuer Alert 2017-001, Changes to Ex-dividend Procedures Effective September 5, 2017 to Accommodate T+2 Settlement, <http://nasdaq.cchwallstreet.com/nasdaq/pdf/nasdaq-issalerts/2017/2017-001.pdf>; NYSE, NYSE MKT, NYSE ARCA: Changes Related to the Shortened Settlement Cycle (T+2) (July 11, 2017), <https://www.nyse.com/trader-update/history#110000069618>.

<sup>13</sup> The last day of the T+3 settlement cycle.

<sup>14</sup> The first day of the T+2 settlement cycle.

<sup>15</sup> Monday, September 4, 2017 is Labor Day, a Federal holiday.

<sup>16</sup> See *id.*

<sup>17</sup> The date on which previous trades settling on a T+3 settlement cycle and current trades on the T+2 settlement cycle will be processed.

As described above, the ex-date for “large” distributions under Rule 11140(b)(2) is the first business day following the payable date. This provision was not amended in connection with T+2. In order to ensure that September 5, 2017 will not be designated as an ex-dividend date for “large” distributions, the Exchange will advise issuers to not set September 1, 2017 as the payable date for any “large” distribution under Rule 11140(b)(2) and proposes to interpret Rule 11140(b)(2) so that, if an issuer sets September 1, 2017 as the payable date for a “large” distribution, the ex-dividend date will be September 6, 2017, not September 5, 2017.

b. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,<sup>18</sup> in general, and furthers the objectives of Section 6(b)(5) of the Act,<sup>19</sup> in particular, in that it is designed to promote just and equitable principles of trade, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general to protect investors and the public interest. Specifically, the Exchange believes that the proposal to address the application of Rule 11140(b) to exclude September 5, 2017 as an ex-dividend date for “regular” or “large” distributions supports the collective effort among the industry and SROs to mitigate the potential confusion concerning proper settlement during the transition from the T+3 settlement cycle to the T+2 settlement cycle.

---

<sup>18</sup> 15 U.S.C. 78f(b).

<sup>19</sup> 15 U.S.C. 78f(b)(5).

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

The Exchange does not believe that the proposed rule change will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act. As noted above, the SROs support that no securities will be subject to an ex-date ruling on September 5, 2017. The primary benefit of this proposal is to minimize potential confusion about proper settlement that may arise during the transition to the T+2 settlement cycle.<sup>20</sup> The Exchange believes that the proposal would not impose any additional costs on the industry. As noted above, the proposal does not change the text to Rule 11140(b). Instead, the proposal interprets the application of the rule solely to refrain from designating September 5, 2017 as an ex-dividend date for “regular” or “large” distributions.

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

No written comments were either solicited or 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)

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A)(iii)<sup>21</sup> of the Act and Rule 19b-4(f)(6) thereunder<sup>22</sup> in that it effects a change

---

<sup>20</sup> As a result of the September 5, 2017 transition date for regular-way settlement from T+3 to T+2, September 7, 2017 will be a “double” settlement date for trades that occur on September 1, 2017 (under T+3 and reflecting the Labor Day holiday on September 4, 2017) and trades that occur on September 5, 2017 (under T+2).

<sup>21</sup> 15 U.S.C. 78s(b)(3)(A)(iii).

<sup>22</sup> 17 CFR 240.19b-4(f)(6).

that: (i) does not significantly affect the protection of investors or the public interest; (ii) does not impose any significant burden on competition; and (iii) by its terms, does not become operative for 30 days after the date of the filing, or such shorter time as the Commission may designate if consistent with the protection of investors and the public interest. Instead, the proposal is designed to protect investors by eliminating potential confusion that may result concerning proper settlement during the transition period to the new settlement cycle.

Furthermore, Rule 19b-4(f)(6)(iii) requires a self-regulatory organization to give the Commission written notice of its intent to file a proposed rule change under that subsection at least five business days prior to the date of filing, or such shorter time as designated by the Commission. The Exchange has provided such notice.

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: (i) necessary or appropriate in the public interest; (ii) for the protection of investors; or (iii) otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission shall institute proceedings to determine whether the proposed rule should be approved or disapproved.

A proposed rule change filed under Rule 19b-4(f)(6) normally does not become operative prior to 30 days after the date of filing. Rule 19b-4(f)(6)(iii), however, permits the Commission to designate a shorter time if such action is consistent with the protection of investors and the public interest. The Exchange requests that the Commission waive the 30-day operative delay contained in Rule 19b-4(f)(6)(iii) so that the Exchange may implement the proposal in time for it to serve its intended purpose.

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

The proposal is similar to SR-FINRA-2017-026 and SR-2017-NASDAQ-084.

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

Not applicable.

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

Not applicable.

11. Exhibits

1. Notice of Proposed Rule Change for publication in the Federal Register.

**EXHIBIT 1**

SECURITIES AND EXCHANGE COMMISSION  
(Release No. \_\_\_\_\_ ; File No. SR-BX-2017-039)

September \_\_, 2017

Self-Regulatory Organizations; NASDAQ BX, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Address the Application of Exchange Rule 11140 (Transactions in Securities “Ex-Dividend,” “Ex-Rights” or “Ex-Warrants”) as it Relates to Establishing Ex-Dividend Dates in connection with the Implementation of the T+2 Settlement Cycle on September 5, 2017.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”),<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> notice is hereby given that on August 29 2017, NASDAQ BX, Inc. (“BX” or “Exchange”) filed with the Securities and Exchange Commission (“SEC” or “Commission”) the proposed rule change as described in Items I, II, and III, below, which Items have been prepared by the Exchange. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Self-Regulatory Organization’s Statement of the Terms of Substance of the Proposed Rule Change

The Exchange proposes to address the application of Exchange Rule 11140 (Transactions in Securities “Ex-Dividend,” “Ex-Rights” or “Ex-Warrants”) as it relates to establishing ex-dividend dates in connection with the implementation of the T+2 settlement cycle on September 5, 2017. No change to the text of Rule 11140(b)(1) is required by this proposal.

---

<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.

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

In its filing with the Commission, the Exchange 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 Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.

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

1. Purpose

Background

On March 22, 2017, the SEC adopted amendments to SEA Rule 15c6-1(a) to shorten the standard settlement cycle for U.S. secondary market transactions in equities, corporate and municipal bonds, unit investment trusts and financial instruments composed of these products, from three business days after the trade date ("T+3") to two business days after the trade date ("T+2").<sup>3</sup> The industry-wide initiative is designed to reduce a number of risks, including credit risk, market risk, and liquidity risk and, as a

---

<sup>3</sup> See Securities Exchange Act Release No. 80295 (March 22, 2017), 82 FR 15564 (March 29, 2017) (Securities Transaction Settlement Cycle) (File No. S7-22-16) (stating that, as amended, SEA Rule 15c6-1(a) will prohibit broker-dealers from effecting or entering into a contract for the purchase or sale of a security (other than an exempted security, government security, municipal security, commercial paper, bankers' acceptances or commercial bills) that provides for payment of funds and delivery of securities later than the second business day after the date of the contract, unless otherwise expressly agreed to by the parties at the time of the transaction).

result, reduce systemic risk for U.S. market participants.<sup>4</sup> The compliance date for the rule amendments is September 5, 2017.

In support of this initiative, the Exchange proposed changes to its rules pertaining to securities settlement by, among other things, amending the definition of “regular way” settlement as occurring on T+2.<sup>5</sup> On May 10, 2017, the SEC approved the Exchange’s amendments to the applicable rules, including Rule 11140(b), that establish or reference T+3 to conform to T+2, and these amendments will become effective on September 5, 2017.<sup>6</sup>

During the transition period the industry and self-regulatory organizations (“SROs”), including The Depository Trust Company (“DTC”) which processes corporate action events, have raised concern that the September 5, 2017 industry-wide transition date from T+3 to T+2 will result in September 7, 2017 being a “double” settlement date for trades that occur on September 1, 2017 (under T+3 and reflecting the Labor Day holiday on September 4, 2017) and trades that occur on September 5, 2017 (under T+2), which generally will result in investors who trade on either date being deemed a record holder of September 7, 2017.<sup>7</sup> In order to avoid confusion about the proper settlement

---

<sup>4</sup> See id.

<sup>5</sup> See Securities Exchange Act Release No. 34-80282 (March 21, 2017), 82 FR 15258 (March 27, 2017) (Notice of Filing of File No. SR-BX-2017-13).

<sup>6</sup> See Securities Exchange Act Release No. 34-80640 (May 10, 2017), 82 FR 22598 (May 16, 2017) (Order Approving File No. SR-BX-2017-13).

<sup>7</sup> See, e.g., Nasdaq Issuer Alert 2017-001, Changes to Ex-dividend Procedures Effective September 5, 2017 to Accommodate T+2 Settlement, <http://nasdaq.cchwallstreet.com/nasdaq/pdf/nasdaq-issalerts/2017/2017-001.pdf>; NYSE, NYSE MKT, NYSE ARCA: Changes Related to the Shortened Settlement Cycle (T+2) (July 11, 2017), <https://www.nyse.com/trader-update/history#110000069618>.

date and to coordinate with other SROs, the Exchange is proposing not to establish September 5, 2017 as an ex-dividend date for applicable securities.

#### Proposal

The Exchange is proposing to address the application of Rule 11140(b) as it relates to the ex-dividend date in connection with the implementation of the T+2 settlement cycle on September 5, 2017. As amended to address T+2, the timeframes in Rule 11140 to establish an ex-dividend date were generally reduced by one business day.

The ex-dividend date (or ex-date) is the date on or after which a security is traded without a specific dividend or distribution. Rule 11140(b) provides for the determination of normal ex-dividend and ex-warrant dates for certain types of dividends and distributions. As amended to address T+2, Rule 11140(b)(1) provides that with respect to cash dividends or distributions, or stock dividends, and the issuance or distribution of warrants, which are less than 25% of the value of the subject security (i.e., “regular” distributions), if the definitive information is received sufficiently in advance of the record date, the date designated as the “ex-dividend date” is the first business day preceding the record date if the record date falls on a business day, or the second business day preceding the record date if the record date falls on a day designated by the Exchange’s Uniform Practice Code (“UPC”) Committee as a non-delivery date.<sup>8</sup> Rule 11140(b)(2), which did not require amendment in connection with T+2, establishes the ex-dividend date as the first business day following the payable date with respect to cash

---

<sup>8</sup> The record date is the date fixed by an issuer for the purpose of determining the holder of the security who is eligible to receive the dividend, interest or principal payment, or any other distribution relating to the security.

dividends or distributions, stock dividends and/or splits, and the distribution of warrants, which are 25% or greater of the value of the subject security (i.e., “large” distributions).<sup>9</sup>

Consistent with the compliance date of the amendments to SEA Rule 15c6-1(a), the industry and the Exchange have adopted Tuesday, September 5, 2017 as the transition date to the T+2 settlement cycle.<sup>10</sup> To mitigate the potential confusion that may result concerning proper settlement during the transition period, the Exchange, in coordination with other SROs, supports the proposal that Tuesday, September 5, 2017 should not be designated as an ex-dividend date.<sup>11</sup>

Accordingly, the Exchange proposes to interpret Rule 11140(b)(1) so that the first record date to which the new ex-dividend date determination will be applied will be Thursday, September 7, 2017. The ex-dividend dates for “regular” distributions during the transition to T+2 will be as follows:

<b>Record Date</b>	<b>Ex-Date</b>
Friday, September 1, 2017 <sup>12</sup>	Wednesday, August 30, 2017
Tuesday, September 5, 2017 <sup>13</sup>	Thursday, August 31, 2017 <sup>14</sup>

<sup>9</sup> The payable date is the date that the dividend is sent to the record owner of the security.

<sup>10</sup> See Nasdaq Equity Trader Alert 2017-174 (July 28, 2017).

<sup>11</sup> See, e.g., Nasdaq Issuer Alert 2017-001, Changes to Ex-dividend Procedures Effective September 5, 2017 to Accommodate T+2 Settlement, <http://nasdaq.cchwallstreet.com/nasdaq/pdf/nasdaq-issalerts/2017/2017-001.pdf>; NYSE, NYSE MKT, NYSE ARCA: Changes Related to the Shortened Settlement Cycle (T+2) (July 11, 2017), <https://www.nyse.com/trader-update/history#110000069618>.

<sup>12</sup> The last day of the T+3 settlement cycle.

<sup>13</sup> The first day of the T+2 settlement cycle.

Wednesday, September 6, 2017	Friday, September 1, 2017 <sup>15</sup>
Thursday, September 7, 2017 <sup>16</sup>	Wednesday, September 6, 2017

As described above, the ex-date for “large” distributions under Rule 11140(b)(2) is the first business day following the payable date. This provision was not amended in connection with T+2. In order to ensure that September 5, 2017 will not be designated as an ex-dividend date for “large” distributions, the Exchange will advise issuers to not set September 1, 2017 as the payable date for any “large” distribution under Rule 11140(b)(2) and proposes to interpret Rule 11140(b)(2) so that, if an issuer sets September 1, 2017 as the payable date for a “large” distribution, the ex-dividend date will be September 6, 2017, not September 5, 2017.

## 2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,<sup>17</sup> in general, and furthers the objectives of Section 6(b)(5) of the Act,<sup>18</sup> in particular, in that it is designed to promote just and equitable principles of trade, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general to protect investors and the public interest. Specifically, the Exchange believes that the proposal to address the application of Rule 11140(b) to

---

<sup>14</sup> Monday, September 4, 2017 is Labor Day, a Federal holiday.

<sup>15</sup> See id.

<sup>16</sup> The date on which previous trades settling on a T+3 settlement cycle and current trades on the T+2 settlement cycle will be processed.

<sup>17</sup> 15 U.S.C. 78f(b).

<sup>18</sup> 15 U.S.C. 78f(b)(5).

exclude September 5, 2017 as an ex-dividend date for “regular” or “large” distributions supports the collective effort among the industry and SROs to mitigate the potential confusion concerning proper settlement during the transition from the T+3 settlement cycle to the T+2 settlement cycle.

B. Self-Regulatory Organization’s Statement on Burden on Competition

The Exchange does not believe that the proposed rule change will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act. As noted above, the SROs support that no securities will be subject to an ex-date ruling on September 5, 2017. The primary benefit of this proposal is to minimize potential confusion about proper settlement that may arise during the transition to the T+2 settlement cycle.<sup>19</sup> The Exchange believes that the proposal would not impose any additional costs on the industry. As noted above, the proposal does not change the text to Rule 11140(b). Instead, the proposal interprets the application of the rule solely to refrain from designating September 5, 2017 as an ex-dividend date for “regular” or “large” distributions.

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

No written comments were either solicited or received.

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

Because the foregoing proposed rule change does not: (i) significantly affect the protection of investors or the public interest; (ii) impose any significant burden on

---

<sup>19</sup> As a result of the September 5, 2017 transition date for regular-way settlement from T+3 to T+2, September 7, 2017 will be a “double” settlement date for trades that occur on September 1, 2017 (under T+3 and reflecting the Labor Day holiday on September 4, 2017) and trades that occur on September 5, 2017 (under T+2).

competition; and (iii) become operative for 30 days from the date on which it was filed, or such shorter time as the Commission may designate, it has become effective pursuant to Section 19(b)(3)(A)(iii) of the Act<sup>20</sup> and subparagraph (f)(6) of Rule 19b-4 thereunder.<sup>21</sup>

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: (i) necessary or appropriate in the public interest; (ii) for the protection of investors; or (iii) otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission shall institute proceedings to determine whether the proposed rule should be approved or disapproved.

#### 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](mailto:rule-comments@sec.gov). Please include File Number SR-BX-2017-039 on the subject line.

---

<sup>20</sup> 15 U.S.C. 78s(b)(3)(A)(iii).

<sup>21</sup> 17 CFR 240.19b-4(f)(6). In addition, Rule 19b-4(f)(6) requires a self-regulatory organization to give the Commission written notice of its intent to file the proposed rule change at least five business days prior to the date of filing of the proposed rule change, or such shorter time as designated by the Commission. The Exchange has satisfied this requirement.

Paper comments:

- Send paper comments in triplicate to Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number SR-BX-2017-039. 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 Web site (<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 the Exchange. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly.

All submissions should refer to File Number SR-BX-2017-039 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.<sup>22</sup>

Eduardo A. Aleman  
Assistant Secretary

---

<sup>22</sup> 17 CFR 200.30-3(a)(12).